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凯盛新能源股份有限公司

Triumph New Energy Company Limited

*(Formerly known as “LUOYANG GLASS COMPANY LIMITED 洛陽玻璃股份有限公司”
(a joint stock limited company incorporated in the People’s Republic of China with limited liability))*

(Stock code: 01108)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE AND WORKING SYSTEM FOR INDEPENDENT DIRECTORS

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

The board (the “**Board**”) of directors (the “**Directors**”) of Triumph New Energy Company Limited (the “**Company**”) hereby announces that on 29 April 2024, the Board considered and approved, among other things, the resolutions in respect of the amendments to the articles of association of the Company (the “**Articles of Association**”), the working system for independent directors (the “**Working System for Independent Directors**”), the rules of procedure for general meetings (the “**Rules of Procedure for General Meetings**”) and the procedural rules of the board (the “**Procedural Rules of the Board**”); and the supervisory committee considered and approved the resolution in respect of the amendments to the rules of procedure for the supervisory committee (the “**Rules of Procedure for the Supervisory Committee**”) (the above three rules of procedure are collectively referred to as the “**Rules of Procedure**”).

On 14 February 2023, the State Council published the “Decision of the State Council to Repeal Certain Administrative Regulations and Documents*” (《國務院關於廢止部分行政法規和文件的決定》). Accordingly, the “Special Provisions of the State Council Concerning the Overseas Securities Offering and Listing by Limited Stock

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》) (the “**Special Provisions**”) was abolished. On 17 February 2023, with the approval by the State Council, the China Securities Regulatory Commission (the “**CSRC**”) published the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies*” (《境內企業境外發行證券和上市管理試行辦法》). Accordingly, the “Mandatory Provisions for Companies Listing Overseas*” (《到境外上市公司章程必備條款》) (the “**Mandatory Provisions**”) was abolished, with effect from 31 March 2023. The Stock Exchange amended the Listing Rules based on the aforementioned new regulations, with effect from 1 August 2023. In addition, to regulate independent directors’ behavior, give full play to their role in the governance of listed companies, and promote the improvement of the quality of listed companies, the CSRC and the Shanghai Stock Exchange published the “Measures for the Administration of Independent Directors of Listed Companies*” (《上市公司獨立董事管理辦法》) and the “Rules Governing the Listing of Stocks on Shanghai Stock Exchange (revised in August 2023)*” (上海證券交易所股票上市規則(二零二三年八月修訂)) in August 2023, successively.

In addition, based on the consultation conclusions of the “Consultation Paper on Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the relevant amendments to the Listing Rules went into effect on 31 December 2023, so that, among other things, to the extent permitted under all applicable laws and regulations, the listed issuer must (i) send or otherwise make available the corporate communications (as defined under the Listing Rules) to the relevant holders of its securities using electronic means; or (ii) make the corporate communications available on its website and the Stock Exchange’s website.

Based on the aforementioned institutional amendments and taking into account the Company’s actual needs of operation and management, the Board of the Company proposes to amend the Articles of Association for the purposes of (i) reflecting the latest updates on requirements and interpretation of applicable PRC laws, administrative regulations and normative documents and the related Listing Rules; and (ii) making housekeeping amendments.

The Board of the Company also proposes to amend certain provisions of the Rules of Procedure to, among other things, align with the proposed amendments to the Articles of Association.

According to relevant regulations such as the “Measures for the Administration of Independent Directors of Listed Companies” and in combination with the actual needs of the Company’s business development, the Board also proposes to amend the existing Working System for Independent Directors of the Company. The full text of the revised Working System for Independent Directors is also set out in the appendix of this announcement.

At the forthcoming 2023 annual general meeting of the Company (the “**AGM**”), the Board will propose to put forward to the shareholders of the Company (the “**Shareholders**”) special resolution(s) for considering and, if thought fit, approving the proposed amendments to the Articles of Association and ordinary resolution(s) for considering and, if thought fit, approving the proposed amendments to the Rules of Procedure.

Details of the proposed amendments to the Articles of Association and the Rules of Procedure are set out in the appendixes to this announcement. Save for the proposed amendments set out in the appendixes to this announcement, the other provisions of the Articles of Association and the Rules of Procedure remain unchanged. The proposed amendments to the Articles of Association and the Rules of Procedure are subject to the approval by the Shareholders by way of special resolution(s) and ordinary resolution(s) respectively at the AGM, and will come into effect after obtaining all necessary approvals, authorizations or registration (if applicable) from or with the relevant government or regulatory authorities and completion of filing. The amendments to the Articles of Association are subject to the approval information from the relevant government authorities.

Upon the proposed amendments to the Articles of Association become effective, the Company will carry out necessary filing procedures with the Companies Registry in Hong Kong.

The Articles of Association, the Rules of Procedure and the Working System for Independent Directors, and any amendments thereto, were prepared in Chinese, without formal English version. As such, the English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

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The AGM will be held for the Shareholders to consider and, if thought fit, approve the special resolution(s) in relation to the amendments to the Articles of Association and ordinary resolution(s) in relation to the amendments to the Rules of Procedure.

A circular containing, among other things, details of the amendments to the Articles of Association and the Rules of Procedure together with a notice of the AGM will be despatched to the Shareholders as soon as practicable.

By order of the Board
Triumph New Energy Company Limited
Xie Jun
Chairman

Luoyang, the PRC
29 April 2024

As at the date of this announcement, the Board comprises four executive Directors: Mr. Xie Jun, Mr. Zhang Rong, Mr. He Qingbo and Ms. Wang Leilei; three non-executive Directors: Mr. Zhang Chong, Mr. Sun Shizhong and Dr. Pan Jingong; and four independent non-executive Directors: Ms. Zhang Yajuan, Mr. Chen Qisuo, Mr. Zhao Hulin and Mr. Fan Baoqun.

* *For identification purposes only*

APPENDIX I

Comparison Table of Amendments to the Articles of Association

The Board proposed to make the following amendments to the Articles of Association (deleted texts are presented in strikethrough and additional texts are presented in underline):

No.	Original version	Revised version
1.	Article 6 This Articles of Association will be effective upon approval by the general meeting of the Company by a special resolution and relevant authorities of the PRC and register with the industry and commerce administration authorities.	Deleted
2.	Article 7 From the effective date of the Articles of Association, the Articles of Association of the Company constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder (“Shareholder”) and among the Shareholders interest.	<u>Article 6 The Articles of Association will be effective from the date of approval by the general meeting of the Company by a special resolution.</u> From the effective date of the Articles of Association, the Articles of Association of the Company constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder (“Shareholder”) and among the Shareholders interest.

No.	Original version	Revised version
3.	<p>Article 8 The Articles of Association of the Company are binding on the Company and its Shareholders, directors(“Directors”), supervisors, general managers and other senior management members, all of whom are entitled to claim rights regarding the Company’s affairs in accordance with the Articles of Association of the Company.</p> <p>“Other senior management” referred to in these Articles means the secretary to the Board and chief financial officer of the Company.</p> <p>The Articles of Association are actionable by a Shareholder against the Company and vice versa, by the Company against Shareholders, by Shareholders against each other and by a Shareholder against the Directors, Supervisors, general manager and other senior management of the Company.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p>	<p>Article 7 The Articles of Association of the Company are binding on the Company and its Shareholders, directors(“Directors”), supervisors, president general-managers and other senior management members, all of whom are entitled to claim rights regarding the Company’s affairs in accordance with the Articles of Association of the Company.</p> <p>“Other senior management” referred to in these Articles means the vice president, secretary to the Board and chief financial officer of the Company.</p> <p>The Articles of Association are actionable by a Shareholder against the Company and vice versa, by the Company against Shareholders, Directors, supervisors, president and other senior management members, by Shareholders against each other and by a Shareholder against the Directors, Supervisors, president general manager and other senior management of the Company.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p>

No.	Original version	Revised version
4.	<p data-bbox="288 237 424 264">Article 15</p> <p data-bbox="288 577 847 696">Shares issued by the Company shall be share with par value. The par value of each share shall be RMB1.</p> <p data-bbox="288 831 847 949">RMB referred to in the preceding paragraph is the legal currency of the PRC.</p>	<p data-bbox="874 237 1433 524"><u>Article 14</u> <u>The total assets of the Company are divided into equal shares. Shareholders assume responsibility for the Company to the extent of the shares they subscribe to, and the Company assumes responsibility for its debts with its total assets.</u></p> <p data-bbox="874 577 1433 779"><u>The stock of the Company shall take the form of shares.</u> Shares issued by the Company shall be share with par value. The par value of each share shall be RMB1.</p> <p data-bbox="874 831 1433 949">RMB referred to in the preceding paragraph is the legal currency of the PRC.</p>
5.	<p data-bbox="288 983 376 1010">Added</p>	<p data-bbox="874 983 1433 1184"><u>Article 15</u> <u>The Company shall issue shares in accordance with the principle of openness, fairness and justice, and each of the shares in the same class shall carry the same rights.</u></p>

No.	Original version	Revised version
6.	<p>Article 24 The Company may, based on its business and development needs and in accordance with the relevant provisions of the Articles of Association, approve an increase of capital.</p> <p>The Company may increase its capital in the following manners:</p> <ol style="list-style-type: none"> (1) public offer of shares; (2) issue of new shares to existing Shareholders; (3) distribution of new shares to its existing Shareholders; (4) non-public offer of shares; (5) conversion of its provident fund into capital; (6) other methods as permitted by provisions of laws, administrative regulations, and the China Securities Regulatory Commission. <p>The increase of capital of the Company by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, the issue shall be made in accordance with the procedures stipulated by the relevant laws and administrative regulations of the State.</p>	Deleted
7.	CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES	CHAPTER 4 INCREASE, REDUCTION OF CAPITAL AND REPURCHASE OF SHARES

No.	Original version	Revised version
8.	Added	<p><u>Article 25</u> <u>The Company may, based on its operating and development needs and in accordance with laws and regulations, increase its registered capital in the following ways, subject to resolution adopted by the general meeting:</u></p> <p><u>(1) public offering of shares;</u></p> <p><u>(2) non-public offering of shares;</u></p> <p><u>(3) allotment of bonus shares to existing Shareholders;</u></p> <p><u>(4) conversion of provident funds into capital.</u></p> <p><u>(5) other methods as permitted by provisions of laws, administrative regulations, and the China Securities Regulatory Commission.</u></p> <p><u>If the Company increases its registered capital, the Company shall, in accordance with the laws, apply for change in registration with the company registration authority.</u></p>
9.	Article 26 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital.	Article 26 In accordance with the provisions of the Articles of Association, † The Company may reduce its registered capital. <u>The reduction of registered capital shall be made in accordance with the Company Law and other relevant regulations as well as procedures stipulated in the Articles of Association.</u>

No.	Original version	Revised version
10.	<p data-bbox="288 237 842 353">Article 27 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p data-bbox="288 450 842 1032">The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on reduction of capital and shall publish announcements in the newspaper within thirty (30) days from the date of such resolution. 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 announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p> <p data-bbox="288 1088 842 1245">The reduction of registered capital of the Company shall be registered with the corporate registration authority according to the law.</p>	<p data-bbox="874 237 1428 394">Article 27 The Company shall prepare a balance sheet and an inventory of assets when it <u>needs to</u> reduce its registered capital.</p> <p data-bbox="874 450 1428 1032">The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on reduction of capital and shall publish announcements in the newspaper within thirty (30) days from the date of such resolution. 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 announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p> <p data-bbox="874 1088 1428 1245">The reduction of registered capital of the Company shall be registered with the corporate registration authority according to the law.</p> <p data-bbox="874 1301 1428 1413"><u>The registered capital of the Company after the reduction shall not be less than the statutory minimum amount.</u></p>

No.	Original version	Revised version
11.	<p>Article 28 Under the following circumstances, the Company may repurchase its own shares in accordance with laws, administrative regulations, departmental rules and the Articles of Association:</p> <p>(1) to reduce the registered capital of the Company;</p> <p>(2) to merge with another company that holds shares of the Company;</p> <p>(3) to utilize its shares for employee stock ownership plans or share option incentives;</p> <p>(4) to acquire shares held by Shareholders (upon their request) who vote against any resolution on the merger or division of the Company proposed in general meeting;</p> <p>(5) to utilize its shares for conversion into convertible corporate bonds issued by the Company;</p> <p>(6) to protect the Company's value and shareholders' interest as the Company deems necessary;</p> <p>(7) other circumstances as permitted by laws and administrative regulations.</p> <p>Apart from the above circumstances, the Company shall not repurchase its own shares.</p>	<p>Article 28 Under the following circumstances, <u>The Company may repurchase its own shares in accordance with laws, administrative regulations, departmental rules and the Articles of Association shall not buy back its shares, except in one of the following circumstances:</u></p> <p>(1) to reduce the registered capital of the Company;</p> <p>(2) to merge with another company that holds shares of the Company;</p> <p>(3) to utilize its shares for employee stock ownership plans or share option incentives;</p> <p>(4) to acquire shares held by Shareholders (upon their request) who vote against any resolution on the merger or division of the Company proposed in general meeting;</p> <p>(5) to utilize its shares for conversion into convertible corporate bonds issued by the Company;</p> <p>(6) to protect the Company's value and Shareholders' interest as the Company deems necessary;</p> <p>(7) other circumstances as permitted by laws and administrative regulations.</p> <p>Apart from the above circumstances, the Company shall not repurchase its own shares.</p>

No.	Original version	Revised version
12.	<p>Article 30 While repurchasing the shares by a contractual agreement other than in the stock exchange, the Company shall obtain the prior approval of the general meeting as per the provisions of Articles of Association. With the prior approval of the general meeting in the same way, the Company may terminate or amend the contracts entered into in the manner set forth above, or waive any rights in the contracts. The contracts of repurchasing the shares in the preceding paragraph include (but not limited to) the contractual corporation, which agree to be liable for the obligation of repurchased shares acquire the right of repurchased shares, shall not assign the contract of repurchasing shares or any rights stipulated therein.</p>	Deleted
13.	<p>Article 32 Unless the Company is in the course of liquidation, it must comply with the following provisions in respect of repurchase of its issued shares:</p> <p>.....</p> <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 of the Company for payment of the par value portion of the repurchased shares shall be transferred to the Company’s share premium account.</p>	Deleted

No.	Original version	Revised version
14.	<p data-bbox="288 237 424 271">Article 35</p> <p data-bbox="288 703 847 1245">The Directors, supervisors and senior managers of the Company shall report to the Company the numbers of the Company's shares held by them and the changes thereof, and the number of the Company's shares transferred by each of them annually during their term of office shall not exceed 25% of the total number of the Company's shares respectively held by them. The Company's shares held by the persons mentioned above shall not be transferred within six months after they leave office.</p>	<p data-bbox="874 237 1433 651"><u>Article 33</u> <u>The shares of the Company held by the promoters shall not be transferred within one year from the date of the incorporation of the Company. Shares already issued by the Company before a public offering shall not be transferred within one year from the date of the shares of the Company being listed on a stock exchange.</u></p> <p data-bbox="874 703 1433 1543">The Directors, supervisors and senior managers of the Company shall report to the Company the numbers of the Company's shares <u>(including preference shares)</u> held by them and the changes thereof, and the number of the Company's shares transferred by each of them annually during their term of office shall not exceed 25% of the total number of the Company's shares <u>of the same class</u> respectively held by them; <u>the shares they hold in the Company shall not be transferred within one year from the date that the shares of the Company are listed.</u> The Company's shares held by the persons mentioned above shall not be transferred transfer <u>their shares in the Company</u> within <u>half a year six months</u> after they leave office.</p>

No.	Original version	Revised version
15.	<p>Article 36 Where the Directors, supervisors, senior managers and the Shareholders holding 5% or more of the shares of the Company sells the shares of the Company in his possession within six (6) months after they purchases them, or where they buy them back within six (6) months after they sell them, profits from such transaction shall belong to the Company and the Board shall collect the profits. However, a security company holding 5% or more of the shares as a result of underwriting the remaining shares after sale, its sale of the said shares shall not be subject to the time limit of six (6) months.</p> <p>Where the Board refuses to comply with the provisions of the preceding paragraph, the Shareholders have the right to ask the Board to enforce within thirty (30) days. Where the Board fails to enforce within the preceding time limit, the Shareholders have right to commence proceedings in the people’s court in its own name for the Company’s interests.</p> <p>Where the Board refuses to comply with Article 1, the responsible Directors are liable for the damages in accordance with the law.</p>	<p>Article 34 Where the Directors, supervisors, senior managers and the Shareholders holding 5% or more of the shares of the Company <u>or other securities with an equity nature</u> in his possession within six (6) months after they purchases them, or where they buy them back within six (6) months after they sell them, profits from such transaction shall belong to the Company and the Board shall collect the profits. However, a security company holding 5% or more of the shares as a result of underwriting the remaining shares after sale, its sale of the said shares shall not be subject to the time limit of six (6) months and other circumstances stipulated by the China Securities Regulatory Commission are excluded.</p> <p><u>The shares or other securities with an equity nature held by Directors, supervisors, senior management members and natural person Shareholders referred to in the preceding paragraph include the shares or other securities with an equity nature held by their spouses, parents, children, and any of the above which is held by using others’ accounts.</u></p> <p>Where the Board refuses to comply with the provisions of the preceding paragraph first paragraph of this Article, the Shareholders have the right to ask the Board to enforce within thirty (30) days. Where the Board fails to enforce within the preceding time limit, the Shareholders have right to commence proceedings in the pPeople’s eCourt in its own name for the Company’s interests.</p> <p>Where the Board refuses to comply with first paragraph of this Article, the responsible Directors are liable for the damages in accordance with the law.</p>

No.	Original version	Revised version
16.	<p>Article 48 When the Company intends to convene a general meeting, distribute dividends, liquidate and engage in other activities that requires the determination of shareholdings, the Board shall designate a date to be the record date. Shareholders whose names appear in the register of members at the end of the record date are Shareholders of the Company.</p>	<p><u>Article 46</u> When the Company intends to convene a general meeting, distribute dividends, liquidate and engage in other activities that requires the determination of shareholdings, the Board or <u>the convener of the general meeting shall designate the date to be determine</u> the record date. Shareholders whose names appear in the register of members at the <u>end of close of trading on</u> the record date are <u>Shareholders of the Company entitled to the relevant rights of Shareholders.</u></p>
17.	<p>Article 53 A Shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members.</p> <p>A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.</p>	<p><u>Article 51</u> A Shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members. <u>The Company shall establish the register of members according to the certificates provided by security registration institutions. The register of members is the sufficient evidence to prove the holding of the shares of the Company by the Shareholders.</u></p> <p>A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.</p>

No.	Original version	Revised version
18.	<p>Article 54 The holder of ordinary shares of the Company shall be entitled to the following rights:</p> <p>(1) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to request, convene, preside, attend or appoint a proxy to attend general meetings and to exercise the voting right in accordance with the laws;</p> <p>(3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, give or pledge their shares in accordance with laws, administrative regulations, and the Articles of Association, transfer of overseas listed foreign invested shares shall in accordance with the listing rules of the stock exchange on which shares of the Company are listed.</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association of the Company, including:</p> <p>(I) the right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;</p>	<p>Article 52 The holder of ordinary shares Shareholders of the Company shall be entitled to the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to request, convene, preside, attend or appoint a proxy to attend general meetings and to exercise the corresponding voting right in accordance with the laws;</p> <p>(3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, give or pledge their shares in accordance with laws, administrative regulations, and the Articles of Association, transfer of overseas listed foreign invested shares shall in accordance with the listing rules of the stock exchange on which shares of the Company are listed.</p> <p>(5) <u>the right to require the Company to buy back their shares in the event of their objection(s) to resolutions of the general meetings concerning merger or division of the Company;</u></p> <p>(6) the right to obtain relevant information in accordance with the provisions of the Articles of Association of the Company, including:</p> <p>(I) the right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;</p>

No.	Original version	Revised version
	<p>(II) the right 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, general managers and other senior management members including:</p> <p>(a) present name and alias and any former name and alias;</p> <p>(b) principal address (residence);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations;</p> <p>(e) identification document and its number.</p> <p>(III) report on the status of the Company's share capital;</p>	<p>(II) the right 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, general managers president and other senior management members including:</p> <p>(a) present name and alias and any former name and alias;</p> <p>(b) principal address (residence);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations;</p> <p>(e) identification document and its number.</p> <p>(III) report on the status of the Company's share capital;</p>

No.	Original version	Revised version
	<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 amount incurred by the Company for this purpose;</p> <p>(V) minutes of general meetings.</p> <p>(6) Shareholders shall have the right to know about and the right to participate in major matters of the Company set forthin the laws, administrative regulations and Articles of Association.</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 amount incurred by the Company for this purpose;</p> <p>(V) minutes of <u>general meetings.</u></p> <p><u>(VI) counterfoils of corporate debentures;</u></p> <p><u>(VII) resolution at the Board meeting;</u></p> <p><u>(VIII) resolution at the supervisory committee meeting;</u></p> <p><u>(IX) financial and accounting report.</u></p> <p><u>(7)</u> Shareholders shall have the right to know about and the right to participate in major matters of the Company set forthin the laws, administrative regulations and Articles of Association.</p>

No.	Original version	Revised version
	<p>(7) The Shareholders have right to protect their interests and rights through civil litigation or other legal means in accordance with laws and administrative regulations. In the event the resolutions of general meetings or the resolutions of the Board are in breach of laws and administrative regulations, the Shareholders shall have the right to request the court to hold such resolutions null and void. In case the convening and voting procedures of the general meetings or Board are in breach of laws, administrative regulations or this Articles of Association, or the content of the resolutions are in breach of the Articles of Association, the Shareholders shall have right to request the court to revoke such resolutions within sixty (60) days as of the date of resolutions made. The Directors, supervisors and managers of the Company shall bear the liability of compensation in cases where they violate laws, administrative regulations or 18 Articles of Association and cause damages to the Company during the performance of their duties. Shareholders who individually or jointly hold more than 1% shares of the Company for successive 180 days shall have the right to request the supervisory committee in writing to institute the legal proceedings in the people’s court. Where the supervisory committee is in breach of laws, administrative regulations or this Articles of Association and cause losses to the Company during the performance of their duties, the Shareholders</p>	<p><u>(8)</u> The Shareholders have right to protect their interests and rights through civil litigation or other legal means in accordance with laws and administrative regulations. In the event the resolutions of general meetings or the resolutions of the Board are in breach of laws and administrative regulations, the Shareholders shall have the right to request the court to hold such resolutions null and void. In case the convening and voting procedures of the general meetings or Board are in breach of laws, administrative regulations or this Articles of Association, or the content of the resolutions are in breach of the Articles of Association, the Shareholders shall have right to request the court to revoke such resolutions within sixty (60) days as of the date of resolutions made. The Directors, supervisors and managers of the Company shall bear the liability of compensation in cases where they violate laws, administrative regulations or 18 Articles of Association and cause damages to the Company during the performance of their duties. Shareholders who individually or jointly hold more than 1% shares of the Company for successive 180 days shall have the right to request the supervisory committee in writing to institute the legal proceedings in the pPeople’s eCourt. Where the supervisory committee is in breach of laws, administrative regulations or this Articles of Association and cause losses to the Company during the performance of their duties, the Shareholders</p>

No.	Original version	Revised version
	<p>shall have right to ask the Board in writing to institute the legal proceedings in the people’s court. Where the supervisory committee and Board, after receiving the written request of the Shareholders, refuse to institute the legal proceedings, or fail to institute the legal proceedings within 30 days after receiving the requisition, or the Company’s rights and interests may be damaged beyond remedy in the case of emergency if no legal action is taken, the foregoing Shareholders shall, for the purpose of protecting the Company’s rights and interests, institute the legal proceedings in the people’s court in their own name. Where the others infringe the Company’s legitimate rights and interests and cause losses to the Company, the foregoing Shareholders shall institute the legal proceedings in the people’s court subject to the aforementioned provisions. In case the Directors and senior managers violate the laws, administrative regulations or the Articles of Association and cause damage to the interests of the Shareholders, the Shareholder may institute the legal proceedings in the people’s court.</p>	<p>shall have right to ask the Board in writing to institute the legal proceedings in the pPeople’s eCourt. Where the supervisory committee and Board, after receiving the written request of the Shareholders, refuse to institute the legal proceedings, or fail to institute the legal proceedings within 30 days after receiving the requisition, or the Company’s rights and interests may be damaged beyond remedy in the case of emergency if no legal action is taken, the foregoing Shareholders shall, for the purpose of protecting the Company’s rights and interests, institute the legal proceedings in the pPeople’s eCourt in their own name. Where the others infringe the Company’s legitimate rights and interests and cause losses to the Company, <u>Shareholders who individually or jointly hold more than 1% shares of the Company for more than 180 days continuously shall the foregoing Shareholders shall</u> institute the legal proceedings in the pPeople’s eCourt <u>in accordance with subject to</u> the aforementioned provisions. In case the Directors and senior managers violate the laws, administrative regulations or the Articles of Association and cause damage to the interests of the Shareholders, the Shareholder may institute the legal proceedings in the pPeople’s eCourt.</p>

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	<p>(8) Whenever the Company terminates or liquidates, the Shareholder shall participate in the distribution of the rest properties of the Company in proportion to the shares they hold;</p> <p>(9) Other rights conferred by the laws, administrative regulations and the Articles of Association.</p>	<p><u>(9)</u> Whenever the Company terminates or liquidates, the Shareholder shall participate in the distribution of the rest properties of the Company in proportion to the shares they hold;</p> <p><u>(10)</u> Other rights conferred by the laws, administrative regulations and the Articles of Association.</p> <p><u>Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding paragraph shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. Upon verification of the Shareholder's identity, the Company shall provide such information at the Shareholder's request.</u></p>

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19.	<p>Article 55 The holder of ordinary shares of the Company shall be liable for the following responsibilities:</p> <ol style="list-style-type: none"> (1) abide by the laws, administrative regulations and Articles of Association; (2) contribute the capital according to the shares subscribed and type of capital contribution; (3) not to withdraw shares unless otherwise permitted under the circumstances stipulated in the laws and regulations; (4) not to abuse the rights of Shareholders to damage the rights and interests of the Company or other Shareholders; or abuse the independent status of the Company's legal person and the Shareholders' limited liabilities to damage the creditors' rights and interests of the Company. The Shareholders of the Company, whoever abuse the Shareholders' rights and causes losses to the Company or other Shareholders, shall be liable for compensation. Where the Shareholders abuse the independent status of the Company's legal person and the Shareholders' limited liabilities and evade the repayment of debts, severely damaging the creditors' rights and interests of the Company, he shall bear joint liabilities for the debts of the Company. (5) Other liabilities to be responsible for stipulated in the laws, administrative regulations and the Articles of Association. <p>The Shareholders, other than the conditions agreed by the share subscriber during subscription, shall not be liable for additional liability of share capital later on.</p>	<p>Article 53 The holder of ordinary shares of the Company shall be liable for the following responsibilities:</p> <ol style="list-style-type: none"> (1) abide by the laws, administrative regulations and Articles of Association; (2) contribute the capital according to the shares subscribed and type of capital contribution; (3) not to withdraw shares unless otherwise permitted under the circumstances stipulated in the laws and regulations; (4) not to abuse the rights of Shareholders to damage the rights and interests of the Company or other Shareholders; or abuse the independent status of the Company's legal person and the Shareholders' limited liabilities to damage the creditors' rights and interests of the Company. The Shareholders of the Company, whoever abuse the Shareholders' rights and causes losses to the Company or other Shareholders, shall be liable for compensation. Where the Shareholders abuse the independent status of the Company's legal person and the Shareholders' limited liabilities and evade the repayment of debts, severely damaging the creditors' rights and interests of the Company, he shall bear joint liabilities for the debts of the Company. (5) Other liabilities to be responsible for stipulated in the laws, administrative regulations and the Articles of Association. <p>The Shareholders, other than the conditions agreed by the share subscriber during subscription, shall not be liable for additional liability of share capital later on.</p>

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20.	<p>Article 60 The controlling Shareholders shall nominate the candidates for Directors and supervisors in strict compliance with the terms and procedures provided for by laws, regulations and the Company's Articles of Association. The nominated candidates shall possess certain relevant professional knowledge and the capability to make decisions or supervise. The resolutions made by the general meetings electing personnel or the Board resolutions appointing personnel shall not be subject to any approval procedures by the controlling Shareholders. The controlling Shareholders are prohibited to appoint senior management personnel by circumventing the general meetings or the Board.</p>	Deleted
21.	<p>Article 61 The important decisions of a listed company shall be made through a general meeting or Board meeting in accordance with law. The controlling Shareholders shall not directly or indirectly interfere with the Company's decisions or business activities conducted in accordance with laws; nor shall they impair the Company's or other general rights and interests.</p>	Deleted
22.	<p>Article 62 The personnel of a listed company shall be independent from the controlling Shareholders. The management, chief financial officers, chief sales officers and secretary to the Board of the listed company shall not take posts other than as a Director in a controlling Shareholder's entities. In the case where a member of a controlling Shareholder's senior management concurrently holds the position of Director of the listed company, such member shall ensure adequate time and energy to perform the work for the listed company.</p>	Deleted

No.	Original version	Revised version
23.	Article 63 A listed company shall establish sound financial and accounting management systems in accordance with laws and regulations and shall conduct independent accounting. Controlling Shareholders shall respect the financial independence of the Company and shall not interfere with the financial and accounting activities of the company.	Deleted
24.	Article 64 The Board, the supervisory committee and other internal offices of a listed company shall operate independently. There shall be no subordination relationship between, on the one hand, a listed company or its internal offices and, on the other hand, the Company's Controlling Shareholders or their internal offices, and the latter shall not give plans or instructions concerning the listed company's business operation to the former, nor shall the latter interfere with the independent operation of the former in any other manner.	Deleted
25.	Article 65 A listed company's business shall be completely independent from that of its controlling Shareholders. Controlling Shareholders and their subsidiaries shall not engage in the same or similar business as that of the listed company. Controlling Shareholders shall adopt effective measures to avoid competition with the listed company in the same business.	Deleted

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26.	<p>Article 67 The general meeting may exercise the following functions and powers:</p> <p>(1) to decide on the operating policies and investment plans of the Company;</p> <p>(2) to elect and remove Directors and to decide on matter relating to the remuneration of the relevant Directors;</p> <p>(3) to elect and remove supervisors (being Shareholders' representatives), and to decide on matter relating to the remuneration of the relevant supervisors;</p> <p>(4) to consider and approve the reports of the Board;</p> <p>(5) to consider and approve the reports of the Supervisory Committee;</p> <p>(6) to consider and approve the proposed annual financial budgets and final accounts of the Company;</p> <p>(7) to consider and approve the profit distribution plans and loss recovery plans of the Company;</p>	<p>Article 59 The general meeting may exercise the following functions and powers:</p> <p>(1) to decide on the operating policies and investment plans of the Company;</p> <p>(2) to elect and remove Directors <u>who are not employee representatives</u> and to decide on matter relating to the remuneration of the relevant Directors;</p> <p>(3) to elect and remove supervisors <u>who are not employee representatives</u> (being Shareholders' representatives), and to decide on matter relating to the remuneration of the relevant supervisors;</p> <p>(4) to consider and approve the reports of the Board;</p> <p>(5) to consider and approve the reports of the Supervisory Committee;</p> <p>(6) to consider and approve the proposed annual financial budgets and final accounts of the Company;</p> <p>(7) to consider and approve the profit distribution plans and loss recovery plans of the Company;</p>

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	<p>(8) to adopt resolutions on any increase or reduction of registered capital of the Company;</p> <p>(9) to adopt resolutions on matters such as merger, division, dissolution, and liquidation of the Company;</p> <p>(10) to adopt resolutions on the issue of debentures of the Company;</p> <p>(11) to adopt resolutions on the appointments or dismissals of accounting firms;</p> <p>(12) to amend the Articles of Association of the Company;</p> <p>(13) to consider the temporary proposals submitted by Shareholders who individually or collectively hold more than 3% (including 3%) of the Company's voting shares;</p> <p>(14) to consider and approve the guarantees provided in Article 68;</p> <p>(15) to consider the acquisition or disposal of any major assets, the amount of which exceeds 30% of the latest audited total assets of the Company;</p>	<p>(8) to adopt resolutions on any increase or reduction of registered capital of the Company;</p> <p>(9) to adopt resolutions on matters such as merger, division, dissolution, and liquidation, <u>or change in corporate form</u> of the Company;</p> <p>(10) to adopt resolutions on the issue of debentures of the Company;</p> <p>(11) to adopt resolutions on the appointments or dismissals of accounting firms;</p> <p>(12) to amend the Articles of Association of the Company;</p> <p>(13) to consider the temporary proposals submitted by Shareholders who individually or collectively hold more than 3% (including 3%) of the Company's voting shares;</p> <p>(14) to consider and approve the guarantees provided in <u>Article 68</u>Article 60;</p> <p>(15) to consider the acquisition or disposal of any major assets, the amount of which exceeds 30% of the latest audited total assets of the Company;</p>

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	<p>(16) to consider the change of use of proceeds from capitals raised;</p> <p>(17) to consider the adoption of share incentive scheme;</p> <p>(18) to consider such other things required by laws, administrative regulations and the Articles of Association to be resolved by general meeting of Shareholders;</p> <p>(19) to authorize or delegate to the Board to attend to deal with the authorized or entrusted matters.</p>	<p>(16) to consider the change of use of proceeds from capitals raised;</p> <p>(17) to consider the adoption of share incentive scheme <u>and employee stock ownership plans;</u></p> <p>(18) to consider such other things required by laws, administrative regulations <u>and, departmental rules or</u> the Articles of Association to be resolved by general meeting of Shareholders;</p> <p>(19) to authorize or delegate to the Board to attend to deal with the authorized or entrusted matters <u>other than the above.</u></p>

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27.	<p>Article 68 Any of the Company’s following guarantee activities shall be approved by the general meeting:</p> <p>(1) Any of the external guarantee provided after the total guaranteed amount of the Company and its controlling subsidiaries to the any other party reach to or exceed 50% of the latest audited net assets;</p> <p>(2) Any of the external guarantee provided after the total guaranteed amount of the Company reach to or exceed 30% of the latest audited net assets;</p> <p>(3) Providing the guarantee for the guaranteed object, whose the ratio of liabilities to assets exceeding 70%;</p> <p>(4) The amount of single guarantee exceeds 10% of the latest audited net assets;</p> <p>(5) Providing the guarantee for the Shareholders, actual controllers and it connected parties.</p>	<p>Article 60 Any of the Company’s following guarantee activities shall be approved by the general meeting:</p> <p>(1) Any of the external guarantee provided after the total guaranteed amount of the Company and its controlling subsidiaries to the any other party reach to or exceed 50% of the latest audited net assets;</p> <p>(2) Any of the external guarantee provided after the total guaranteed amount of the Company reach to or exceed 30% of the latest audited net assets;</p> <p><u>(3) the amount of the guarantees provided by the Company within one year exceeding 30% of the latest audited total assets;</u></p> <p><u>(4)</u> Providing the guarantee for the guaranteed object, whose the ratio of liabilities to assets exceeding 70%;</p> <p><u>(5)</u> The amount of single guarantee exceeds 10% of the latest audited net assets;</p> <p><u>(6)</u> Providing the guarantee for the Shareholders, actual controllers and it connected parties.</p>

No.	Original version	Revised version
28.	<p>Article 69 Unless a prior approval is obtained at a general meeting, the Company shall not enter into any contract with any party other than the Directors, supervisors, general managers and other senior management members pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business.</p>	<p>Article 61 <u>Unless the Company is in a crisis or under any other exceptional circumstance, and the a-prior approval by a special resolution</u> is obtained at a general meeting, the Company shall not enter into any contract with any party other than the Directors, supervisors, general managers president and other senior management members pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business.</p>

No.	Original version	Revised version
29.	<p>Article 70 General meetings shall be annual general meetings and extraordinary general meetings. A general meeting shall be convened by the Board. The annual general meeting shall be held once every accounting year within six (6) months after the end of the previous accounting year.</p> <p>The Board shall convene an extraordinary general meeting within two (2) months upon the occurrence of one of the following circumstances:</p> <ol style="list-style-type: none"> (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; (2) the uncovered losses account for one third of the Company's total share capital; (3) Shareholders holding more than 10% (including 10%) of the Company's issued shares with voting rights request in writing to convene an extraordinary general meeting; (4) the Board considers it necessary or the Supervisory Committee proposes to convene such a meeting; (5) other circumstances as required by laws, administrative regulations, departmental rules or this Articles of Association. 	<p>Article 62 General meetings shall be annual general meetings and extraordinary general meetings. A general meeting shall be convened by the Board. The annual general meeting shall be held once every accounting year within six (6) months after the end of the previous accounting year.</p> <p>The Company Board shall convene an extraordinary general meeting within two (2) months upon the date of the occurrence of one of the following circumstances:</p> <ol style="list-style-type: none"> (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; (2) the uncovered losses account for one third of the Company's total share capital; (3) Shareholders individually or jointly holding more than 10% (including 10%) shares of the Company request Company's issued shares with voting rights request in writing to convene an extraordinary general meeting; (4) the Board considers it necessary or the Supervisory Committee proposes to convene such a meeting; (5) other circumstances as required by laws, administrative regulations, departmental rules or this Articles of Association.

No.	Original version	Revised version
30.	<p>Article 71 When the Company convenes an annual general meeting, a notice shall be given twenty (20) business days prior to the date of the meeting, and when the Company convenes an extraordinary general meeting, a notice shall be given ten (10) business days or fifteen (15) days (whichever is longer) prior to the date of the meeting.</p> <p>The general meeting shall have a venue and be held on-site. The Company shall also provide the internet or other conveniences to facilitate the participation of Shareholders in the general meeting. A Shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting. The same voting right can only be exercised by electing to vote at the scene or via internet. In the event that the same voting right has been exercised twice, the result of the first voting shall prevail.</p>	<p>Article 63 When the Company convenes an annual general meeting, a notice shall be given twenty (20) business days prior to the date of the meeting, and when the Company convenes an extraordinary general meeting, a notice shall be given ten (10) business days or fifteen (15) days (whichever is longer) prior to the date of the meeting.</p> <p>The general meeting shall have a venue and be held on-site. The Company shall also provide the voting by way of internet voting or other conveniences to facilitate the participation of Shareholders in the general meeting. A Shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting. The same voting right can only be exercised by electing to vote at the scene or via internet or other ways of voting. In the event that the same voting right has been exercised twice, the result of the first voting shall prevail.</p> <p><u>At any general meeting, voting shall be conducted by open ballot.</u></p> <p><u>The Board and other conveners shall take necessary measures to ensure the normal order of the general meeting. It/they will take measures to halt acts that disrupt the general meeting, seek to cause trouble or infringe upon the lawful rights and interests of Shareholders and promptly report the same to the relevant authorities to investigate and deal with the matters.</u></p>

No.	Original version	Revised version
31.	<p>Article 73 While convening the general meeting, the Shareholders alone or in aggregate holding more than 3% (including 3%) of the shares of the Company can make a temporary proposal and submit in writing to the Board ten 10 days prior to the date of the general meeting. The Board shall issue a supplementary notice of the general meeting within two 2 days upon the receipt of the proposal and submit such temporary proposal to the general meeting for consideration. Contents of the temporary proposal shall fall within the scope of authority of the general meeting, and set out specific subject and matters to be resolved.</p>	<p><u>Article 65</u> While convening the general meeting, the <u>Board, supervisory committee and Shareholders alone or in aggregate holding more than 3% of the shares of the Company have right to make a proposal.</u></p> <p>The Shareholders alone or in aggregate holding more than 3% (including 3%) of the <u>shares</u> of the Company can make a temporary proposal and submit in writing to the <u>convener Board</u> ten 10 days prior to the date of the general meeting. The <u>convener Board</u> shall issue a supplementary notice of the general meeting within two 2 days upon the receipt of the proposal and <u>make a public announcement of the contents of such temporary proposal submit such temporary proposal to the general meeting for consideration.</u></p> <p><u>Unless in the circumstance hereinabove, the convener may not, after publishing the notice of the general meeting, make any change to the motions set forth in such notice or add any new motions.</u></p> <p>Contents of the temporary proposal shall fall within the scope of authority of the general meeting, and set out specific subject and matters to be resolved.</p>

No.	Original version	Revised version
32.	<p data-bbox="288 237 842 353">Article 74 The motion in the general meeting shall meet the following conditions:</p> <p data-bbox="288 409 842 611">(1) Its content shall not contravene the laws, regulations and the Articles of Association and be in the business scope of the Company and duty scope of the general meeting;</p> <p data-bbox="288 701 842 779">(2) There is definite topics and specific resolved items;</p> <p data-bbox="288 835 842 913">(3) The proposal is submitted or delivered to the Board in writing.</p> <p data-bbox="288 969 842 1160">While examining the motion, the general meeting shall not amend the motion; otherwise, the relevant amendment shall be deemed as a new motion and shall not be voted in this general meeting.</p>	<p data-bbox="874 237 1428 353">Article 66 The motion in the general meeting shall meet the following conditions:</p> <p data-bbox="874 409 1428 656">(1) Its content shall not contravene the laws, administrative regulations and the Articles of Association and be in the business scope of the Company and duty scope of the general meeting;</p> <p data-bbox="874 701 1428 779">(2) There is definite topics and specific resolved items;</p> <p data-bbox="874 835 1428 913">(3) The proposal is submitted or delivered to the Board in writing.</p> <p data-bbox="874 969 1428 1160">While examining the motion, the general meeting shall not amend the motion; otherwise, the relevant amendment shall be deemed as a new motion and shall not be voted in this general meeting.</p>

No.	Original version	Revised version
33.	<p>Article 79 The Shareholders individually or jointly holding more than 10% shares of the Company, have right to request the Board to convene the extraordinary general meeting and shall make the proposal to the Board in writing. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, give the written feedback on whether agreeing to convene the extraordinary general meeting or not within ten (10) days after receiving such proposal.</p> <p>.....</p> <p>Where the supervisory committee agrees to convene the extraordinary general meeting, the supervisory committee shall send out the notice of the general meeting within five (5) days after receiving the proposal and any change of the original proposal in the notice shall be approved by the relevant Shareholders.</p> <p>.....</p>	<p>Article 71 The Shareholders individually or jointly holding more than 10% shares of the Company, have right to request the Board to convene the extraordinary general meeting and shall make the proposal to the Board in writing. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, give the written feedback on whether agreeing to convene the extraordinary general meeting or not within ten (10) days after receiving such proposal.</p> <p>.....</p> <p>Where the supervisory committee agrees to convene the extraordinary general meeting, the supervisory committee shall send out the notice of the general meeting within five (5) days after receiving the proposal and any change of the original request proposal in the notice shall be approved by the relevant Shareholders.</p> <p>.....</p>

No.	Original version	Revised version
34.	<p>Article 80 Whenever deciding to convene the general meeting, the supervisory committee or Shareholders shall notify the Board and apply to the China Securities Regulatory Commission's agency in the place where the Company is located and the stock exchange for filing.</p> <p>Prior to making the announcement of resolutions of general meeting, the Shareholders who convene the meeting shall hold no less than 10% shares of the Company. While sending out the notice of general meeting and making the announcement of resolutions of general meeting, the Shareholders who convene the meeting shall apply to the China Securities Regulatory Commission 's agency in the place where the Company is located and the stock exchange for filing.</p>	<p>Article 72 Whenever deciding to convene the general meeting, the supervisory committee or Shareholders shall notify the Board and apply to the China Securities Regulatory Commission's agency in the place where the Company is located and the stock exchange for filing.</p> <p>Prior to making the announcement of resolutions of general meeting, the <u>supervisory committee or</u> Shareholders who convene the meeting shall hold no less than 10% shares of the Company. While sending out the notice of general meeting and making the announcement of resolutions of general meeting, the Shareholders who convene the meeting shall apply to the China Securities Regulatory Commission 's agency in the place where the Company is located and the stock exchange for filing.</p>

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35.	<p>Article 84 A notice of the general meeting shall meet the following requirements:</p> <ol style="list-style-type: none"> (1) in written form; (2) specifying the place, date and time of the meeting; (3) stating the matters to be discussed at the meeting; (4) providing Shareholders with such information and explanation as are necessary for them to make an informed decision in respect to the matters to be discussed. This principle shall include (but not limited to) where the Company proposes to merge, repurchase its shares, restructure share capital or undergo other reorganization. The specific conditions and contracts (if any) of the proposed transactions must be provided and the reasons and effects of the same must be properly explained; (5) if any Director, supervisor, manager and other senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such Director, supervisor, manager and other senior management members in their capacity as Shareholders is different from that of other Shareholders of the same class, the differences shall also be specified; 	<p>Article 76 A notice of the general meeting shall meet the following requirements:</p> <ol style="list-style-type: none"> (1) in written form; (2) specifying the place, date and time of the meeting; (3) stating the matters and proposals to be discussed at the meeting; (4) providing Shareholders with such information and explanation as are necessary for them to make an informed decision in respect to the matters to be discussed. This principle shall include (but not limited to) where the Company proposes to merge, repurchase its shares, restructure share capital or undergo other reorganization. The specific conditions and contracts (if any) of the proposed transactions must be provided and the reasons and effects of the same must be properly explained; (5) if any Director, supervisor, president manager and other senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such Director, supervisor, president manager and other senior management members in their capacity as Shareholders is different from that of other Shareholders of the same class, the differences shall also be specified;

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	<p>(6) containing full text of any special resolution to be proposed at the meeting for consideration and approval;</p> <p>(7) containing a clear statement that a Shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies need not be a Shareholders;</p> <p>(8) stating the date and place for the service of the proxy forms for the meeting;</p> <p>(9) stating the equity registration date for determining the entitlement to attend the general meetings;</p> <p>(10) stating the name and contact number of the standing contact person for the affairs of the meeting.</p>	<p>(6) containing full text of any special resolution to be proposed at the meeting for consideration and approval;</p> <p>(7) containing a clear statement that <u>all holders of ordinary shares (including holders of preference shares with voting rights restored) have right to attend the general meeting</u>, a Shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies <u>in writing</u> to attend and vote at the meeting on his behalf and that such proxies need not be a Shareholders;</p> <p>(8) stating the date and place for the service of the proxy forms for the meeting;</p> <p>(9) stating the equity registration date for determining the entitlement to attend the general meetings;</p> <p>(10) stating the name and contact number of the standing contact person for the affairs of the meeting;-</p> <p><u>(11) stating the time and procedure for voting online or through other means;</u></p>

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		<p data-bbox="874 232 1434 568"><u>(12) where the general meeting proposes to consider the election of a Director or supervisor, the notice of the meeting shall fully disclose the details of Director or supervisor candidate(s), which shall at minimum include the following:</u></p> <p data-bbox="948 613 1434 824"><u>(1) personal information, such as their education background, working experiences and concurrent positions, etc.;</u></p> <p data-bbox="948 869 1434 1079"><u>(2) whether they have a related party relationship with the Company or its controlling shareholder or de facto controller;</u></p> <p data-bbox="948 1124 1434 1245"><u>(3) disclose the number of the Company's shares they held;</u></p> <p data-bbox="948 1290 1434 1590"><u>(4) whether they have been punished by the China Securities Regulatory Commission or other related administrative departments or been reprimanded by any stock exchange.</u></p> <p data-bbox="874 1635 1434 1845"><u>Except the election of Directors and supervisors by means of cumulative voting, election of each Director and supervisor candidate shall be conducted by a separate proposal.</u></p>

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36.	<p>Article 85 A notice of the general meeting shall be dispatched to Shareholders (regardless of their voting rights at the general meeting) by way of announcement and/or personal delivery or by pre-paid mail. The addresses of the recipients shall be such addresses as shown in the register of members.</p> <p>The announcement referred to in the preceding paragraph shall be published in accordance with the notice period as stipulated in this Articles of Association at the websites of the Company and/or stock exchanges of the listing places, and in one or more newspapers and journals designated by competent securities authorities of the State Council or by other means as permitted by the competent securities authorities of the State Council from time to time. Once announced, published or issued, all the Shareholders shall be deemed to have received the relevant notice of the general meeting.</p>	<p>Article 77 A notice of the general meeting shall be dispatched to Shareholders (regardless of their voting rights at the general meeting) by way of announcement and/or personal delivery or by pre-paid mail. The addresses of the recipients shall be such addresses as shown in the register of members.</p> <p>The announcement referred to in the preceding paragraph shall be published in accordance with the notice period as stipulated in this Articles of Association at the websites of the Company and/or stock exchanges of the listing places, and in one or more newspapers and journals designated by competent securities authorities of the State Council or by other means as permitted by the competent securities authorities of the State Council from time to time. Once announced, published or issued, all the Shareholders shall be deemed to have received the relevant notice of the <u>general meeting</u>.</p>

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37.	<p>Article 87 Any Shareholder entitled to attend and vote at the general meeting (i.e. a Shareholder holding or representing shares with voting rights) may exercise the following right:</p> <ul style="list-style-type: none"> (i) the right to speak at the meeting; (ii) the right to vote at the meeting; (iii) have authority to demand or, jointly with others, in demanding a poll; <p>Unless individual Shareholders are required by Article 116 to abstain from voting on any particular resolutions.</p> <p>.....</p> <p>Any Shareholder entitled to attend and vote at the general meeting shall also have the right to appoint one or several persons (who may not be Shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy/proxies so appointed by the Shareholder shall exercise the following rights:</p> <ul style="list-style-type: none"> (1) have the same right as the Shareholder to speak at the meeting; (2) have authority to demand or, jointly with others, in demanding a poll. The proxy/proxies have the right to vote by hands or on a poll. Where more than one proxy is appointed, the proxies may only exercise the voting right on a poll. 	<p>Article 79 Any Shareholder entitled to attend and vote at the general meeting (i.e. a Shareholder holding or representing shares with voting rights) may exercise the following right:</p> <ul style="list-style-type: none"> (i) the right to speak at the meeting; (ii) the right to vote at the meeting; (iii) have authority to demand or, jointly with others, in demanding a poll; <p>Unless individual Shareholders are required by Article 106Article 116 to abstain from voting on any particular resolutions.</p> <p>.....</p> <p>Any Shareholder entitled to attend and vote at the general meeting shall also have the right to appoint one or several persons (who may not be Shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy/proxies so appointed by the Shareholder shall exercise the following rights:</p> <ul style="list-style-type: none"> (1) have the same right as the Shareholder to speak at the meeting; (2) have authority to demand or, jointly with others, in demanding a poll. The proxy/proxies have the right to vote by hands or on a poll. Where more than one proxy is appointed, the proxies may only exercise the voting right on a poll.

No.	Original version	Revised version
38.	<p data-bbox="284 232 847 568">Article 89 An individual Shareholder who attends a meeting in person shall produce his own identity card and proof of his shareholding. A proxy who has been appointed to attend the meeting on another’s behalf shall produce his own identity card, the proxy form and proof of the shareholding.</p> <p data-bbox="284 831 847 1671">A legal person Shareholder shall be represented at a meeting by its legal representative or a proxy entrusted by such legal representative. If the legal representative or the proxy entrusted by such legal representative attends the meeting, the legal person Shareholder shall be treated as being present at any meeting in person. When the legal representative attends the meeting, he shall produce his own identity card, valid proof of his legal representative status and proof of the shareholding. When a proxy is entrusted by such legal representative to attend the meeting, such proxy shall produce his own identity card, a lawful written power of attorney issued by the legal representative of the legal person Shareholder and proof of the shareholding.</p>	<p data-bbox="869 232 1433 779">Article 81 An individual Shareholder who attends a meeting in person shall produce his own identity card <u>or other valid documents or proof evidencing his or her identity and his or her stock account card and proof of his shareholding.</u> A proxy who has been appointed to attend the meeting on another’s behalf shall produce his own identity card, the <u>instrument of authorization from the Shareholder proxy form and proof of the shareholding.</u></p> <p data-bbox="869 831 1433 1671">A legal person Shareholder shall be represented at a meeting by its legal representative or a proxy entrusted by such legal representative. If the legal representative or the proxy entrusted by such legal representative attends the meeting, the legal person Shareholder shall be treated as being present at any meeting in person. WhenWhere the legal representative attends the meeting, he shall produce his own identity card, valid proof of his legal representative status and proof of the shareholding. When a proxy is entrusted by such legal representative to attend the meeting, such proxy shall produce his own identity card, a lawful written power of attorney issued by the legal representative of the legal person Shareholder and proof of the shareholding.</p>

No.	Original version	Revised version
39.	<p>Article 90 The proxy form by which a Shareholder appoints another person to attend a general meeting shall specify the following particulars :</p> <ol style="list-style-type: none"> (1) Name of the representative; (2) Whether the representative has right to vote; (3) Instructions on whether to vote in favour of or against or abstain on each motion included in the agenda of the general meeting; (4) Whether the representative has right to vote on the ex tempore motion possibly included in the agenda of the general meeting. If any, please give specific instructions on how to exercise the voting right; (5) Signature date and valid term of the power of attorney; (6) The signature (or seal) of the principal; if the principal is a legal person Shareholder, the power of attorney shall bear the seal of the legal person. <p>The power of attorney shall specify whether the representative may vote at his own discretion in the absence of specific instructions from the Shareholder.</p>	<p>Article 82 The proxy form by which a Shareholder appoints another person to attend a general meeting shall specify the following particulars :</p> <ol style="list-style-type: none"> (1) Name of the representative; (2) Whether the representative has right to vote; (3) Instructions on whether to vote in favour of or against or abstain on each motion included in the agenda of the general meeting; (4) Whether the representative has right to vote on the ex tempore motion possibly included in the agenda of the general meeting. If any, please give specific instructions on how to exercise the voting right; (4) Signature date and valid term of the power of attorney; (5) The signature (or seal) of the principal; if the principal is a legal person Shareholder, the power of attorney shall bear the seal of the legal person. <p>The power of attorney shall specify whether the representative may vote at his own discretion in the absence of specific instructions from the Shareholder.</p>

No.	Original version	Revised version
40.	<p>Article 91 Proxy forms shall be lodged at the legal residence of the Company or other places specified in the notice of meeting twenty-four 24 hours before the relevant meeting for voting according to the proxy form, or twenty-four 24 hours before the designated time of voting. If the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarized power of attorney or other authorization documents, together with the proxy form, shall be deposited at the legal residence of the Company or other places specified in the notice of meeting. Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer.</p>	<p>Article 83 Proxy forms shall be lodged at the legal residence of the Company or other places specified in the notice of meeting twenty-four 24 hours before the relevant meeting for voting according to the proxy form, or twenty-four 24 hours before the designated time of voting.</p> <p>If the proxy form <u>power of attorney</u> is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarized power of attorney or other authorization documents, together with the proxy form, shall be are all required to be deposited at the legal residence of the Company or other places specified in the notice of meeting. Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer.</p>

No.	Original version	Revised version
41.	<p>Article 92 The Company is responsible for compiling the signatures of the personnel attending the meeting. The signature list states clearly names of personnel (or unit names) attending the meeting, ID card numbers, addresses, numbers of shares held and represented and names of the appointers (or unit names).</p>	<p><u>Article 84</u> The Company is responsible for compiling the <u>signatures meeting attendance register</u> of the personnel attending the meeting. The <u>meeting attendance register signature list</u> states clearly names of personnel (or unit names) attending the meeting, ID card numbers, addresses, numbers of shares held and represented and names of the appointers (or unit names).</p> <p><u>The convener and the lawyer retained by the Company shall jointly verify the legal qualification of Shareholders according to the register of members provided by the securities registration and clearing institution(s), and register the names of the Shareholders and the numbers of voting shares held by them. The registration process shall end before the chairman of the meeting announces on site the number of Shareholders and proxies that attend the meeting, and the number of their voting shares.</u></p>
42.	<p>Article 95 After sending out the notice on convening the general meeting, other than the reasons of force majeure or other accidents, the Board shall not change the time of general meeting; In the event of changing the time of general meeting due to force majeure, the record date shall not be changed thereby.</p>	<p><u>Article 87</u> After sending out the notice on convening the general meeting, other than the reasons of force majeure or other accidents, the Board shall not change the time of general meeting; In the event of changing the time of general meeting due to force majeure, the record date shall not be changed thereby. <u>Once the notice of the general meeting is issued, such meeting shall not be postponed or cancelled, nor any proposal listed on the notice be canceled without a legitimate reason. In the case of a postpone or cancellation, the convener shall, at least two trading days prior to the originally scheduled date for the meeting, publish an announcement and explain the reason.</u></p>

No.	Original version	Revised version
43.	<p>Article 96 If the representative attends the general meeting on the behalf of the Shareholder, he shall produce his own identity card, and the power of attorney signed by the principal or the legal representative of the principal. The power of attorney shall specify the issuing date clearly. Where the legal person Shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his own identity card and the certified true copy of the resolution of the Board and other similar authority of the legal person on appointment of the legal representative.</p>	<p>Article 88 If the representative attends the general meeting on the behalf of the Shareholder, he shall produce his own identity card, and the power of attorney signed by the principal or the legal representative of the principal. The power of attorney shall specify the issuing date clearly. Where the legal person Shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his own identity card and the certified true copy of the resolution of the Board and other similar authority of the legal person on appointment of the legal representative.</p> <p><u>All Directors, supervisors and secretary to the Board shall attend general meetings, and the president and other senior management members shall be present at the general meetings.</u></p>

No.	Original version	Revised version
44.	<p>Article 98 A Shareholder (including proxy) when voting at a general meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote. When material issues affecting the interests of minority investors are considered at the general meeting, the votes of minority investors shall be counted separately. The result of separate vote counting shall be disclosed publicly in a timely manner. The Company shall have no voting rights for the shares that it holds, which are not counted in the total number of shares with voting rights attending the general meeting.</p>	<p>Article 90 A Shareholder (including proxy) when voting at a general meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote. When material issues affecting the interests of minority investors are considered at the general meeting, the votes of minority investors shall be counted separately. The result of separate vote counting shall be disclosed publicly in a timely manner. The Company shall have no voting rights for the shares that it holds, which are not counted in the total number of shares with voting rights attending the general meeting.</p> <p><u>If a Shareholder purchases voting shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, such shares in excess of the prescribed proportion shall not be entitled to exercise voting rights for a period of thirty-six months after the purchase, and shall not be counted in the total number of voting shares represented by Shareholders attending the general meeting.</u></p>

No.	Original version	Revised version
	<p>The Board, independent Directors and Shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the securities regulatory authority under the State Council may act as soliciting parties, by themselves or authorize securities companies and securities service agency, to publicly request Shareholders of the Company to attend the general meeting and exercise the rights of Shareholders such as proposal and voting rights on behalf of them.</p> <p>Where the rights of Shareholders are solicited in accordance with the requirements of the preceding paragraph, the soliciting parties shall disclose the solicitation documents, and the Company shall cooperate in this regard.</p> <p>It is prohibited to publicly collect rights from Shareholders by paying consideration or de facto consideration.</p>	<p>The Board, independent Directors and Shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the securities regulatory authority under the State Council may act as soliciting parties, by themselves or authorize securities companies and securities service agency, to publicly request Shareholders of the Company to attend the general meeting and exercise the rights of Shareholders such as proposal and voting rights on behalf of them. <u>openly solicit from Shareholders the rights to vote. When collecting from other Shareholders the rights to vote, adequate information such as specific voting intention shall be provided to persons whose voting rights are being solicited.</u></p> <p>Where the rights of Shareholders are solicited in accordance with the requirements of the preceding paragraph, the soliciting parties shall disclose the solicitation documents, and the Company shall cooperate in this regard.</p> <p>It is prohibited to publicly collect rights <u>voting rights</u> from Shareholders by paying consideration or de facto consideration. <u>Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.</u></p>

No.	Original version	Revised version
45.	Article 101 If a poll is taken at a meeting, a Shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.	<p>Article 93 If a poll is taken at a meeting, a Shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.</p> <p><u>In addition to the cumulative voting system, the general meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be put aside nor denied at the general meeting.</u></p>
46.	Article 102 In case of an equality of votes (whether on a show of hands or on a poll), the chairman shall have a second vote.	Deleted

No.	Original version	Revised version
47.	<p>Article 103 The following matters shall be resolved by an ordinary resolution at a general meeting:</p> <p>(1) work reports of the Board and the Supervisory Committee;</p> <p>(2) plans formulated by the Board for distribution of profits and for making up losses;</p> <p>(3) the appointment and removal of members of the Board and the Supervisory Committee and their remuneration and payment methods;</p> <p>(4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(5) matters other than these required by the laws and administrative regulations or by the Articles of Association of the Company to be adopted by special resolutions.</p>	<p>Article 94 The following matters shall be resolved by an ordinary resolution at a general meeting:</p> <p>(1) work reports of the Board and the Supervisory Committee;</p> <p>(2) plans formulated by the Board for distribution of profits and for making up losses;</p> <p>(3) the appointment and removal of members of the Board and the Supervisory Committee and their remuneration and payment methods;</p> <p>(4) the Company's annual financial budgets and, final accounts; and annual report balance sheets, income statements and other financial statements;</p> <p>(5) matters other than these required by the laws and administrative regulations or by the Articles of Association of the Company to be adopted by special resolutions.</p>

No.	Original version	Revised version
48.	<p>Article 104 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) increase or reduction of the share capital and issue of shares of any class, stock warrants or other similar securities;</p> <p>(2) issuance of corporate debentures;</p> <p>(3) the division, merger, spin-off, dissolution, liquidation and voluntary winding up of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) any other matters considered by the general meeting, by way of an ordinary resolution, shall have a significant impact on the Company and to require approval by a special resolution;</p> <p>(6) The major assets sold or acquired within one 1 year or the guaranteed amount exceeds 30% of the Company's latest audited total assets;</p> <p>(7) Share incentive scheme.</p>	<p>Article 95 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) increase or reduction of the registered share capital and issue of shares of any class, stock warrants or other similar securities;</p> <p>(2) issuance of corporate debentures;</p> <p>(3) the division, merger, spin-off, dissolution, liquidation and voluntary winding up of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) any other matters considered by the general meeting, by way of an ordinary resolution, shall have a significant impact on the Company and to require approval by a special resolution;</p> <p>(5) The major assets sold or acquired within one 1 year or the guaranteed amount exceeds 30% of the Company's latest audited total assets;</p> <p>(6) Share incentive scheme;</p> <p>(7) <u>other matters stipulated by laws, administrative regulations or the Articles of Association and approved at the general meeting, by an ordinary resolution, which may have a material impact on the Company and therefore require to be adopted by a special resolution.</u></p>

No.	Original version	Revised version
49.	<p>Article 108 The Board, independent non-executive Directors and Shareholders meeting the relevant criteria may solicit voting right from the Company’s Shareholders in the general meeting. No payments shall be made to the Shareholders for such solicitation, and 33 adequate information shall be provided to persons whose voting rights are being solicited.</p>	<p>Deleted</p>
50.	<p>Article 109 Where the resolutions of the general meeting and Board violate the laws and administrative regulations and infringe the legal rights and interests of the Shareholders, the Shareholders have right to institute proceedings at the people’s court to request such violation and infringement to be stopped.</p>	<p>Article 99 Where the content of resolutions of the general meeting and Board violate the laws and administrative regulations and infringe the legal rights and interests of the Shareholders, the Shareholders have right to request institute proceedings at the pPeople’s eCourt to invalidate such resolutionrequest such violation and infringement to be stopped.</p> <p><u>If the convening procedure or ways of voting violate any law, administrative regulation or the Articles of Association, or the contents of a resolution breaches the Articles of Association, the Shareholder shall have the right to request the People’s Court to revoke such resolution within 60 days from the date on which the resolution is approved.</u></p>

No.	Original version	Revised version
51.	<p>Article 110 Shall the Shareholders propose the convening of an extraordinary general meeting or a class meeting, the following procedures shall be followed:</p> <p>On the basis of one share for one vote, Shareholders holding in individual or aggregate more than 10% (including 10%) of the voting shares at a proposed meeting may request the Board to convene such extraordinary meeting or class meeting by signing and submitting one or several written requisitions with the same format and contents in which the matters for consideration at the meeting shall be set out clearly; the Shareholder(s) shall be able to add resolutions to a meeting agenda. An extraordinary meeting or a class meeting shall be convened by the Board as soon as practicable after receipt of the aforesaid written requisitions. The number of relevant voting shares aforesaid shall be calculated as on the date of deposit of such written requisition. If the Board fails to issue a notice of such meeting within thirty (30) days after receipt of the aforesaid written request, the Shareholders submitting such request may convene such meeting by themselves within four (4) months after the Board's receipt of such request in which case, the convening procedures shall, as far as practicable, follow the procedure for convening a general meeting by the Board. Reasonable expenses incurred by Shareholders in convening and holding such meeting due to the Board's failure to convene such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the defaulting Director(s).</p>	<p>Article 100 Shall the Shareholders propose the convening of an extraordinary general meeting or a class meeting, the following procedures shall be followed:</p> <p>On the basis of one share for one vote, Shareholders holding in individual or aggregate more than 10% (including 10%) of the voting shares at a proposed meeting may request the Board to convene such extraordinary meeting or class meeting by signing and submitting one or several written requisitions with the same format and contents in which the matters for consideration at the meeting shall be set out clearly; the Shareholder(s) shall be able to add resolutions to a meeting agenda. An extraordinary meeting or a class meeting shall be convened by the Board as soon as practicable after receipt of the aforesaid written requisitions. The number of relevant voting shares aforesaid shall be calculated as on the date of deposit of such written requisition. If the Board fails to issue a notice of such meeting within thirty (30) days after receipt of the aforesaid written request, the Shareholders submitting such request may convene such meeting by themselves within four (4) months after the Board's receipt of such request in which case, the convening procedures shall, as far as practicable, follow the procedure for convening a general meeting by the Board. Reasonable expenses incurred by Shareholders in convening and holding such meeting due to the Board's failure to convene such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the defaulting Director(s).</p>

No.	Original version	Revised version
52.	<p>Article 111 The general meeting shall be convened by the Board and presided over by the Chairman. Where the Chairman is unable to perform for any reason, the general meeting shall be convened and presided over by the vice chairman. Where the Chairman and vice chairman are unable to perform, the Board may appoint a Director to convene and preside over the meeting. Where the Board fails to appoint the Director, the Shareholders attending shall jointly elect one Director to be the chairman of the meeting. If for any reason, the Shareholders fail to elect the Chairman, the Shareholder (including the proxy_ attending holding the most voting rights shall be the chairman of the meeting. Where the supervisory committee convenes the general meeting, such general meeting shall be presided over by the chairman of the supervisory committee. Where the Chairman is unable to or refuses to perform his or her duties to convene a general meeting, the general meeting shall be convened and presided over by the vice chairman. Where the vice chairman is unable to or refuses to perform his or her duties to convene a general meeting, more of half of supervisors shall jointly elect one representative to preside over. Where the general meeting is convened by the Shareholders, the conveners shall recommend the representative to preside over the meeting.</p>	<p>Article 101 The general meeting shall be hosted convened by the Board Chairman and (presided over by the Chairman who serves as the chairman of the meeting). Where the Chairman is unable to or refuses to perform his or her duties unable to perform for any reason, the general meeting shall be convened and hosted by the vice chairman (in case of two or more vice chairmen in the Company, the vice chairman elected by more than half of Directors shall host the meeting). Where the vice chairman is unable to or refuses to perform his or her duties, more than half of Directors shall jointly elect one Director to host Where the Chairman and vice chairman are unable to perform, the Board may appoint a Director to convene and preside over the meeting. Where the Board fails to appoint the Director, the Shareholders attending shall jointly elect one Director to be the chairman of the meeting. If for any reason, the Shareholders fail to elect the Chairman, the Shareholder (including the proxy attending holding the most voting rights shall be the chairman of the meeting. Where the supervisory committee convenes the general meeting, such general meeting shall be presided over by the chairman of the supervisory committee. Where the Chairman is unable to or refuses to perform his or her duties to convene a general meeting, the general meeting shall be convened and presided over by the vice chairman. Where the vice chairman is unable to or refuses to perform his or her duties to convene a general meeting, more of half of supervisors shall jointly elect one representative to preside over. Where the general meeting is convened by the Shareholders, the conveners shall recommend the representative to preside over the meeting.</p>

No.	Original version	Revised version
	Where the chairman of the meeting violates the rules of procedure and results in the general meeting cannot continue, the general meeting may, with the approval of more than half of the Shareholders attending the general meeting, elect one person to preside over and continue the meeting.	Where the chairman of the meeting violates the rules of procedure and results in the general meeting cannot continue, the general meeting may, with the approval of more than half of the Shareholders attending the general meeting, elect one person to preside over and continue the meeting.
53.	Article 112 Unless it is related to the Company's trade secrets that could not be disclosed in the general meeting, the Board and supervisory committee shall reply or explain on the Shareholders' inquiry or recommendation.	Article 102 Unless it is related to the Company's trade secrets that could not be disclosed in the general meeting, <u>the Directors, supervisors, senior management members</u> Board and supervisory committee shall <u>respond to</u> reply or explain on the Shareholders' inquiry or recommendation.

No.	Original version	Revised version
54.	<p>Article 113 The general meeting shall keep the minutes. The meeting minutes shall record the following contents:</p> <p>(1) Number of shares with voting rights while attending the general meeting and proportion in the Company’s total shares;</p> <p>(2) Meeting time and place;</p> <p>(3) Name of the meeting host and agenda;</p> <p>(4) Main points of each speaker of each reviewed matter;</p> <p>(5) Resolution result of each motion;</p> <p>(6) Shareholders’ questioning opinions, suggestions and reply or elaboration of Board and supervisory committee;</p> <p>(7) Other content to be recorded in the meeting minutes deemed as necessary by the general meeting and stipulated in the Articles of Association.</p>	<p>Article 103 The general meeting shall keep the minutes. <u>The secretary to the Board shall therefore be responsible.</u></p> <p>The meeting minutes shall record the following contents:</p> <p>(1) Number of <u>Shareholders and proxies attending the general meeting, total number of</u> shares with voting rights <u>of domestic Shareholders (including proxies) and holders of listed foreign invested shares (including proxies)</u> while attending the general meeting and proportion in the Company’s total shares;</p> <p>(2) Meeting time and place, <u>agenda, and the name of the convener;</u></p> <p>(3) Names of the meeting host and <u>Directors, supervisors, president and other senior management members in attendance or present in a non-voting capacity agenda;</u></p> <p>(4) <u>the deliberations and</u> main points <u>on each proposal of each speaker of each reviewed matter;</u></p> <p>(5) Resolution result of each motion <u>(Voting of domestic Shareholders and holders of listed foreign invested shares on each of the resolutions);</u></p> <p>(6) Shareholders’ questioning opinions, suggestions and <u>corresponding</u> reply or elaboration <u>of Board and supervisory committee;</u></p> <p><u>(7) the names of the lawyer(s), vote counters and counting supervisors;</u></p> <p><u>(8)</u> Other content to be recorded in the meeting minutes deemed as necessary by the general meeting and stipulated in the Articles of Association.</p>

No.	Original version	Revised version
55.	<p>Article 114 The chairman of the meeting is responsible to decide whether the resolutions in the general meeting are passed. The chairman’s decision is the ultimate decision and should be announced during the meeting and put on record.</p>	<p><u>Article 104</u> The chairman of the meeting is responsible to decide whether the resolutions in the general meeting are passed. The chairman’s decision is the ultimate decision and should be announced during the meeting and put on record.</p> <p><u>The closing time of general meeting held on-site shall not be earlier than that of online or other access to the meeting. The meeting host shall announce the outcome and results of the vote on each proposal, and whether or not such proposal has been passed according to such voting results.</u></p> <p><u>Prior to the formal announcement of voting results, the relevant parties from the Company, the persons responsible for counting votes and scrutinizing the conduct of the relevant poll, the major Shareholders, the person in charge of the relevant internet service provider involved in relation to voting at the general meeting held on-site, online or by other means, shall be obliged to keep the status of voting confidential.</u></p> <p><u>A shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: for, against or abstention. Save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of Shares under the Mainland-Hong Kong stock connect that declares the votes based on the intention of the de facto holders of relevant shares.</u></p> <p><u>Blank, wrong, illegible or uncast votes shall be deemed as the voters’ waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as “abstentions”.</u></p>

No.	Original version	Revised version
56.	<p>Article 115 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any Shareholder present in person or by proxy objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, the chairman of the meeting shall have the votes counted immediately.</p>	<p>Article 105 In the event that the chairman of the meeting host has any doubt as to the result of a resolution put forward to the vote, he may organize vote counting have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any Shareholder present in person or by proxy objects to the result announced by the meeting host chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, the meeting host chairman of the meeting shall have organized vote counting the votes counted immediately.</p>
57.	<p>Article 116 While (i) taking a vote on the related party transactions in the general meeting, the Shareholders involved in the related party transactions and (ii) Shareholders who are required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to abstain from voting on any particular resolution shall abstain from voting and the voting rights held by the aforesaid Shareholders shall not be included in the total number of voting shares attending the meeting.</p> <p>That, where any Shareholder is, under these Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p>Article 106 While (i) taking a vote on the related party transactions in the general meeting, the Shareholders involved in the related party transactions and (ii) Shareholders who are required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to abstain from voting on any particular resolution shall abstain from voting and the voting rights held by the aforesaid Shareholders shall not be included in the total number of voting shares attending the meeting. <u>The announcement of the resolutions of the general meeting shall fully disclose the voting of unrelated Shareholders.</u></p> <p>That, where any Shareholder is, under these Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.</p>

No.	Original version	Revised version
58.	<p>Article 117 Before voting on the motion, the general meeting shall recommend two Shareholder representatives to participate in counting and scrutinizing balloting. Where the Shareholders have the interest in the motions to be resolved, the relevant Shareholders and representatives shall not participate in counting and scrutinizing balloting.</p> <p>While taking a vote on the connected transactions in the general meeting, the lawyers, Shareholder representatives and supervisor representatives shall be jointly responsible for counting and scrutinizing balloting and announcing the result on site. The voting result shall be recorded in the meeting minutes.</p> <p>The Shareholders or its proxies voting via the internet shall have right to check its voting result through relevant voting system.</p>	<p>Article 107 Before voting on the motion, the general meeting shall recommend two Shareholder representatives to participate in counting and scrutinizing balloting. Where the Shareholders have the interest in <u>are related to</u> the motions to be resolved, the relevant Shareholders and representatives shall not participate in counting and scrutinizing balloting.</p> <p>While taking a vote on the connected transactions in the general meeting, the lawyers, Shareholder representatives and supervisor representatives shall be jointly responsible for counting and scrutinizing balloting and announcing the result on-site. The voting result shall be recorded in the meeting minutes.</p> <p>The Shareholders or its proxies voting via the internet shall have right to check its voting result through relevant voting system.</p> <p><u>The convener shall ensure that the general meeting continues until a final resolution is reached. Where the general meeting is interrupted or fails to reach a resolution due to force majeure or any other exceptional reason, the convener shall take necessary actions to restore the meeting as soon as practicable, or terminate the meeting immediately with a timely publication, in which circumstance, the convener shall report it to the local agency of China Securities Regulatory Commission where the Company is located and the stock exchange.</u></p>

No.	Original version	Revised version
59.	<p>Article 118 In case of votes to be counted at the general meeting, the result shall be recorded in the meeting minutes.</p> <p>The secretary shall take notes in the general meeting. Any meeting minutes signed by the Directors attending the meeting shall be deemed valid. The resolutions adopted in the general meeting shall be made into meeting note. Both the meeting minutes and meeting note shall be written in Chinese. The meeting minute and the signature book of the Shareholders attending and the power of attorney of the representatives shall be kept in the domicile of the Company for ten (10) years.</p>	<p>Article 108 In case of votes to be counted at the general meeting, the result shall be recorded in the meeting minutes.</p> <p>The secretary shall take notes in the general meeting. Any meeting minutes signed by the Directors attending the meeting shall be deemed valid. The resolutions adopted in the general meeting shall be made into meeting note. Both the meeting minutes and meeting note shall be written in Chinese. The meeting minute and the signature book of the Shareholders attending <u>in person</u> and the <u>power of attorney proxy forms for proxies of the representatives together with valid information on votes cast online or by other means</u> shall be kept <u>in the domicile of the Company</u> for ten (10) years.</p> <p><u>The convener shall ensure that the minutes of a meeting are true, accurate and complete. The minutes shall be signed by attending Directors, supervisors, the secretary to the Board, the convener or his or her representative, and the meeting host.</u></p>
60.	Added	<p>Article 109 <u>The resolution of the general meeting shall be promptly announced. The announcement shall state the number of attending shareholders and proxies, their number of voting shares and their percentages to the total number of the voting shares in the Company, the voting method or methods, the voting result for each proposal, and the details of each resolution passed in the meeting.</u></p>

No.	Original version	Revised version
61.	Added	<u>Article 110</u> <u>Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.</u>
62.	Added	<u>Article 111</u> <u>Where a resolution on the election of Directors or supervisors is passed at the general meeting, the term of office of the newly-elected Director or supervisor shall commence immediately after the relevant resolution is passed at the general meeting.</u>
63.	Added	<u>Article 112</u> <u>Where a proposed resolution in relation to the payment of cash dividends, the issue of bonus shares or the capitalization of capital reserves has been passed at a general meeting, the Company shall implement the specific plans within two months after the conclusion of the general meeting.</u>
64.	Article 122 Any variation or abrogation of the rights of any class of Shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and approval by the affected Shareholders of that class at a separate meeting held in accordance with Articles 124 to 128.	<u>Article 116</u> Any variation or abrogation of the rights of any class of Shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and approval by the affected Shareholders of that class at a separate <u>meeting</u> held in accordance with Articles 124 <u>Articles 118 to 121</u> .
65.	Article 125 A resolution of the class meeting shall be passed in accordance with Article 124 by Shareholders present in the meeting representing more than two-thirds of voting rights.	<u>Article 119</u> A resolution of the class meeting shall be passed in accordance with Article 124 <u>Article 118</u> by Shareholders present in the <u>meeting</u> representing more than two-thirds of voting rights.

No.	Original version	Revised version
66.	<p>Article 126 Notice of a class meeting convened by the Company shall be dispatched, by reference to Article 71 of this Articles of Association in respect of the requirements of the notice period for convening a general meeting, to all Shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting.</p>	<p>Article 120 Notice of a class meeting convened by the Company shall be dispatched, by reference to Article 71Article 63 of this Articles of Association in respect of the requirements of the notice period for convening a general meeting, to all Shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting.</p>
67.	<p>Article 127 Notices of the class meeting only need to be served on Shareholders entitled to vote thereat.</p> <p>The procedures for holding the class meeting shall be similar to those for holding the general meeting as far as possible, and the provisions in the Articles of Association of the Company relating to the procedures for a general meeting shall apply to the class meeting.</p>	<p>Article 121 Notices of the class meeting only need to be served on Shareholders entitled to vote thereat.</p> <p>The procedures for holding the class meeting shall be similar to those for holding the general meeting as far as possible, and the provisions in the Articles of Association of the Company relating to the procedures for a general meeting shall apply to the class meeting.</p>

No.	Original version	Revised version
68.	<p>Article 128 Save for Shareholders of shares of other classes, the holders of domestic shares and holders of overseas-listed foreign-invested shares are deemed to be different classes of Shareholders.</p> <p>The special procedures for voting by class Shareholders shall not apply in the following circumstances:</p> <p>Where the Company issues, upon approval by a special resolution at a general meeting, domestic shares and overseas-listed foreign-invested shares are to be issued once every twelve (12) months, either separately or concurrently, and the respective numbers of domestic shares and overseas-listed foreign-invested shares proposed to be issued do not exceed 20% of the respective numbers of the total issued domestic shares and overseas-listed foreign-invested shares; or the Company's plan to issue domestic shares and overseas-listed foreign-invested shares at the time of incorporation is carried out within fifteen (15) months from the date of approval by the China Securities Regulatory Commission.</p>	Deleted

No.	Original version	Revised version
69.	<p>Article 131 The Board shall report to the general meeting and exercises the following powers:</p> <p>(1) to convene general meetings and report its work to the general meeting;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's plans on annual financial budgets and final accounts;</p> <p>(5) to formulate the Company's profit distribution plans and loss recovery plans;</p> <p>(6) to formulate the proposal for increase or decrease of the registered capital of the Company and issue of debentures of the Company;</p> <p>(7) to formulate proposals for merger, division and dissolution of the Company;</p>	<p>Article 124 The Board shall report to the general meeting and exercises the following powers:</p> <p>(1) to convene general meetings and report its work to the general meeting;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's plans on annual financial budgets and final accounts;</p> <p>(5) to formulate the Company's profit distribution plans and loss recovery plans;</p> <p>(6) to formulate the proposal for increase or decrease of the registered capital of the Company and issue of debentures <u>or other securities and listing</u> of the Company;</p> <p>(7) to formulate proposals for <u>material acquisitions, acquisition of shares of the Company or merger, division and dissolution and change of company type</u> of the Company;</p>

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	<p>(8) to determine the establishment of the Company's internal management structure;</p> <p>(9) to appoint or dismiss general managers and, based on the nomination by the general manager, to appoint or dismiss deputy general manager and chief financial controller of the Company and to determine their remunerations;</p>	<p>(8) to determine the establishment of the Company's internal management structure;</p> <p>(9) <u>to determine, within the scope of authority as conferred by the general meeting, on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, trust management, related party transactions and external donations of the Company;</u></p> <p>(10) <u>to appoint or dismiss general managers decide on matters concerning the appointment or dismissal of the president, secretary to the Board or other senior management members and to determine their remunerations, reward and reprimand matters;</u> and, based on the nomination by the <u>president general manager</u>, to <u>decide on matters concerning the appointment or dismissal of appoint or dismiss vice president deputy general manager and, the chief financial controller and other senior management members</u> of the Company and to determine their remunerations, <u>reward and reprimand matters;</u></p>

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	<p>(10) to formulate the basic management system of the Company;</p> <p>(11) to formulate proposals for amendment to the Articles of Association of the Company;</p> <p>(12) Other terms of reference conferred by the Articles of Association of the Company and by the Board.</p> <p>Except for the Board resolutions in respect of the matters specified in items (6), (7) and (11) of this Article which shall be passed by more than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by a majority of the Directors.</p>	<p><u>(11)</u> to formulate the basic management system of the Company;</p> <p><u>(12)</u> to formulate proposals for amendment to the Articles of Association of the Company;</p> <p><u>(13) to manage the disclosure of information of the Company;</u></p> <p><u>(14) to propose to the general meeting the appointment or replacement of the accounting firms which conduct auditing for the Company;</u></p> <p><u>(15) to listen to the work report of the president of the Company and to inspect the tasks managed by the president;</u></p> <p><u>(16)</u> other terms of reference conferred by <u>laws, administrative regulations, departmental rules</u> or the Articles of Association of the Company and by the Board.</p> <p>Except for the Board resolutions in respect of the matters specified in items (6), (7) and <u>(12)</u> (11) of this Article which shall be passed by more than two-thirds of the Directors, the Board resolutions in respect of all other matters <u>shall</u> be passed by a majority of the Directors.</p> <p><u>The Board of the Company shall explain to the general meeting regarding the non-standard opinion in the auditor’s report issued by the certified public accountants in respect of the financial reports of the Company.</u></p>

No.	Original version	Revised version
70.	<p data-bbox="288 237 440 271">Article 132</p> <p data-bbox="288 322 847 864">(1) In cases where the expected value of fixed assets proposed for disposal by the Board, when aggregated with value of fixed assets disposed within four (4) month before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest audited balance sheet considered by the general meetings, the Board shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting.</p> <p data-bbox="363 916 847 1122">The validity of transaction of the disposal of the fixed assets by the Company shall not be affected if the clause (1) of this Articles is not complied with.</p> <p data-bbox="363 1173 847 1417">The term “fixed assets disposal” referred to in this Article represents (among other things) transferring certain rights in assets, but exclude the provision of guarantees by fixed assets.</p> <p data-bbox="288 1469 847 1760">(2) The Board shall strictly control the risks of listed companies in providing guarantee to external party. Any guarantee for external party provided by the Company shall be subject to consideration of the Board or the general meeting.</p> <p data-bbox="363 1812 847 2078">The guarantee within the authority of the Board requires not only the approval of the majority of all the Directors, but also the approval of more than two-thirds of the Directors attending the Board meeting.</p>	<p data-bbox="874 237 1026 271"><u>Article 125</u></p> <p data-bbox="874 322 1433 864">(1) In cases where the expected value of fixed assets proposed for disposal by the Board, when aggregated with value of fixed assets disposed within four (4) months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest audited balance sheet considered by the general meetings, the Board shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting.</p> <p data-bbox="949 916 1433 1122">The validity of transaction of the disposal of the fixed assets by the Company shall not be affected if the clause (1) of this Articles is not complied with.</p> <p data-bbox="949 1173 1433 1417">The term “fixed assets disposal” referred to in this Article represents (among other things) transferring certain rights in assets, but exclude the provision of guarantees by fixed assets.</p> <p data-bbox="874 1469 1433 1760">(2) The Board shall strictly control the risks of listed companies in providing guarantee to external party. Any guarantee for external party provided by the Company shall be subject to consideration of the Board or the general meeting.</p> <p data-bbox="949 1812 1433 2078">The guarantee within the authority of the Board requires not only the approval of the majority of all the Directors, but also the approval of more than two-thirds of the Directors attending the Board meeting.</p>

No.	Original version	Revised version
	<p>Any provision of guarantee by the Company to its related person, regardless of its amount, is subject to consideration of the general meeting after being considered and passed by the Board.</p> <p>The Company shall, strictly abide by the relevant provisions in the Listing Rules and the Articles of Association, conscientiously perform information disclosure obligations in relation to the details of guarantee provided to external parties and faithfully provide all the details of all external guarantees provided by the Company to a certified public accountant according to regulations.</p> <p>All Directors of the Company shall cautiously treat and strictly control the debt risks arisen from the provision of guarantee to any other party and shall bear several and joint liabilities in accordance with the law for the losses caused by irregular or inappropriate provision of guarantee to any other party.</p>	<p>Any provision of guarantee by the Company to its related person, regardless of its amount, is subject to consideration of the general meeting after being considered and passed by the Board.</p> <p>The Company shall, strictly abide by the relevant provisions in the Listing Rules and the Articles of Association, conscientiously perform information disclosure obligations in relation to the details of guarantee provided to external parties and faithfully provide all the details of all external guarantees provided by the Company to a certified public accountant according to regulations.</p> <p>All Directors of the Company shall cautiously treat and strictly control the debt risks arisen from the provision of guarantee to any other party and shall bear several and joint liabilities in accordance with the law for the losses caused by irregular or inappropriate provision of guarantee to any other party.</p> <p><u>Without lawful authority conferred under the Articles of Association or by the Board, any Director may not act in his/her own name on behalf of the Company or the Board. In the event that any third party will reasonably believe that a Director is acting on behalf of the Company or the Board when such Director indeed acts in his/her own name, such Director shall declare his/her position and identity in advance.</u></p>

No.	Original version	Revised version
71.	<p>Article 133 The chairman shall have the following powers and duties:</p> <p>(1) to preside over the shareholders' general meeting and to convene and preside over the meeting of the Board;</p> <p>(2) to examine the implementation of the resolutions of the Board and supervise the daily operation of the management;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) other powers conferred by the Board.</p> <p>Should the chairman fail to perform his/her duties, he/she may designate vice chairman to perform the duties.</p>	<p>Article 126 The chairman shall have the following powers and duties:</p> <p>(1) to preside over the shareholders' general meeting and to convene and preside over the meeting of the Board;</p> <p>(2) to supervise and examine the execution implementation of the resolutions of the Board and supervise the daily operation of the president and the management;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) other powers conferred by the Board.</p> <p><u>The vice chairman shall assist the Chairman in performing his/her duties.</u> Should the Chairman fail to or refuse to perform his/her duties, he/she may designate vice chairman to perform the duties on his/her behalf. Should the vice chairman fail to or refuse to perform his/her duties, a Director shall be elected by more than half of the Directors to perform such duties.</p>

No.	Original version	Revised version
72.	<p>Article 134 At least four (4) regular meetings of the Board shall be held every year, which shall be convened by the Chairman. Notice of the meeting shall be served on all of the Directors ten (10) days before the date of the meeting.</p> <p>The chairman shall convene an extraordinary Board meeting within three (3) working days upon the occurrence of any of the following circumstances:</p> <ol style="list-style-type: none"> (1) Whenever necessary as deemed by the chairman; (2) Whenever more than one third of the Directors jointly propose; (3) Whenever the Supervisory committee proposes; (4) Whenever the general manager proposes; <p>The Board meeting, in principle, shall be held in the place where the Company is; however, with the resolution of the Board, the Board meeting may be held in other places in the territory of PRC. The Board meeting shall be convened in Chinese and if necessary, the translators are allowed to present for providing the simultaneous interpretation.</p>	<p>Article 127 At least four (4) regular meetings of the Board shall be held every year, which shall be convened by the Chairman. Notice of the meeting shall be served on all of the Directors and supervisors ten (10) days before the date of the meeting.</p> <p>The Chairman shall convene and host an extraordinary Board meeting within three (3) working days upon the occurrence of any of the following circumstances:</p> <ol style="list-style-type: none"> (1) Whenever necessary as deemed by the Chairman; (2) Whenever more than one third of the Directors jointly propose; (3) Whenever the <u>supervisory</u> committee proposes; (4) Whenever the president manager proposes; (5) <u>Whenever the Shareholders holding more than 10% of the voting rights propose;</u> <p>The Board meeting, in principle, shall be held in the place where the Company is; however, with the resolution of the Board, the Board meeting may be held in other places in the territory of PRC. The Board meeting shall be convened in Chinese and if necessary, the translators are allowed to present for providing the simultaneous interpretation.</p>

No.	Original version	Revised version
73.	<p data-bbox="288 237 440 271">Article 136</p> <p data-bbox="288 831 842 1032">Where the Directors attend the meeting and have not object against not receiving the notice of meeting before or during the meeting, the notice shall be deemed as being delivered.</p> <p data-bbox="288 1088 842 1458">The regular or interim Board meeting may be held in the form of conference call or similar communication equipment. So long as the Directors attending could hear clearly the speeches of the other Directors and communicate with the other Directors, all the Directors attending shall be deemed as attending the meeting in person.</p>	<p data-bbox="874 237 1431 315"><u>Article 129 The notice of a Board meeting shall specify:</u></p> <p data-bbox="874 360 1431 394"><u>(1) the date and venue of the meeting;</u></p> <p data-bbox="874 450 1347 483"><u>(2) the duration of the meeting;</u></p> <p data-bbox="874 539 1431 651"><u>(3) the reasons for holding the meeting and the matters to be discussed;</u></p> <p data-bbox="874 707 1431 775"><u>(4) the date on which the notice is sent.</u></p> <p data-bbox="874 831 1431 1032">Where the Directors attend the meeting and have not object against not receiving the notice of meeting before or during the meeting, the notice shall be deemed as being delivered.</p> <p data-bbox="874 1088 1431 1458">The regular or interim Board meeting may be held in the form of conference call or similar communication equipment. So long as the Directors attending could hear clearly the speeches of the other Directors and communicate with the other Directors, all the Directors attending shall be deemed as attending the meeting in person.</p>

No.	Original version	Revised version
74.	<p>Article 137 The Board meeting shall be convened only with more than half of the Directors attending (including the Director representatives authorized according to Article 138 hereof). The resolutions made in the Board meeting shall be passed by more than half of the Directors. When there is equality of votes, the chairman shall have the right to cast an extra vote.</p>	<p>Article 130 The Board meeting shall be convened only with more than half of the Directors attending (including the Director representatives authorized according to Article 131Article 138 hereof). The resolutions made in the Board meeting shall be passed by more than half of the Directors. When there is equality of votes, the chairman shall have the right to cast an extra vote.</p> <p><u>Any Director who has related party relationship with any enterprise concerned in any matter for resolution in a Board meeting, shall neither vote on the said matter nor act as a proxy for other Directors to exercise their voting rights. Such Board meetings shall be convened by a majority of the Directors present thereat who are non-related, and the resolution of the Board meeting shall be passed by more than half of the non-related Directors. If the number of the non-related Directors attending the meeting of the Board is less than three (3), such matter for resolution shall be submitted to the general meeting for consideration.</u></p>
75.	<p>Article 139 In case the Board has sent the proposal to all the Directors and the number of Directors having signed to approve has reached the quorum as required in Article 131, the resolution shall be passed and it is not necessary to convene a Board meeting.</p>	<p>Article 132 In case the Board has sent the proposal to all the Directors and the number of Directors having signed to approve has reached the quorum as required in Article 124Article 131, the resolution shall be passed and it is not necessary to convene a Board meeting.</p>

No.	Original version	Revised version
76.	Article 142 The Board may, in accordance with the actual circumstances of the Company, set up special committee.	<p><u>Article 135</u> The Board may, in accordance with the actual circumstances of the Company, set up special committee. <u>The Board shall set up five (5) special committees, namely the audit committee, the strategic committee, the nomination committee, the remuneration and review committee and the compliance committee. These special committees shall be accountable to the Board and perform their duties in accordance with the Articles of Association and the authorization of the Board, and proposals shall be submitted to the Board for consideration. All members of these special committees shall be Directors. Independent Directors shall be the majority in the audit committee, the nomination committee, and the remuneration and review committee, and shall act as the conveners. The convener of the audit committee shall be an accounting professional. The Board is responsible for formulating the rules of these special committees to regulate their operation.</u></p>

No.	Original version	Revised version
77.	<p>Article 144 The Company shall set up independent non-executive Director system.</p> <p>The independent non-executive Directors refer to the Directors who hold no other post other than the Director in the Company and have no relationship with the listed company and its major Shareholders that would possibly prevent them from making independent and objective judgment.</p>	<p>Article 137 The Company shall set up independent non-executive Director system. The independent non-executive Directors refer to:</p> <p>(1) the Directors who hold no other post other than the Director in the Company and have no relationship direct or indirect interest in with the listed company Company and its major Shareholders, de facto controllers, or in other ways that would possibly prevent them from making affect their independent and objective judgment; ;</p> <p>(2) <u>the Directors who comply with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all relevant laws, rules, regulations and standards applicable in Hong Kong.</u></p>

No.	Original version	Revised version
78.	<p>Article 145 There shall be over one third of independent Directors in total number of Directors and at least one independent Director shall be an accounting professional. The independent non-executive Directors shall perform the duties with good faith and protect the rights and interests of the Company, in particularly protect the legal rights and interests of the public Shareholders from damage.</p> <p>The independent non-executive Directors shall perform the duties independently, without any influence of the Company’s major Shareholders, actual controllers or the entities or individuals who has the interest with the Company and its major Shareholders and actual controllers.</p>	<p>Article 138 There shall be over one third of independent Directors in total number of Directors and at least one independent Director shall be an accounting professional. The independent non-executive Directors shall perform the duties with good faith and protect the rights and interests of the Company, in particularly protect the legal rights and interests of the public Shareholders from damage.</p> <p>The independent non-executive Directors shall perform the duties independently, without any influence of <u>entities or individuals like the Company and the Company’s major Shareholders, de facto actual controllers or the other entities or individuals who has the interest with the Company and its major Shareholders and actual controllers.</u></p>
79.	<p>Article 146 The Company’s Board, supervisory committee and Shareholders jointly or individually holding more than 1% of the issued shares could nominate the independent non-executive Director candidates who shall be elected in the general meeting.</p>	<p>Article 139 The Company’s Board, supervisory committee and Shareholders jointly or individually holding more than 1% of the issued shares could nominate the independent non-executive Director candidates who shall be elected in the general meeting.</p> <p><u>Investor protection institutions established according to laws may publicly request Shareholders to entrust them to exercise the rights to nominate independent non-executive Directors on their behalf.</u></p> <p><u>Nominators specified in the first paragraph shall not nominate any person who has an interest with him/her or any other closely related person who may affect the independent performance of his/her duties as the independent non-executive Director candidate.</u></p>

No.	Original version	Revised version
80.	<p>Article 147 The independent non-executive Directors serve the same term as other Directors. At the expiration of their terms, Directors may be re-elected or re-appointed, for not more than six consecutive years. The independent non-executive Directors, before the expiration of their terms, shall not be removed without good cause. In case of pre-mature removal of the independent non-executive Directors, the Company shall disclose such matter as the special disclosure item.</p>	<p>Article 140 The independent non-executive Directors serve the same term as other Directors. At the expiration of their terms, Directors may be re-elected or re-appointed, for not more than six consecutive years. The independent non-executive Directors, before the expiration of their terms, <u>may be removed by the Company from their office in accordance with statutory procedures</u> shall not be removed without good cause. In case of pre-mature removal of the independent non-executive Directors, the Company shall <u>promptly</u> disclose <u>the specific reasons and basis such matter as the special disclosure item</u>. <u>In case the independent non-executive Directors disagree, the Company shall disclose in a timely manner.</u></p>

No.	Original version	Revised version
81.	<p>Article 148 The independent non-executive Directors shall have the duties of good faith and due diligence toward the Company and all the Shareholders.</p> <p>Where the independent non-executive Directors fail to attend the Board meeting in person for three (3) consecutive times, the Board may propose at the general meeting to remove him.</p>	<p>Article 141 The independent non-executive Directors shall have the duties of good faith and due diligence toward the Company and all the Shareholders.</p> <p><u>The independent non-executive Directors shall attend the Board meeting in person. If any Director cannot attend the meeting in person for any reason, he/she shall review the meeting documents, form clear opinions, and authorize in writing another independent non-executive Director to attend the meeting on his/her behalf in advance.</u></p> <p>Where the independent non-executive Directors fail to attend the Board meeting in person for two (2) three (3) consecutive times, <u>nor do they entrust other independent non-executive Directors to attend on their behalf</u>, the Board <u>shall</u> may propose <u>to convene a</u> at the general meeting to remove <u>him</u> such independent non-executive Directors from their positions within thirty (30) days from the date of occurrence of such fact.</p>

No.	Original version	Revised version
82.	<p>Article 149 The independent non-executive Directors shall attend the Board meeting as scheduled, understand the Company’s production and operation, and actively investigate and obtain the conditions and information necessary for decision-making. The independent non-executive Directors shall submit the annual report to the Company’s annual general meeting to state the performance of their duties.</p>	<p>Article 142 The independent non-executive Directors shall attend the Board meeting as scheduled, understand the Company’s production and operation, and actively investigate and obtain the conditions and information necessary for decision-making. The independent non-executive Directors shall submit the annual work report to the Company’s annual general meeting to state the performance of their duties.</p> <p><u>The annual work report shall include the following contents:</u></p> <p>(1) <u>the number of Board meetings attended, the method of attendance and voting, and the number of general meetings attended;</u></p> <p>(2) <u>participation in the work of special committees under the Board and special meetings of independent Directors;</u></p> <p>(3) <u>consideration of the matters set out in Articles 23, 26, 27 and 28 of the Measures for the Administration of Independent Directors of Listed Companies and the exercise of the special powers of independent non-executive Directors as set out in Article 18(1) of the Measures for the Administration of Independent Directors of Listed Companies;</u></p>

No.	Original version	Revised version
		<p data-bbox="874 235 1433 571"><u>(4) information on significant matters, methods, and results of communication with the internal audit department and the accounting firm responsible for auditing of the Company regarding the Company’s financial and business status;</u></p> <p data-bbox="874 616 1433 694"><u>(5) communication with minority Shareholders;</u></p> <p data-bbox="874 739 1433 817"><u>(6) the duration and content of on-site work at the Company;</u></p> <p data-bbox="874 862 1433 940"><u>(7) other circumstances in performing the duties.</u></p> <p data-bbox="874 996 1433 1198"><u>The annual work report of the independent Directors shall be disclosed no later than the publication of notice of the annual general meeting of the Company.</u></p>

No.	Original version	Revised version
83.	<p>Article 150 The Company shall set up independent Director working system and the secretary to the Board shall actively provide assistance to the independent non-executive Directors for performance of their duties. The Company shall ensure that the independent non-executive Directors have the same right of access to information as that of the other Directors, timely provide the relevant materials and information to the independent non-executive Directors, regularly report the Company's operation and organize on-site inspection for the independent non-executive Directors if necessary.</p>	<p>Article 143 The Company shall set up independent Director working system and the secretary to the Board shall actively provide assistance assistance to the independent non-executive Directors for performance of their duties. The Company shall ensure that the independent non-executive Directors have the same right of access to information as that of the other Directors, timely provide the relevant materials and information to the independent non-executive Directors, regularly report the Company's operation and organize on-site inspection for the independent non-executive Directors if necessary.</p> <p><u>Before the Board considers major and complicated matters, the Company may organize independent non-executive Directors to participate in research and demonstration, fully listen to the opinions of independent non-executive Directors, and provide feedback to the independent non-executive Directors on the implementation of the opinions in a timely manner.</u></p>

No.	Original version	Revised version
84.	<p>Article 151 The significant connected transactions, appointment or removal of the accounting firm shall be submitted to the Board for discussion after the approval of more than half of the independent non-executive Directors. The independent non-executive Directors proposing to convene the extraordinary general meeting to the Board, proposing to convene the Board meeting and soliciting the voting rights before convening the general meeting shall be approved by more than half of the independent non-executive Directors. With the approval of all the independent non-executive Directors, the independent nonexecutive Directors may independently appoint an external auditing institutions and consultancy firms to audit and provide consultancy on the specific matters of the Company. The relevant expenses shall be borne by the Company.</p>	<p>Article 144 The significant connected transactions, appointment or removal of the accounting firm following matters shall be submitted to the Board for discussion consideration after the approval of more than half of the independent non-executive Directors:-</p> <p><u>(1) related party transactions that should be disclosed;</u></p> <p><u>(2) the proposal for change or waiver of commitments by the Company and related parties;</u></p> <p><u>(3) decisions made and measures taken by the Board of the acquired company in response to the acquisition;</u></p> <p><u>(4) other matters stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission and the Articles of Association.</u></p> <p><u>Independent non-executive Directors have the right to publicly collect shareholders’ rights from the Shareholders in accordance with laws.</u></p> <p>The independent non-executive Directors proposing to convene the extraordinary general meeting to the Board; and proposing to convene the Board meeting and soliciting the voting rights before convening the general meeting shall be approved by more than half of the independent non-executive Directors.</p>

No.	Original version	Revised version
		<p>With the approval of more than half of all the independent non-executive Directors, the independent non-executive Directors may independently appoint an <u>intermediary external auditing institutions and consultancy firms</u> to audit and provide consultancy or verification on the specific matters of the Company. The relevant expenses shall be borne by the Company. <u>Where an independent non-executive Director exercises the above powers, the Company shall disclose it in a timely manner. If the above powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</u></p>
85.	<p>Article 152 The independent non-executive Directors, besides the rights mentioned in the preceding paragraph, may issue the independent opinions on the following matters to the Board or general meeting:</p> <p>.....</p> <p>(5) matters that may damage the rights and interests of the minority Shareholders from the view of the independent non-executive Directors;</p> <p>.....</p>	<p>Article 145 The independent non-executive Directors, besides the rights mentioned in the preceding paragraph, may issue the independent opinions on the following matters to the Board or general meeting:</p> <p>.....</p> <p>(5) matters that may damage the rights and interests of <u>the Company or</u> the minority Shareholders from the view of the independent non-executive Directors;</p> <p>.....</p>

No.	Original version	Revised version
86.	<p>Article 153 The Directors may resign before the expiration of their terms. The independent non-executive Directors shall submit the written resignation letter to the Board and state any matters which is relevant to its resignation or the matters that he considers that it would be necessary to draw the attention of the Shareholders and creditors of the Company.</p> <p>Where the resignation of the independent non-executive Directors results in the number of independent Directors or Directors fall below the quorum or the minimum as stipulated in the Articles of Association, the independent non-executive Directors shall continue to perform duties in accordance with the laws, administrative regulations and the Articles of Association before the next independent non-executive director takes his office. The Board shall convene the general meeting within two months to elect the independent non-executive Directors. In case the general meeting has not been convened within the prescribed time limit, the independent non-executive Directors may not perform its duties any more.</p>	<p>Article 146 The Directors may resign before the expiration of their terms. The independent non-executive Directors shall submit the written resignation letter to the Board and state any matters which is relevant to its resignation or the matters that he considers that it would be necessary to draw the attention of the Shareholders and creditors of the Company.</p> <p><u>The Company shall disclose the reasons and matters concerning the resignation of independent non-executive Directors.</u></p> <p>Where the resignation of the independent non-executive Directors results in the <u>proportion</u> number of independent Directors, or <u>Directors of the Board or independent non-executive Directors of special committees</u> fall below the quorum or the minimum as stipulated in the <u>statute and the</u> Articles of Association, <u>or there is a lack of accounting professionals among the independent non-executive Directors,</u> the independent non-executive Directors shall continue to perform duties in accordance with the laws, administrative regulations and the Articles of Association before the next independent non-executive Director takes his/<u>her</u> office. <u>The Company shall complete the by-election within 60 days from the date of resignation of the independent Director. The Board shall convene the general meeting within two months to elect the independent non-executive Directors. In case the general meeting has not been convened within the prescribed time limit, the independent non-executive Directors may not perform its duties any more.</u></p>

No.	Original version	Revised version
87.	Article 154 The Company shall have secretary to the Board of the Company, who is a senior management member of the Company.	<p><u>Article 147</u> The Company shall have the secretary to the Board of the Company, who is a senior management member of the Company., who is <u>responsible for preparing general meetings and Board meetings of the Company, keeping documents, managing the Shareholders' information of the Company, handling of information disclosure and other matters.</u></p> <p><u>The secretary to the Board shall abide by laws, administrative regulations, departmental rules and the relevant provisions of the Articles of Association.</u></p>
88.	CHAPTER 14 GENERAL MANAGER OF THE COMPANY	CHAPTER 14 <u>PRESIDENT GENERAL MANAGER</u> OF THE COMPANY
89.	Article 158 The Company shall have one (1) general manager, who shall be appointed and dismissed by the Board. Upon authorization by the Board, the general manager shall have the full right to manage the business of the Company and deal with the internal and external matters of the Company.	<p><u>Article 151</u> The Company shall have one (1) <u>president general manager</u>, who shall be appointed and dismissed by the Board. <u>The president may be re-elected or re-appointed, with the term of office being three (3) years.</u></p> <p>Upon authorization by the Board, the <u>president general manager</u> shall have the full right to manage the business of the Company and deal with the internal and external matters of the Company.</p>

No.	Original version	Revised version
90	<p>Article 159 The general manager of the Company shall be accountable to the Board and exercise the following powers:</p> <p>(1) to be charge of the Company’s production, operation and management, organize resources to carry out the Board’s resolutions;</p> <p>.....</p> <p>(6) to propose the appointment or dismissal of the Company’s deputy manager(s) and chief financial officer;</p> <p>(7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board;</p> <p>.....</p>	<p>Article 152 The general manager of the Company shall be accountable to the Board and exercise the following powers:</p> <p>(1) to be charge of the Company’s production, operation and management, organize resources to carry out the Board’s resolutions <u>and report his/her work to the Board;</u></p> <p>.....</p> <p>(6) to propose the appointment or dismissal of the Company’s <u>vice president(s) deputy manager(s)</u> and chief financial officer <u>to the Board;</u></p> <p>(7) to <u>decide on the appointment or dismissal of the appoint or dismiss</u> management personnel other than those required to be appointed or dismissed by the Board;</p> <p>.....</p>

No.	Original version	Revised version
91.	<p>Article 160 The general manager may establish a management committee to assist the analysis of the business policy of the Company. The management committee shall be composed of person-in-charge of the department and representatives of employees and staff. The general manager shall be the chairman of the management committee.</p>	<p>Article 153 The general manager may establish a management committee to assist the analysis of the business policy of the Company. The management committee shall be composed of person-in-charge of the department and representatives of employees and staff. The general manager shall be the chairman of the management committee.</p> <p><u>The president shall formulate the working rules of the president, which shall be implemented after being approved by the Board. The working rules of the president include the following:</u></p> <p>(1) <u>conditions, procedures and participants of meetings of the president office;</u></p> <p>(2) <u>the specific responsibilities and division of labor of the president and other senior management members;</u></p> <p>(3) <u>authority on the utilization of capital and assets of the Company and execution of major contracts, and the reporting system to the Board and the supervisory committee;</u></p> <p>(4) <u>other matters deemed as necessary by the Board.</u></p>
92.	<p>Article 161 The general manager who is not a Director of the Company shall have the right to attend Board meetings and receive notices of meetings and other relevant documents. The general manager who is not a Director does not have any voting rights at Board meetings.</p>	<p>Article 154 The president general manager who is not a Director of the Company shall have the right to attend Board meetings and receive notices of meetings and other relevant documents. The president general manager who is not a Director does not have any voting rights at Board meetings.</p>

No.	Original version	Revised version
93.	Article 162 Where the general manager and deputy general manager performs his/her terms of reference, he/she shall not alter the resolutions of the general meetings or the Board or exceed his/her authorized power	Deleted
94.	Article 163 The general manager and the deputy general managers shall discharge their duties honestly and diligently in accordance with the laws, administrative regulations and the Articles of Association of the Company.	Article 155 The president general manager and the deputy general managers shall discharge their duties honestly and diligently in accordance with the laws, administrative regulations and the Articles of Association of the Company.
95.	Article 164 The general manager, deputy general managers shall give three (3) months prior written notice of resignation to the Board; departmental managers shall give two (2) months prior written notice of resignation to the Board; Other managers shall give one (1) month prior written notice of resignation to the Board.	Deleted
96.	Article 168 The Directors, general manager, deputy general manager and chief financial controller of the Company and other senior management shall not assume the position of supervisors.	Article 159 The Directors, president general manager, deputy general manager and chief financial controller of the Company and other senior management members shall not assume the position of supervisors.

No.	Original version	Revised version
97.	<p>Article 169 Meeting of the Supervisory Committee shall be held at least four (4) times each year, and convened by the chairman of the Supervisory Committee.</p>	<p>Article 160 Meeting of the Ssupervisory Ccommittee shall be held at least four (4) times each year and one (1) time every six (6) months, which shall be and convened by the chairman of the Ssupervisory Ccommittee.</p> <p><u>The notice of a meeting of the supervisory committee shall specify:</u></p> <p>(1) <u>the date, venue and duration of the meeting;</u></p> <p>(2) <u>the reasons for holding the meeting and the matters to be discussed;</u></p> <p>(3) <u>the date on which the notice is sent.</u></p>

No.	Original version	Revised version
98.	<p>Article 170 The Supervisory Committee shall be accountable to the general meeting and exercise the following powers in accordance with the laws:</p> <p>(1) to examine the Company’s financial affairs;</p> <p>(2) to supervise Directors, the managers and other senior management members when the acts of such persons, in performing their duties to the Company, are in breach of laws, administrative regulations and the Articles of Association;</p> <p>(3) to demand rectification from a Director, the managers and any other senior management members when the acts of such persons are harmful to the Company’s interest;</p>	<p>Article 161 The Ssupervisory Ccommittee shall be accountable to the general meeting and exercise the following powers in accordance with the laws:</p> <p><u>(1) to review the Company’s regular reports prepared by the Board and submit its written opinions thereon;</u></p> <p><u>(2)</u> to examine the Company’s financial affairs;</p> <p><u>(3)</u> to supervise Directors, the <u>president managers</u> and other senior management members when the acts of such persons, in performing their duties to the Company, <u>and to propose the removal of Directors or the senior management members who</u> are in breach of laws, administrative regulations or and the Articles of Association;</p> <p><u>(4)</u> to demand rectification from a Director, the <u>president managers</u> and any other senior management members when the acts of such persons are harmful to the Company’s interest;</p>

No.	Original version	Revised version
	<p>(4) to examine the financial information such as the financial report, business report and profit distribution plans to be submitted by the Board to the 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>(5) to propose the convening of an extraordinary general meeting;</p> <p>(6) to deal with or take legal actions against Directors on behalf of the Company;</p> <p>(7) to exercise other powers specified in the Articles of Association of the Company.</p> <p>Supervisors shall attend the Board meeting.</p>	<p><u>(5)</u> to examine the financial information such as the financial report, business report and profit distribution plans to be submitted by the Board to the 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; <u>to conduct an investigation and, if necessary, to engage professional organizations, such as accounting firms and law firms at the cost of the Company, to assist if irregularities in the operation of the Company is found;</u></p> <p><u>(6)</u> to propose the convening of an extraordinary general meeting, <u>and in the event that the Board fails to convene and host a general meeting in accordance with the Company Law, to convene and host such a meeting;</u></p> <p><u>(7)</u> <u>to propose motions to the general meetings;</u></p> <p><u>(8)</u> to deal with or take legal actions against Directors on behalf of the Company; <u>and to take legal actions against Directors and the senior management members in accordance with the requirements under Article 151 of the Company Law;</u></p> <p><u>(9)</u> to exercise other powers specified in the Articles of Association of the Company.</p> <p>Supervisors shall attend <u>sit in</u> the Board meeting.</p>

No.	Original version	Revised version
99.	Article 171 Resolutions of the Supervisory Committee shall be passed by not less than two-thirds of its members.	<u>Article 162 Each supervisor shall have one vote for each resolution at the meeting of the supervisory committee.</u> Resolutions of the S supervisory C committee shall be passed by not less than two-thirds of its members.
100.	Article 176 A supervisor shall carry out his duties honestly and faithfully in accordance with the laws, administrative regulations and the Articles of Association of the Company.	<u>Article 167 A supervisor shall ensure the information disclosed by the Company is true, accurate and complete and sign written confirmations with respect to the regular reports.</u> A supervisor shall carry out his/ <u>her</u> duties honestly and faithfully in accordance with the laws, administrative regulations and the Articles of Association of the Company.
101.	CHAPTER 16 QUALIFICATIONS AND DUTIES OF THE DIRECTORS, SUPERVISORS, MANAGERS AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY	CHAPTER 16 QUALIFICATIONS AND DUTIES OF THE DIRECTORS, SUPERVISORS, PRESIDENT MANAGERS AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY

No.	Original version	Revised version
102.	<p>Article 177 A person may not serve as a Director, supervisor, manager or any other senior management member of the Company if any of the following circumstances applies:</p> <p>.....</p> <p>(4) a person who is a former legal representative of a company or enterprise which had its business license revoked due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business license;</p> <p>.....</p>	<p>Article 168 A person may not serve as a Director, supervisor, manager or any other senior management member of the Company if any of the following circumstances applies:</p> <p>.....</p> <p>(4) a person who is a former legal representative of a company or enterprise which had its business license revoked <u>or had been ordered to close down</u> due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business license;</p> <p>.....</p> <p><u>(10) a person who is currently being prohibited from participating in the securities market by the China Securities Regulatory Commission and such barring period has not elapsed.</u></p>

No.	Original version	Revised version
103.	<p>Article 178 The Shareholders in general meeting shall have the power by ordinary resolution to remove any director (including a managing or other executive director, but without prejudice to any claim for damages under any contract) before the expiration of his term of office.</p> <p>If a Director fails to attend the meeting in person for two (2) consecutive times, and fails to authorize any other Directors to attend on his behalf, he shall be deemed as unable to perform its duties and the Board shall propose to the general meeting to remove him by ordinary resolutions. The independent non-executive Directors shall be subject to the regulations on the independent non-executive Directors hereof.</p> <p>The supervisors failure to attend the meeting personally twice shall be deemed as unable to perform its duties and the general meeting and staff representative meeting may remove him.</p>	<p>Article 169 The Shareholders in general meeting shall have the power by ordinary resolution to remove any d<u>D</u>irector (including a president managing or other executive d<u>D</u>irector, but without prejudice to any claim for damages under any contract) before the expiration of his/<u>her</u> term of office.</p> <p>If a Director fails to attend the meeting in person for two (2) consecutive times, and fails to authorize any other Director(s) to attend on his/<u>her</u> behalf, he/<u>she</u> shall be deemed as unable to perform <u>his/her</u> its duties and the Board shall propose to the general meeting to remove him/<u>her</u> by ordinary resolutions. The independent non-executive Directors shall be subject to the regulations in relation to on the independent non-executive Directors hereof.</p> <p>The Any supervisors fails are to attend the meeting personally for two (2) consecutive times twice shall be deemed as unable to perform <u>his/her</u> its duties and the general meeting and staff representative meeting may remove him/<u>her</u>.</p>
104.	<p>Article 188 Except for circumstances prescribed in Article 57 of the Articles of Association, a Director, supervisor, managers and other senior management member of the Company may be relieved of liability for specific breaches of his duty by the informed consent of Shareholders given at a general meeting.</p>	<p>Article 179 Except for circumstances prescribed in Article 55Article 57 of the Articles of Association, a Director, supervisor, president managers and other senior management member of the Company may be relieved of liability for specific breaches of his/<u>her</u> duty by the informed consent of Shareholders given at a general meeting.</p>
105.	<p>Article 191 The Company shall not in any manner pay taxes for its Directors, supervisors, managers or other senior management members.</p>	<p>Deleted</p>

No.	Original version	Revised version
106.	<p>Article 194 A loan guarantee provided by the Company in breach of the first provision of Article 192 shall be unenforceable against the Company, except the followings:</p> <p>(1) a loan was advanced to an associate of any of the Directors, supervisors, managers and other senior management members of the Company or of the Company’s parent company where the lender has no knowledge of the relevant circumstances; or</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p>Article 184 A loan guarantee provided by the Company in breach of the first provision of Article 182Article 192 shall be unenforceable against the Company, except the followings:</p> <p>(1) a loan was advanced to an associate of any of the Directors, supervisors, <u>presidents managers</u> and other senior management members of the Company or of the Company’s parent company where the lender has no knowledge of the relevant circumstances; or</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>
107.	<p>Article 205 The Company shall publish quarterly reports within thirty (30) days from the end of the relevant period; publish interim reports within sixty (60) days from the end of the relevant period; publish financial reports within one hundred and twenty (120) days from the end of the relevant period.</p>	<p>Article 195 The Company shall publish <u>its</u> quarterly <u>financial</u> reports within thirty (30) days from the end of <u>the first three (3) months and nine (9) months respectively of each fiscal year relevant period; submit publish its</u> interim <u>financial</u> reports <u>to the local branch of the China Securities Regulatory Commission and the stock exchange and disclose the same</u> within sixty (60) days from the end of <u>the first six (6) months of each fiscal year the relevant period; and submit publish its annual</u> financial reports <u>to the China Securities Regulatory Commission and the stock exchange and disclose them</u> within one hundred and twenty (120) days from the end of <u>each fiscal year the relevant period.</u></p> <p><u>The aforesaid annual and interim reports shall be prepared in accordance with relevant laws, administrative regulations and provisions of the China Securities Regulatory Commission and the stock exchange.</u></p>

No.	Original version	Revised version
108.	Article 206 The Company shall not keep accounts other than those provided by law.	Article 196 The Company shall not keep accounts other than those provided by law. <u>Assets of the Company shall not be deposited in an account maintained in the name of any individual.</u>
109.	<p>Article 211 After the profit distribution plan is approved at the Shareholders' general meeting of the Company, the Board of the Company shall complete the dividend (or share) distribution within two (2) months after the convening of the Shareholders' general meeting.</p> <p>The Company shall pay the dividend once at least a year and the current dividend shall be distributed within the second quarter in the following year. While distributing the dividend, the Company shall notify the Shareholders.</p> <p>While Company pays the dividend to the holder of overseas-listed foreign-invested shares, it shall be priced in RMB and announced to be paid in foreign currency. The foreign share dividends listed in Hong Kong shall be paid Hong Kong dollars.</p>	<p>Article 201 After the profit distribution plan is approved at the Shareholders' general meeting of the Company, <u>or after a specific plan is formulated by the Board of the Company in accordance with the condition and caps of interim dividends for the next year considered and approved at the annual general meeting, shall complete</u> the dividend (or share) distribution <u>shall be completed</u> within two (2) months <u>after the convening of the Shareholders' general meeting.</u></p> <p>The Company shall pay the dividend once at least a year and the current dividend shall be distributed within the second quarter in the following year. While distributing the dividend, the Company shall notify the Shareholders.</p> <p>While Company pays the dividend to the holder of overseas-listed foreign-invested shares, it shall be priced in RMB and announced to be paid in foreign currency. The foreign share dividends listed in Hong Kong shall be paid Hong Kong dollars.</p>

No.	Original version	Revised version
110.	<p>Article 214 The Company’s surplus reserve shall only be used for the following purposes: recovery of losses, expansion of the corporate production and operation or increase of the Company’s share capital. The Company’s capital reserve shall not be used for recovery of its losses. In case the Company transfers reserves to capital upon approval by the general meeting, a rights issue shall be given to the existing Shareholders in the existing percentages or the nominal value shall be increased. However, the retained reserve shall not be less than 25% of the registered capital when the statutory surplus reserve is transferred to capital.</p>	<p>Article 204 The Company’s surplus reserve shall only be used for the following purposes: recovery of losses, expansion of the corporate production and operation or increase of the Company’s share capital-, <u>except that</u> The the <u>The</u> the Company’s capital reserve shall not be used for recovery of its losses. In case the Company transfers reserves to capital upon approval by the general meeting, a rights issue shall be given to the existing Shareholders in the existing percentages or the nominal value shall be increased. However, the retained reserve shall not be less than 25% of the registered capital <u>of the Company prior to the capitalization</u> when the statutory surplus reserve is transferred to capital.</p>
111.	<p>Article 219 The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the Company’s annual financial statements and review the Company’s other financial reports.</p> <p>The first certified public accountants’ firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general meeting of Shareholders and the certified public accountants’ firm so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board.</p>	<p>Article 209 The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit <u>its financial statements, verify its net assets and provide related consultancy services. The accounting firm so appointed shall serve for a term of one (1) year and may be re-appointed the Company’s annual financial statements and review the Company’s other financial reports.</u></p> <p>The first certified public accountants’ firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general meeting of Shareholders and the certified public accountants’ firm so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board.</p>

No.	Original version	Revised version
112.	<p data-bbox="288 237 437 271">Article 221</p> <p data-bbox="288 663 842 779">The certified public accountants' firm appointed by the Company shall have the following rights:</p> <ol data-bbox="288 831 842 1877" style="list-style-type: none"> <li data-bbox="288 831 842 1160">(1) a right to inspect at any time the books, records or vouchers of the Company, and to require the Directors, managers and other senior management members of the Company to provide any relevant information and explanation thereof; <li data-bbox="288 1211 842 1458">(2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of duties of such accountants' firm; <li data-bbox="288 1509 842 1877">(3) a right to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any Shareholder is entitled to receive, and to be heard at any general meeting in relation to matters concerning its role as the accountants' firm of the Company. 	<p data-bbox="874 237 1428 607"><u>Article 211</u> <u>The Company guarantees that the accounting documents, account books, financial and accounting reports and other accounting materials provided to the accounting firm so appointed are true and complete. The Company shall not refuse to provide or conceal information and shall not provide false information.</u></p> <p data-bbox="874 663 1428 779">The certified public accountants' firm appointed by the Company shall have the following rights:</p> <ol data-bbox="874 831 1428 1877" style="list-style-type: none"> <li data-bbox="874 831 1428 1160">(1) a right to inspect at any time the books, records or vouchers of the Company, and to require the Directors, <u>president managers</u> and other senior management members of the Company to provide any relevant information and explanation thereof; <li data-bbox="874 1211 1428 1458">(2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of duties of such accountants' firm; <li data-bbox="874 1509 1428 1877">(3) a right to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any Shareholder is entitled to receive, and to be heard at any general meeting in relation to matters concerning its role as the accountants' firm of the Company.

No.	Original version	Revised version
113.	<p>Article 236 The Company’s employees shall have the right to conduct trade union activities.</p> <p>The Company shall allocate two percent (2%) of the total amount of wages paid to its staff and workers to the trade union fund every month. Such funds shall be used by the trade union of the Company in accordance with the Measures for the Management of Trade Union Funds formulated by the All China Federation of Trade Unions.</p>	<p>Article 226 The Company’s employees shall have the right to conduct trade union activities.</p> <p>The Company shall allocate set aside an amount equivalent to two-percent (2%) 2% of the total amount of wages paid to its staff and workers to the as trade union fund every month. Such funds shall be used by the trade union of the Company in accordance with the Measures for the Management of Trade Union Funds formulated by the All-China Federation of Trade Unions.</p>
114.	<p>Article 238 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>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 newspaper announcement at least three (3) times within thirty (30) days of the date of the Company’s resolution on merger. The creditors who have received the said notice shall have the right within thirty (30) days from the date of receiving the notice, and the creditors who have not received the notice shall have the right within forty-five (45) days from the date of the notice being first published to demand the Company to settle the debt or to provide corresponding security in respect of the debt. The Company shall not be merged if its debts are not settled and no guarantees are provided accordingly.</p> <p>After the merger, claims and liabilities of parties to the merger shall be assumed by the surviving company or the newly established company.</p>	<p>Article 228 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>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 newspaper announcement at least three (3) times within thirty (30) days of the date of the Company’s resolution on merger. The creditors who have received the said notice shall have the right within thirty (30) days from the date of receiving the notice, and the creditors who have not received the notice shall have the right within forty-five (45) days from the date of the notice being first published to demand the Company to settle the debt or to provide corresponding security in respect of the debt. The Company shall not be merged if its debts are not settled and no guarantees are provided accordingly.</p> <p>After the merger, claims and liabilities of parties to the merger shall be assumed by the surviving company or the newly established company.</p>

No.	Original version	Revised version
115.	<p>Article 239 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 a newspaper announcement at least three (3) times within thirty (30) days of the date of the Company's resolution on division.</p> <p>The creditors who have received the said notice shall have the right within thirty (30) days from the date of receiving the notice, and the creditors who have not received the notice shall have the right within forty-five (45) days from the date of the notice being first published to demand the Company to settle the debt or to provide corresponding security in respect of the debt. The Company shall not be divided if its debts are not settled and no guarantees are provided accordingly.</p> <p>Debts incurred by the Company before its division shall be borne by the companies after the division.</p>	<p>Article 229 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 a newspaper announcement at least three (3) times within thirty (30) days of the date of the Company's resolution on division.</p> <p><u>Liabilities of the Company prior to the division shall be assumed by the companies in existence after the division, except as provided in the written agreements entered into between the Company and its creditors in relation to the repayment of debt before the division.</u></p> <p>The creditors who have received the said notice shall have the right within thirty (30) days from the date of receiving the notice, and the creditors who have not received the notice shall have the right within forty-five (45) days from the date of the notice being first published to demand the Company to settle the debt or to provide corresponding security in respect of the debt. The Company shall not be divided if its debts are not settled and no guarantees are provided accordingly.</p> <p>Debts incurred by the Company before its division shall be borne by the companies after the division.</p>

No.	Original version	Revised version
116.	<p>Article 242 The Company shall be dissolved and liquidated upon the occurrence of any of the following events:</p> <p>(1) a resolution on dissolution is passed by Shareholders at a general meeting;</p> <p>(2) dissolution is necessary due to a merger or division of the Company;</p> <p>(3) the Company is legally declared bankrupt due to its failure to repay debts due;</p> <p>(4) the Company is ordered to close down according to law because of its violation of laws and administrative regulations;</p> <p>(5) the Company has experienced serious difficulties in business operation and management, and the continuous operation would cause substantial loss to the interest of its Shareholders. In the event that this cannot be solved by other methods, Shareholders representing 10% or more of the voting rights of the total Shareholders of the Company may request the People’s Court to dissolve the Company.</p>	<p>Article 232 The Company shall be dissolved and liquidated upon the occurrence of any of <u>due to</u> the following events <u>reasons</u>:</p> <p>(1) <u>the business term set out in the Articles of Association expires, or any other event as stated in the Articles of Association which triggers the dissolution of the Company occurs;</u></p> <p>(2) a resolution on dissolution is passed by Shareholders at a general meeting;</p> <p>(3) dissolution is necessary due to a merger or division of the Company;</p> <p>(3) the Company is legally declared bankrupt due to its failure to repay debts due;</p> <p>(4) the Company <u>has its business license being revoked,</u> is ordered to close down <u>or is deregistered</u> according to law because of its violation of laws and administrative regulations;</p> <p>(5) the Company has experienced serious difficulties in business operation and management, and the continuous operation would cause substantial loss to the interest of its Shareholders. In the event that this cannot be solved by other methods, Shareholders representing 10% or more of the voting rights of the total Shareholders of the Company may request the People’s Court to dissolve the Company.</p>

No.	Original version	Revised version
117.	<p>Article 243 In the event that the Company is dissolved pursuant to the item (1) of the preceding Article, it shall within 15 days thereof establish a liquidation committee whose members shall be elected by Shareholders at the general meeting by means of an ordinary resolution. If the liquidation committee is not established within the aforesaid period, creditors may petition to the People’s Court for appointing relevant persons to form a liquidation committee so as to proceed with the liquidation.</p> <p>Where the Company is dissolved pursuant to item (3) of the preceding Article, the people’s court shall, according to the relevant laws, organize to form a liquidation committee comprising the Shareholders, relevant authorities and relevant professionals to carry out liquidation procedures.</p> <p>Where the Company is dissolved pursuant to item (4) of the preceding Article, relevant competent authorities shall form a liquidation committee comprising the Shareholders, relevant authorities and relevant professionals to carry out liquidation procedures.</p>	<p><u>Article 233 Under the circumstance set out in item (1) of Article 232, the Company may continue to subsist by amending the Articles of Association.</u></p> <p><u>Amendments to the Articles of Association in accordance with the preceding paragraph shall be approved by no less than two-thirds of the voting rights held by the Shareholders present at the general meeting.</u></p> <p><u>Where the Company is dissolved pursuant to items (1), (2), (4) and (5) of Article 232 of the Articles of Association, it shall establish a liquidation committee within fifteen (15) days after the dissolution circumstance arises and commence liquidation. The liquidation committee shall comprise members determined by the Directors or the the general meeting. If the Company fails to set up the liquidation committee within the aforesaid period, the creditors may apply to the People’s Court for appointment of relevant persons to form a liquidation committee so as to proceed with liquidation.</u></p>

No.	Original version	Revised version
		<p>In the event that the Company is dissolved pursuant to the item (1) of the preceding Article, it shall within 15 days thereof establish a liquidation committee whose members shall be elected by Shareholders at the general meeting by means of an ordinary resolution. If the liquidation committee is not established within the aforesaid period, creditors may petition to the People's Court for appointing relevant persons to form a liquidation committee so as to proceed with the liquidation.</p> <p>Where the Company is dissolved pursuant to item (3) of the preceding Article, the people's court shall, according to the relevant laws, organize to form a liquidation committee comprising the Shareholders, relevant authorities and relevant professionals to carry out liquidation procedures.</p> <p>Where the Company is dissolved pursuant to item (4) of the preceding Article, relevant competent authorities shall form a liquidation committee comprising the Shareholders, relevant authorities and relevant professionals to carry out liquidation procedures.</p>

No.	Original version	Revised version
118.	<p>Article 245 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make newspaper announcement at least three (3) times within sixty (60) days of that date.</p> <p>The creditors may declare their claims to the liquidation committee within thirty (30) days of the receipt of the above notice or within forty-five (45) days after the announcements are made if no such notice is received. They shall specify the items to which their rights relate and produce evidence. Claims shall be registered by the liquidation committee.</p>	<p>Article 235 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make newspaper announcement at least three (3) times within sixty (60) days of that date.</p> <p>The creditors may declare their claims to the liquidation committee within thirty (30) days of the receipt of the above notice or within forty-five (45) days after the announcements are made if no such notice is received. They shall specify the items to which their rights relate and produce evidence. Claims shall be registered by the liquidation committee.</p> <p><u>The liquidation committee shall not make any debt settlement during the period for register of creditors.</u></p>

No.	Original version	Revised version
119.	<p>Article 246 During the liquidation period, the liquidation committee shall exercise the following functions and duties:</p> <ol style="list-style-type: none"> (1) to ascertain the Company’s assets and separately prepare a balance sheet and an inventory of assets; (2) to notify creditors by sending notice or by making announcement; (3) to deal with and settle the Company’s outstanding business deals in relation to the liquidation; (4) to settle outstanding taxes; (5) to ascertain all claims and debts; (6) to dispose of the remaining assets of the Company after the repayment of debts; (7) to represent the Company in any civil proceedings. 	<p>Article 236 During the liquidation period, the liquidation committee shall exercise the following functions and duties:</p> <ol style="list-style-type: none"> (1) to ascertain the Company’s assets and separately prepare a balance sheet and an inventory of assets; (2) to notify creditors by sending notice or by making announcement; (3) to deal with and settle the Company’s outstanding business deals in relation to the liquidation; (4) to settle outstanding taxes <u>as well as taxes arising in the course of liquidation;</u> (5) to ascertain all claims and debts; (6) to dispose of the remaining assets of the Company after the repayment of debts; (7) to represent the Company in any civil proceedings.

No.	Original version	Revised version
120.	<p>Article 247 After ascertaining the Company’s assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit the same to a general meeting or relevant competent authorities for confirmation.</p> <p>The assets of the Company shall be applied for the payment of liquidation costs, salaries of employees and labor insurances, outstanding taxes and bank loans and other debts of the Company respectively.</p> <p>The remaining assets of the Company after repayment of its debts in accordance with the provisions above shall be distributed to the Shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings.</p> <p>During the liquidation period, the Company shall not carry out any new business activities not relating to liquidation.</p>	<p>Article 237 After ascertaining the Company’s assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit the same to a general meeting or the People’s Court relevant competent authorities for confirmation.</p> <p><u>The Company shall, in proportion of the shares held by the Shareholders, distribute the remaining properties of the Company after payment of liquidation costs, salaries of employees, social insurance contribution and statutory compensations, outstanding taxes, and the Company’s debts.</u> The assets of the Company shall be applied for the payment of liquidation costs, salaries of employees and labor insurances, outstanding taxes and bank loans and other debts of the Company respectively.</p> <p>During the liquidation period, the Company <u>shall subsist but shall not cannot</u> carry out any new business activities not relating to liquidation.</p> <p><u>Prior to the liquidation as specified in the preceding paragraph, the assets of the Company shall not be distributed to the Shareholders.</u></p>

No.	Original version	Revised version
121.	<p>Article 248 In the event of Company’s liquidation owing to dissolution, if the liquidation committee, after ascertaining the Company’s assets and preparing a balance sheet and an inventory of assets, discovers that the Company’s assets are insufficient to repay its debts, it shall immediately apply to the people’s court for a declaration of bankruptcy.</p> <p>After the Company is declared bankrupt by a ruling of the people’s court, the liquidation committee shall transfer the liquidation matters to the People’s Court.</p>	<p>Article 238 In the event of Company’s liquidation owing to dissolution, i If the liquidation committee, after ascertaining the Company’s assets and preparing a balance sheet and an inventory of assets, discovers that the Company’s assets are insufficient to repay its debts, it shall immediately apply to the pPeople’s eCourt for a declaration of bankruptcy in accordance with the law.</p> <p>After the Company is declared bankrupt by a ruling of the pPeople’s eCourt, the liquidation committee shall transfer the liquidation matters to the People’s Court.</p>
122.	<p>Article 249 Following the completion of liquidation, the liquidation committee shall present a report on liquidation and prepare a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be audited by PRC certified public accountants and then submitted to the general meeting or relevant competent authorities for confirmation.</p> <p>The liquidation committee shall also within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and announce the cessation of the Company.</p>	<p>Article 239 Following the completion of liquidation, the liquidation committee shall present a report on liquidation and prepare a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be audited by PRC certified public accountants and then submitted to the general meeting or the People’s Court relevant competent authorities for confirmation, – The liquidation committee shall also within thirty (30) days after such confirmation, and also submitted the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and announce the cessation of the Company.</p>

No.	Original version	Revised version
123.	<p>Article 253 The Company shall amend the Articles of Associations as per the following procedures:</p> <p>(1) The Board shall propose to amend the Articles of Association and formulate the amendment plan;</p> <p>(2) The Shareholders shall be notified of the foregoing revised content following Article 255 hereof, and meeting shall be convened to pass the resolutions on the amendment to Articles of Association;</p> <p>(3) Subject to the relevant regulations hereof and Prerequisite Clauses, the amended Articles of Association that is submitted to the general meeting shall be passed the general meeting as a special resolution;</p>	<p>Article 243 The Company shall amend the Articles of Associations as per the following procedures:</p> <p>(1) The Board shall propose to amend the Articles of Association and formulate the amendment plan;</p> <p>(2) The Shareholders shall be notified of the foregoing revised content following Article 247Article 256 hereof, and meeting shall be convened to pass the resolutions on the amendment to Articles of Association;</p> <p>(3) Subject to the relevant regulations hereof and Prerequisite Clauses, the amended Articles of Association that is submitted to the general meeting shall be passed at the general meeting as a special resolution.</p>
124.	<p>Article 254 Where the amendment to the Articles of Association involves Prerequisite Clauses, such amendment shall become effective only after the approval of the company examination and approval department and Securities Commission of the State Council granted by the State Council. Where the registered items of the Company are involved, the registration of change shall be duly dealt with.</p>	<p>Article 244 Where the <u>Any</u> amendment to the Articles of Association shall be filed with the competent authorities for approval if it is so required. involves Prerequisite Clauses, such amendment shall become effective only after the approval of the company examination and approval department and Securities Commission of the State Council granted by the State Council. Where the registered items of the Company are involved, the registration of change shall be duly dealt with.</p>
125.	Added	<p>Article 246 <u>If any amendment to the Articles of Association involves any matters being information required to be disclosed according to laws or regulations, such amendment shall be announced according to the relevant provisions.</u></p>

No.	Original version	Revised version
126.	<p>Article 256 Notices of the Company or other written materials may be delivered:</p> <p>(1) by hand;</p> <p>(2) by post;</p> <p>(3) by fax or e-mail;</p> <p>(4) subject to the compliance with the laws, administrative regulations and the relevant requirements of the securities regulatory authority in the place where the Company's shares are listed and this Article of Association, by way of posting on the website of the Company and/or the website designated by the stock exchange in the place where the Company's shares are listed;</p>	<p><u>Article 247 Notices of the Company or other written materials may be delivered: Unless otherwise stipulated in the Articles of Association, the Company must provide the relevant corporate communication to the Shareholders via electronic dissemination or by other means, provided that all applicable laws and rules are complied with; or publish the relevant corporate communication on the websites of the Company and the stock exchanges where the shares of the Company are listed (the Company must indicate on the website of the Company how it can publish the corporate communication by electronic or other means), including:</u></p> <p>(1) by hand;</p> <p>(2) by post;</p> <p>(3) by fax or e-mail;</p> <p>(4) subject to the compliance with the laws, administrative regulations and the relevant requirements of the securities regulatory authority in the place where the Company's shares are listed and this Article of Association, by way of posting on the website of the Company and/or the website designated by the stock exchange in the place where the Company's shares are listed;</p>

No.	Original version	Revised version
	<p>(5) by way of public announcement;</p> <p>(6) by such ways as agreed in advance between the Company and the party to be notified or any other way which is recognized by the party to be notified after having received such notice;</p> <p>(7) other ways which are stipulated by the regulatory authority in the place where the Company's shares are listed or in this Articles of Association.</p> <p>The Company's notices delivered by way of public announcement are deemed to be received by all relevant parties as soon as the public announcement is published, provided that such announcement shall be published in the designated newspapers and/or websites.</p>	<p>(5) by way of public announcement;</p> <p>(6) by such ways as agreed in advance between the Company and the party to be notified or any other way which is recognized by the party to be notified after having received such notice;</p> <p>(7) other ways which are stipulated by the regulatory authority in the place where the Company's shares are listed or in this Articles of Association.</p> <p>The Company's notices delivered by way of public announcement are deemed to be received by all relevant parties as soon as the public announcement is published, provided that such announcement shall be published in the designated newspapers and/or websites.</p>

No.	Original version	Revised version
	<p data-bbox="284 232 440 264">Article 257</p> <p data-bbox="284 703 847 987">(1) the notice, data or written statement sent by the Company to the shareholders of foreign investment shares listed outside the People’s Republic of China, can be sent out by way of the method specified in Article 256.</p>	<p data-bbox="869 232 1031 264"><u>Article 248</u></p> <p data-bbox="869 320 1433 651">(1) <u>“Actionable corporate communication” refers to any corporate communication that seeks instructions from issuer’s securities holders on how they wish to exercise their rights or make an election as the issuer’s securities holder.</u></p> <p data-bbox="869 703 1433 987">(2) the notice, data or written statement sent by the Company to the shareholders of foreign investment shares listed outside the People’s Republic of China, can be sent out by way of the method specified in <u>Article 247</u>Article 256.</p> <p data-bbox="946 1043 1433 1839"><u>The Company must provide a copy of the corporate communication to any Shareholder free of charge by sending, posting, distributing, issuing, publishing or other means when he/she requests for it, and disclose on the website of the Company the arrangements for how the Shareholders can obtain a copy of the corporate communication; and the Company must send the actionable corporate communication to each holder of overseas-listed foreign-invested shares separately, instead of merely publishing it on the websites of the Company or the stock exchange in the place where the Company’s shares are listed.</u></p>

No.	Original version	Revised version
	<p>(2) Where the notice is sent by person, the recipient shall sign (or seal) the receipt acknowledgement and the date of the signature of such recipient shall be the date of service; where the notice is sent by way of announcement, the date of the first announcement shall be the date of service; where the notice is sent by fax, e-mail or website, the effective date of the written letter shall be date of service; where the notice is sent by post, so long as the address is accurate and notice is delivered by prepaid registered mail, such notice is deemed as delivered and received after five working days as of the date of delivery.</p>	<p><u>If the Company is unable to send its actionable corporate communication to a Shareholder via electronic dissemination means as it does not have any functional electronic contact information of such Shareholders, it must send a copy of the communication to the Shareholder and ask him/her to provide functional electronic contact information so that the Company can send corporate communication to him/her via electronic dissemination means in the future.</u></p> <p>(3) Where the notice is sent by person, the recipient shall sign (or seal) the receipt acknowledgement and the date of the signature of such recipient shall be the date of service; where the notice is sent by way of announcement, the date of the first announcement shall be the date of service; where the notice is sent by fax, e-mail or website, the effective date of the written letter shall be date of service; where the notice is sent by post, so long as the address is accurate and notice is delivered by prepaid registered mail, such notice is deemed as delivered and received after five working days as of the date of delivery.</p>

No.	Original version	Revised version
127.	<p>(3) Notices, orders, documents, materials or written statements sent by the Shareholders and Directors to the Company shall be put or sent to the legal address of the Company by prepaid registered mail, or put or sent to the registered agent of the Company by prepaid registered mail.</p> <p>(4) Notices, orders, documents, materials or written statements sent by the Shareholders and Directors to the Company shall be deemed as delivered within the specified time under normal conditions with the date of post of such notices orders, documents, materials or written statements as the proof, or that may be proved by the clearly stated address and prepaid postage certificate.</p> <p>(5) The magazines publishing the announcement hereof shall be the magazines designated or required by the relevant laws, administrative regulations or Listing Rules.</p> <p>Where the meeting notice has not been sent to the receiver whoever has right to receive due to accidental omission or such person has not received the meeting notice, such meeting and the resolution adopted in the meeting shall remain valid.</p>	<p><u>(4)</u> Notices, orders, documents, materials or written statements sent by the Shareholders and Directors to the Company shall be put or sent to the legal address of the Company by prepaid registered mail, or put or sent to the registered agent of the Company by prepaid registered mail.</p> <p><u>(5)</u> Notices, orders, documents, materials or written statements sent by the Shareholders and Directors to the Company shall be deemed as delivered within the specified time under normal conditions with the date of post of such notices orders, documents, materials or written statements as the proof, or that may be proved by the clearly stated address and prepaid postage certificate.</p> <p><u>(6)</u> The magazines publishing the announcement hereof shall be the magazines designated or required by the relevant laws, administrative regulations or Listing Rules.</p> <p>Where the meeting notice has not been sent to the receiver whoever has right to receive due to accidental omission or such person has not received the meeting notice, such meeting and the resolution adopted in the meeting shall remain valid.</p>

No.	Original version	Revised version
128.	Article 259 If any amendment to the Articles of Association involves any matters being information required to be disclosed according to laws or regulations, such amendment shall be announced according to the relevant provisions.	Deleted
129.	Article 260 Any matters not covered herein shall be proposed at the general meetings by the Board for consideration and approval.	<p><u>Article 250</u> Any matters not covered herein shall be proposed at the general meetings by the Board for consideration and approval.</p> <p><u>The Board may formulate articles in accordance with the provisions of the Articles of Association, provided that such articles shall not contradict the provisions of the Articles of Association.</u></p>
130.	Added	<p><u>Article 251</u> The appendixes to the Articles of Association include the Rules of Procedure for General Meetings, the Procedural Rules of the Board and the Rules of Procedure for the Supervisory Committee.</p>
131.	Article 262 The term “Accountant’s Firm” used in these Articles shall have the same meaning as the term “auditor” used in the Prerequisite Clauses.	Deleted
132.	Added	<p><u>Article 253</u> In the Articles of Association, any reference to the terms such as “more than”, “within”, “below” and “no more than” shall include the given figure; while any reference to the terms such as “beyond”, “lower than”, “less than” and “more than” shall not include the given figure.</p>

APPENDIX II

Comparison Table of Amendments to the Rules of Procedure for General Meetings

The Board proposed to make the following amendments to the Rules of Procedure for General Meetings (deleted texts are presented in strikethrough and additional texts are presented in underline):

No.	Original version	Revised version
1.	Article 1 These rules of procedure are formulated in order to enhance efficiency of the general meeting of Triumph New Energy Company Limited (the “Company”) and ensure the functions and powers of the general meeting to be legally exercised in accordance with the requirements of the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”) and other laws, regulations and regulatory documents and the Articles of Association of Triumph New Energy Company Limited (hereinafter referred to as the “Articles of Association”).	Article 1 These rules of procedure are formulated in order to enhance efficiency of the general meeting of Triumph New Energy Company Limited (the “Company ² ”) and ensure the functions and powers of the general meeting to be legally exercised in accordance with the requirements of the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”) and other laws, regulations and regulatory documents and the Articles of Association of Triumph New Energy Company Limited (hereinafter referred to as the “Articles of Association ² ”).

No.	Original version	Revised version
2.	<p>Article 4 General meetings shall be classified as annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once a year and shall be held within six (6) months after the end of the preceding accounting year. The extraordinary general meetings which are convened irregularly shall be convened within the prescribed time upon the occurrence of the circumstances where an extraordinary general meeting shall be held within two (2) months as specified in the Company Law and the Articles of Association.</p> <p>In the event that the Company is unable to convene a general meeting within the aforesaid period, it shall report to the delegated agencies of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) at the place where the Company is located and the stock exchanges (hereinafter referred to as the “Stock Exchanges”) on which the shares of the Company are listed and traded, to explain the reasons and make an announcement in respect thereof.</p>	<p>Article 4 General meetings shall be classified as annual general meetings and extraordinary general meetings.</p> <p>The annual general meetings shall be convened once a every accounting year, and shall be held within six (6) months after the end of the preceding accounting year. The extraordinary general meetings which are convened irregularly shall be convened <u>within two (2) months from the date of the occurrence within the</u> prescribed time upon the occurrence of the circumstances where an extraordinary general meeting shall be held within two (2) months as specified in the Company Law and the Articles of Association.</p> <p>In the event that the Company is unable to convene a general meeting within the aforesaid period, it shall report to the delegated agencies of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) at the place where the Company is located and the stock exchanges (hereinafter referred to as the “Stock Exchanges”) on which the shares of the Company are listed and traded, to explain the reasons and make an announcement in respect thereof.</p>

No.	Original version	Revised version
3.	<p>Article 18 Shareholders individually or collectively holding 3% or more of the shares of the Company may put forward provisional proposals and submit in writing to the board of directors ten (10) days prior to the date of the general meeting. The board of directors shall issue a supplementary notice of the general meeting within two (2) days upon the receipt of the proposal and submit such temporary proposal to the general meeting for consideration. Contents of the provisional proposal shall fall within the scope of authority of the general meeting, and set out specific subject and matters to be resolved.</p> <p>Save as the requirement in the preceding paragraph, after the convener has issued the notice for the general meeting, no changes shall be made to the stated proposals in the notice of the general meeting and no new proposals shall be added.</p> <p>The general meeting shall not vote on or resolve proposals not stated in the notice of the general meeting or proposals which do not meet the requirements in Article 17 herein.</p>	<p>Article 18 Ordinary Sshareholders (including preference shareholders with restored voting rights) individually or collectively holding 3% or more of the shares of the Company may put forward provisional proposals and submit in writing to the board of directors convener ten (10) days prior to the date of the general meeting. The board of directors convener shall issue a supplementary notice of the general meeting within two (2) days upon the receipt of the proposal, announce the contents of the temporary proposal and submit such temporary proposal to the general meeting for consideration. Contents of the provisional proposal shall fall within the scope of authority of the general meeting, and set out specific subject and matters to be resolved.</p> <p>Save as the requirement in the preceding paragraph, after the convener has issued the notice for the general meeting, no changes shall be made to the stated proposals in the notice of the general meeting and no new proposals shall be added.</p> <p>The general meeting shall not vote on or resolve proposals not stated in the notice of the general meeting or proposals which do not meet the requirements in Article 17 herein.</p>

No.	Original version	Revised version
4.	<p>Article 21 For matters involving election of directors and/or supervisors to be discussed at the general meeting, the particulars of candidates for directors and/or supervisors to be disclosed in the notice of the general meeting shall at least include:</p> <ol style="list-style-type: none"> (1) personal particulars including educational background, working experience and any part-time job; (2) whether they are connected with the Company or the controlling shareholder(s) or beneficial owner(s) of the Company; (3) disclosure of their shareholdings in the Company; (4) whether or not they have been subject to any punishment by the CSRC or other related authorities or chastisement from the Stock Exchanges; (5) other information required to be disclosed pursuant to the Company Law and/or the relevant laws and regulations of the jurisdictions where the Company's shares are listed and the relevant requirements of the Stock Exchanges and regulatory authorities. <p>In addition to the adoption of the cumulative voting system to elect directors and supervisors, each of the candidates for directors or supervisors shall be proposed in a separate proposal.</p>	<p>Article 21 For matters involving election of directors and/or supervisors to be discussed at the general meeting, the particulars of candidates for directors and/or supervisors to be disclosed in the notice of the general meeting shall at least include:</p> <ol style="list-style-type: none"> (1) personal particulars including educational background, working experience and any part-time job; (2) whether they are connected with the Company or the controlling shareholder(s) or beneficial owner(s) of the Company; (3) disclosure of their shareholdings in the Company; (4) whether or not they have been subject to any punishment by the CSRC or other related authorities or chastisement from the Stock Exchanges; (5) other information required to be disclosed pursuant to the Company Law and/or the relevant laws and regulations of the jurisdictions where the Company's shares are listed and the relevant requirements of the Stock Exchanges and regulatory authorities. <p>In addition to the adoption of the cumulative voting system to elect directors and supervisors, each of the candidates for directors or supervisors shall be proposed in a separate proposal.</p>

No.	Original version	Revised version
5.	<p>Article 29 All shareholders or their proxies whose names appeared in the register of members the Company at the equity registration date are entitled to attend the general meeting, and the Company and convener shall not refuse on any ground.</p>	<p>Article 29 All ordinary shareholders <u>(including preference shareholders with restored voting rights)</u> or their proxies whose names appeared in the register of members the Company at the equity registration date are entitled to attend the general meeting, and the Company and convener shall not refuse on any ground.</p> <p><u>Preference shareholders shall not attend the general meeting and the shares they hold do not have voting rights. Nevertheless, upon the occurrence of any of the following matters, the Company shall notify preference shareholders of the general meeting and follow the notice procedures to ordinary shareholders as provided under the Company Law and the Articles of Association. When the preference shareholders attend the general meeting, they are entitled to vote at a separate class meeting and each preference share shall have one vote, but preference shares held by the Company does not entitle the Company to vote:</u></p> <p><u>(1) amendments to the Articles of Association that relate to preference shares of the Company;</u></p> <p><u>(2) reduction of the registered capital of the Company by more than ten percent (10%) on a single or aggregate basis;</u></p> <p><u>(3) merger, division, dissolution or change of corporate form of the Company;</u></p>

No.	Original version	Revised version
		<p><u>(4) issuance of preference shares;</u></p> <p><u>(5) other circumstances specified in the Articles of Association.</u></p> <p><u>Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including preference shareholders with restored voting rights) and by more than two thirds of the votes held by preference shareholders present at the meeting (excluding preference shareholders with restored voting rights).</u></p>
6.	<p>Article 30 Shareholders shall attend the general meeting with the share certificates, identity cards, or any valid documents or certificates which can prove their identities. Proxies shall submit the power of attorney and valid proof of personal identity.</p>	<p>Article 30 Shareholders shall attend the general meeting with the share certificates stock account cards, identity cards, or any valid documents or certificates which can prove their identities. Proxies shall submit the power of attorney and valid proof of personal identity.</p>

No.	Original version	Revised version
7.	<p>Article 31 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who need not be shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy/proxies so appointed by the shareholder may exercise the following rights:</p> <p>(1) the same right as the shareholder to speak at the meeting;</p> <p>(2) to demand, either individually or jointly, for a poll;</p> <p>(3) to vote by a show of hands or on a poll. Where more than one proxy is appointed, the proxies may only exercise the voting right on a poll.</p>	<p>Article 31 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who need not be shareholders) to act as his proxy to attend and exercise the rights to vote <u>within the scope of authorization</u> at the meeting on his behalf. The proxy/proxies so appointed by the shareholder may exercise the following rights:</p> <p>(1) the same right as the shareholder to speak at the meeting;</p> <p>(2) to demand, either individually or jointly, for a poll;</p> <p>(3) to vote by a show of hands or on a poll. Where more than one proxy is appointed, the proxies may only exercise the voting right on a poll.</p>
8.	<p>Article 36 The convener and lawyer shall together verify the validity of qualification of shareholders in accordance with the register of members provided by the securities registration and clearing institution, and register the name of shareholders or the number of shares with voting rights held by them. Before the chairman of the meeting declares the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights held by them, registration for the meeting shall be ended.</p>	<p>Article 36 The convenermeeting host and lawyer shall together verify the validity of qualification of shareholders in accordance with the register of members provided by the securities registration and clearing institution, and register the name of shareholders or the number of shares with voting rights held by them. Before the chairman of the meeting declares the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights held by them, registration for the meeting shall be ended.</p>

No.	Original version	Revised version
9.	<p>Article 42 Minutes of a general meeting shall be kept by the secretary to board of directors and include the followings:</p> <p>(1) time, place, agenda of meeting and the name of the convener;</p> <p>(2) names of the chairman of the meeting, directors, supervisors, secretary to the board of directors, managers and other senior management members attending or being present at the meeting;</p> <p>(3) number of shareholders and proxies attending the meeting, total number of the shares with voting rights held by them, and the percentage of shares with voting rights held by them to the total number of shares of the Company;</p> <p>(4) process of consideration for each proposal, the gist of speeches and voting results;</p>	<p>Article 42 Minutes of a general meeting shall be kept by the secretary to board of directors and include the followings:</p> <p>(1) time, place, agenda of meeting and the name of the convener;</p> <p>(2) names of the chairman of the meeting, directors, supervisors, secretary to the board of directors, managers<u>president</u> and other senior management members attending or being present at the meeting;</p> <p>(3) number of shareholders and proxies attending the meeting, total number of the shares with voting rights held by them, and the percentage of shares with voting rights held by them to the total number of shares of the Company;</p> <p>(4) process of consideration for each proposal, the gist of speeches and voting results;</p>

No.	Original version	Revised version
	<p>(5) shareholders' inquires or recommendations and the corresponding replies or explanations;</p> <p>(6) names of the lawyer, the counter and the scrutineer;</p> <p>(7) other matters which shall be recorded in the meeting minutes pursuant to the Articles of Association.</p> <p>Directors, the secretary to the board of directors, the convener or his representative and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of minutes of the meeting are true, accurate and complete. The minutes of the meeting should be maintained with the register for attendance of shareholders physically present at the meeting and the proxy forms of their proxies and valid information on voting via internet and other manners, and the maintaining period shall not be less than 10 years.</p>	<p>(5) shareholders' inquires or recommendations and the corresponding replies or explanations;</p> <p>(6) names of the lawyer, the counter and the scrutineer;</p> <p>(7) other matters which shall be recorded in the meeting minutes pursuant to the Articles of Association.</p> <p>Directors, the secretary to the board of directors, the convener or his representative and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of minutes of the meeting are true, accurate and complete. The minutes of the meeting should be maintained with the register for attendance of shareholders physically present at the meeting and the proxy forms of their proxies and valid information on voting via internet and other manners, and the maintaining period shall not be less than 10 years.</p>

No.	Original version	Revised version
10.	<p>Article 45 Resolutions of general meetings may either be ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions of the general meeting shall be passed by more than half of the voting rights held by the shareholders (including proxies) attending the meeting. Special resolutions of the general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies) attending the meeting.</p> <p>The shareholders (including proxies) attending the meeting shall clearly indicate to support or oppose to each item to be voted. Abstention and abstaining from voting shall not be treated as the votes while the Company calculating the voting result on such item.</p>	<p>Article 45 Resolutions of general meetings may either be ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions of the general meeting shall be passed by more than half of the voting rights held by the shareholders (including proxies) attending the meeting. Special resolutions of the general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies) attending the meeting.</p> <p>The shareholders<u>A shareholder (including proxies) attending the meeting a general meeting shall clearly indicate to support or oppose to each item to be voted. express one of the following opinions on any proposal to be voted on: for, against or abstention. Save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of Shares under the Mainland-Hong Kong stock connect that declares the votes based on the intention of the de facto holders of relevant shares.</u></p> <p>Abstention and abstaining from voting shall not be treated as the votes while the Company calculating the voting result on such item.<u>Blank, wrong, illegible or uncast votes shall be deemed as the voters’ waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as “abstentions”.</u></p>

No.	Original version	Revised version
11.	<p>Article 47 The following matters shall be resolved by a special resolution at the general meeting:</p> <p>(1) increase or reduction of the share capital and issue of shares of any class, stock warrants or other similar securities;</p> <p>(2) issuance of corporate debentures;</p> <p>(3) the demerger, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) the major assets acquired or sold within one (1) year or the guaranteed amount exceeding 30% of the Company's latest audited total assets;</p> <p>(6) share incentive scheme;</p> <p>(7) such other matters as may be required by laws, administrative regulations or the Articles of Association or matters which, if resolved by way of ordinary resolutions at general meetings, are considered to have material effects on the Company and require approval by special resolutions.</p>	<p>Article 47 The following matters shall be resolved by a special resolution at the general meeting:</p> <p>(1) increase or reduction of the share capital and issue of shares of any class, stock warrants or other similar securities;</p> <p>(2) issuance of corporate debentures;</p> <p>(3) the demerger, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) the major assets acquired or sold within one (1) year or the guaranteed amount exceeding 30% of the Company's latest audited total assets;</p> <p>(6) share incentive scheme;</p> <p>(7) such other matters as may be required by laws, administrative regulations or the Articles of Association or matters which, if resolved by way of ordinary resolutions at general meetings, are considered to have material effects on the Company and require approval by special resolutions.</p>

No.	Original version	Revised version
12.	<p>Article 48 A Shareholder (including proxy) when voting at a general meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote.</p> <p>When material issues affecting the interests of minority investors are considered at the general meeting, the votes of minority investors shall be counted separately. The result of separate vote counting shall be disclosed publicly in a timely manner.</p> <p>The Company shall have no voting rights for the shares that it holds, which are not counted in the total number of shares with voting rights attending the general meeting.</p>	<p>Article 48 A Shareholder (including proxy) when voting at a general meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote.</p> <p>When material issues affecting the interests of minority investors are considered at the general meeting, the voting rights from votes of minority investors shall be counted separately. The result of separate vote counting shall be disclosed publicly in a timely manner.</p> <p>The Company shall have no voting rights for the shares that it holds, which are not counted in the total number of shares with voting rights attending the general meeting.</p> <p><u>If a shareholder’s acquisition of voting shares of the Company is in violation of paragraphs I and II of Article 63 of the Securities Law, voting rights involving the shares exceeding the stipulated proportion shall not be exercised within 36 months upon such acquisition, and the relevant shares shall not be included in the total number of shares carrying voting rights present at the general meeting.</u></p>

No.	Original version	Revised version
	<p>The Board, independent Directors and Shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the securities regulatory authority under the State Council may act as soliciting parties, by themselves or authorize securities companies and securities service agency, to publicly request Shareholders of the Company to attend the general meeting and exercise the rights of Shareholders such as proposal and voting rights on behalf of them.</p> <p>Where the rights of Shareholders are solicited in accordance with the requirements of the preceding paragraph, the soliciting parties shall disclose the solicitation documents, and the Company shall cooperate in this regard.</p> <p>It is prohibited to publicly collect rights from Shareholders by paying consideration or de facto consideration.</p>	<p>The Board, independent Directors and Shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the securities regulatory authority under the State Council <u>may openly solicit from Shareholders the rights to vote. When collecting from other Shareholders the rights to vote, adequate information such as specific voting intention shall be provided to persons whose voting rights are being solicited. The Company may not impose minimum shareholding percentage restriction on the solicitation of voting rights except under statutory conditions.</u> may act as soliciting parties, by themselves or authorize securities companies and securities service agency, to publicly request Shareholders of the Company to attend the general meeting and exercise the rights of Shareholders such as proposal and voting rights on behalf of them.</p> <p>Where the rights of Shareholders are solicited in accordance with the requirements of the preceding paragraph, the soliciting parties shall disclose the solicitation documents, and the Company shall cooperate in this regard.</p> <p>It is prohibited to publicly collect rights from Shareholders by paying consideration or de facto consideration.</p>

No.	Original version	Revised version
13.	<p>Article 49 When connected transactions are being considered at a general meeting, the connected shareholders shall abstain from voting, and the number of shares with voting right held by them shall not be counted toward the total number of valid votes. An announcement of the resolutions of the general meeting shall fully disclose the results of voting by non-connected shareholders on the transactions.</p>	<p>Article 49 When <u>related party</u> connected transactions are being considered at a general meeting, the connected shareholders shall abstain from voting, and the number of shares with voting right held by them shall not be counted toward the total number of <u>shares with voting rights</u> valid votes. An announcement of the resolutions of the general meeting shall fully disclose the results of voting by non-connected shareholders on the transactions.</p>
14.	<p>Article 50 For voting at a general meeting in relation to the election of directors and supervisors, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association.</p> <p>The cumulative voting system referred to in the preceding paragraph shall mean a system used in the election of directors or supervisors at a general meeting where the holder of each share shall have such number of votes as is equivalent to the number of directors or supervisors to be elected, which votes may be casted for a single candidate.</p>	<p>Article 50 For voting at a general meeting in relation to the election of directors and supervisors, the cumulative voting system may be adopted <u>in accordance with</u> the provisions of the Articles of Association.</p> <p>The cumulative voting system referred to in the preceding paragraph shall mean a system used in the election of directors or supervisors at a general meeting where the holder of each share shall have such number of votes as is equivalent to the number of directors or supervisors to be elected, which votes may be casted for a single candidate.</p>

No.	Original version	Revised version
15.	<p>Article 54 At the end of the on-site general meeting, the chairman of the meeting shall announce on the meeting venue the voting information and result of each proposal.</p> <p>Before the voting result is formally announced, relevant parties involved in the voting on-site or via the internet or other methods, such as the Company, the counter, the scrutineer, the major shareholders and the internet services providers, shall assume confidentiality obligations toward the information on voting.</p>	<p>Article 54 <u>The closing time of on-site general meeting shall not be earlier than that of online or other access to the meeting.</u> At the end of the on-site general meeting, the chairman of the meeting shall announce on the meeting venue the voting information and result of each proposal;, <u>and whether or not such proposal has been passed according to such voting results.</u></p> <p>Before the voting result is formally announced, relevant parties involved in the voting on-site or via the internet or other methods, such as the Company, the counter, the scrutineer, the major shareholders and the internet services providers, shall assume confidentiality obligations toward the information on voting.</p>
16.	<p>Article 56 In case of an equality of votes (whether on a show of hands or on a poll), the chairman shall have a second vote.</p>	Delete
17.	<p>Article 57 The chairman of the meeting is responsible to decide whether the resolutions in the general meeting are passed. The chairman's decision is the ultimate decision and should be announced during the meeting and put on record in the minutes.</p>	Delete

No.	Original version	Revised version
18.	<p>Article 58 In case of votes to be counted at the general meeting, the result shall be recorded in the meeting minutes.</p> <p>The meeting minutes, together with the register of attendance signed by shareholders present at the meeting and the proxy forms for proxies attending the meeting, shall be kept at the domicile of the Company.</p>	<p>Article 56 In case of votes to be counted <u>The counting results</u> at the general meeting, the result shall be recorded in the meeting minutes.</p> <p><u>Both the meeting minutes and the meeting note shall be written in Chinese.</u> The meeting minutes, together with the register of attendance signed by <u>the signature book of the shareholders present at the meeting attending in person and,</u> the proxy forms for proxies attending the meeting, shall be kept at the domicile of the Company and the valid information on votes cast online or by other means shall be kept for ten (10) years.</p>
19.	<p>Article 63 The convener shall ensure the general meeting is held without adjournment until the final resolution is reached. Where special reasons such as force majeure have led to the suspension of the meeting or no resolution can be adopted, necessary measures should be taken to resume the meeting, or to end the meeting directly with a timely announcement. Meanwhile, the convener shall report to the delegated agencies office of the CSRC and the Stock Exchanges.</p>	<p>Article 61 The <u>meeting host convener</u> shall ensure the general meeting is held without adjournment until the final resolution is reached. Where special reasons such as force majeure have led to the suspension of the meeting or no resolution can be adopted, necessary measures should be taken to resume the meeting, or to end the meeting directly with a timely announcement. Meanwhile, the <u>meeting host convener</u> shall report to the delegated agencies office of the CSRC and the Stock Exchanges.</p>
20.	<p>Article 64 When the resolution to elect directors and/or supervisors is passed at general meeting, those newly elected shall assume office according to the provisions of the Articles of Association.</p>	<p>Article 62 When the resolution to elect directors and/or supervisors is passed at general meeting, those newly elected shall assume office according to the provisions of the <u>Articles of Association.</u></p>

No.	Original version	Revised version
21.	Article 66 The resolutions passed at the general meeting are null and void if they are in breach of the laws and administrative regulations. In case the convening and voting procedures of the general meetings are in breach of laws, administrative regulations or the Articles of Association, or the contents of the resolutions are in breach of the Articles of Association, the shareholders may apply to the court for the revocation of such resolutions within sixty (60) days as of the date of resolutions made.	Article 64 The resolutions passed at the general meeting are null and void if they are in breach of the laws and administrative regulations. In case the convening and voting procedures of the general meetings are in breach of laws, administrative regulations or the Articles of Association, or the contents of the resolutions are in breach of the Articles of Association, the shareholders may apply to the court for the revocation of such resolutions within sixty (60) days as of the date of resolutions made.
22.	CHAPTER 7 SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	Delete
23.	CHAPTER 8 SUPPLEMENTARY PROVISIONS	CHAPTER 7 SUPPLEMENTARY PROVISIONS
24.	Article 76 These rules of procedure shall be subject to the interpretation of the board of directors.	Article 66 These Rules are annexed to the Articles of Association. These rules of procedure shall be subject to the interpretation of the bBoard of dDirectors.

APPENDIX III

Comparison Table of Amendments to the Procedural Rules of the Board

The Board proposed to make the following amendments to the Procedural Rules of the Board (deleted texts are presented in strikethrough and additional texts are presented in underline):

No.	Original Articles	Amended Articles
1.	<p>Article 1 In order to regulate the transaction of business and decision-making procedures of the board of Directors of Triumph New Energy Company Limited* (the “Company”), procure the Directors and the Board to effectively perform their duties, and enhance the standardised operation and scientific decision-making of the Board, the Company, based on its actual circumstances, has formulated these Rules in accordance with the Company Law, the Securities Law, Code of Corporate Governance for Listed Companies in China, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (collectively the “Listing Rules of the Stock Exchanges”), the Articles of Association of Triumph New Energy Company Limited* (the “Articles”) and other relevant requirements.</p>	<p>Article 1 In order to regulate the transaction of business and decision-making procedures of the board of Directors of Triumph New Energy Company Limited* (the “Company”), procure the Directors and the Board to effectively perform their duties, and enhance the standardised operation and scientific decision-making of the Board, the Company, based on its actual circumstances, has formulated these Rules in accordance with the Company Law, the Securities Law, Code of Corporate Governance for Listed Companies in China, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (collectively the “Listing Rules of the Stock Exchanges”), the Articles of Association of Triumph New Energy Company Limited* (the “Articles of Association”) and other relevant requirements.</p>
2.	<p>Article 2 As the Company’s decision-making body in respect of operation and management, the Board safeguards the interests of the Company and all the Shareholders. It exercises such functions and powers as it is authorized by the Articles and the general meeting. It is accountable to the general meetings and reports its works at the general meetings.</p>	<p>Article 2 As the Company’s decision-making body in respect of operation and management, the Board safeguards the interests of the Company and all the Shareholders. It exercises such functions and powers as it is authorized by the Articles and the general meeting. It is accountable to the general meetings and reports its works at the general meetings.</p>

No.	Original Articles	Amended Articles
3.	Article 3 The Board is subject to the supervision of the supervisory committee of the Company. When making decisions on material issues of the Company, views of the party committee of the Company shall be heeded in advance, views and recommendations of the staff representative meetings shall be respected.	Article 3 The Board is subject to the supervision of the supervisory committee of the Company . When making decisions on material issues of the Company, views of the party committee of the Company shall be heeded in advance, views and recommendations of the staff representative meetings shall be respected.
4.	Article 7 The Company may increase or decrease the number of members of the Board based on its own business development needs within the scope provided by laws, regulations and the Articles. However, any change to the members of the Board, including an increase or decrease in the number of members of the Board, or the removal or by-election of a Director, shall be decided at the general meeting in accordance with the Articles.	Article 7 The Company may increase or decrease the number of members of the Board based on its own business development needs within the scope provided by laws, regulations and the Articles <u>of Association</u> . However, any change to the members of the Board, including an increase or decrease in the number of members of the Board, or the removal or by-election of a Director, shall be decided at the general meeting in accordance with the Articles <u>of Association</u> .

No.	Original Articles	Amended Articles
5.	<p>Article 12 The Board shall report to the general meetings, perform the following duties and exercise the following powers:</p> <p>(1) to convene general meetings and report its work to the general meetings;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's plans on annual financial budgets and final accounts;</p> <p>(5) to formulate the Company's profit distribution plans and loss recovery plans;</p> <p>(6) to formulate the proposal for increase or decrease of the registered capital of the Company and issue of debentures of the Company;</p> <p>(7) to formulate proposals for merger, division and dissolution of the Company;</p> <p>(8) to determine the establishment of the Company's internal management structure;</p>	<p>Article 12 The Board shall report to the general meetings, perform the following duties and exercise the following powers:</p> <p>(1) to convene general meetings and report its work to the general meetings;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's plans on annual financial budgets and final accounts;</p> <p>(5) to formulate the Company's profit distribution plans and loss recovery plans;</p> <p>(6) to formulate the proposal for increase or decrease of the registered capital of the Company and issue of debentures of the Company;</p> <p>(7) to formulate proposals for merger, division and dissolution of the Company;</p> <p>(8) to determine the establishment of the Company's internal management structure;</p>

No.	Original Articles	Amended Articles
	<p>(9) to appoint or dismiss general managers of the Company and, based on the nomination by the general manager of the Company, to appoint or dismiss deputy managers and chief financial controllers of the Company and to determine their remunerations;</p> <p>(10) based on the nomination by the Chairman, to appoint and dismiss the secretary to the Board, and to determine their remunerations;</p> <p>(11) to review the work report of the general manager;</p> <p>(12) to formulate the basic management system of the Company;</p> <p>(13) to formulate proposals for amendment to the Articles;</p> <p>(14) to nominate candidates for Directors;</p> <p>(15) Other powers and duties conferred by the laws, administrative regulations and general meetings.</p> <p>Except for the Board resolutions in respect of the matters specified in items (6), (7) and (13) of this article which shall be passed by more than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by a majority of the Directors.</p>	<p>(9) to appoint or dismiss the president general managers of the Company and, based on the nomination by the president general manager of the Company, to appoint or dismiss vice president deputy managers and chief financial controllers of the Company and to determine their remunerations;</p> <p>(10) based on the nomination by the Chairman, to appoint and dismiss the secretary to the Board, and to determine their remunerations;</p> <p>(11) to review the work report of the president general manager;</p> <p>(12) to formulate the basic management system of the Company;</p> <p>(13) to formulate proposals for amendment to the Articles;</p> <p>(14) to nominate candidates for Directors;</p> <p>(15) Other powers and duties conferred by the laws, administrative regulations and general meetings.</p> <p>Except for the Board resolutions in respect of the matters specified in items (6), (7) and (13) of this article which shall be passed by more than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by more than one half of a majority of the Directors.</p>

No.	Original Articles	Amended Articles
6.	<p>Article 17 In any of the following circumstances, the Chairman shall convene an extraordinary meeting of the Board within three (3) working days:</p> <p>(1) when deemed necessary by the Chairman;</p> <p>(2) as proposed jointly by more than one-third of the members of the Board;</p> <p>(3) as proposed by more than one-half of the independent non-executive Directors;</p> <p>(4) as proposed by the supervisory committee;</p> <p>(5) as proposed by the manager;</p> <p>(6) as proposed by shareholders representing more than one-tenth of the voting rights;</p> <p>(7) as requested by the securities regulatory authorities;</p> <p>(8) any other circumstances where the Articles provided that a Board meeting should be convened.</p>	<p>Article 17 In any of the following circumstances, the Chairman shall convene an extraordinary meeting of the Board within three (3) working days:</p> <p>(1) when deemed necessary by the Chairman;</p> <p>(2) as proposed jointly by more than one-third of the members of the Board;</p> <p>(3) as proposed by a majority more than one-half of the independent non-executive Directors;</p> <p>(4) as proposed by the supervisory committee;</p> <p>(5) as proposed by the president manager;</p> <p>(6) as proposed by shareholders representing more than one-tenth of the voting rights;</p> <p>(7) as requested by the securities regulatory authorities;</p> <p>(8) any other circumstances where the Articles of Association provided that a Board meeting should be convened.</p>

No.	Original Articles	Amended Articles
7.	<p data-bbox="284 232 847 315">Article 18 Proposal procedures for extraordinary meetings</p> <p data-bbox="284 360 847 696">Where an extraordinary meeting of the Board is proposed as the preceding article stipulates, a written proposal signed by the proposer shall be presented to the Chairman through the secretary office of the Board or directly. The written proposal shall contain the following items:</p> <ol data-bbox="284 741 847 1290" style="list-style-type: none"> <li data-bbox="284 741 847 786">(1) Name(s) of the proposer(s); <li data-bbox="284 831 847 954">(2) Reason for the proposal or objective matters on which the proposal is based; <li data-bbox="284 999 847 1077">(3) Convention time or timeframe, venue and method proposed; <li data-bbox="284 1122 847 1167">(4) Clear and specific proposal; <li data-bbox="284 1211 847 1290">(5) Contact details of the proposer(s), date of the proposal, etc. <p data-bbox="284 1335 847 1592">The content of the proposal shall be relevant to the matters within the functions and powers of the Board specified in the Articles. The materials relevant to the proposal should be submitted together.</p> <p data-bbox="284 1637 847 2018">Upon receiving the above written proposal and relevant materials, the secretary office of the Board shall present them to the Chairman on the same day. If the Chairman believes the proposal is not clear or not specific, or the related materials are inadequate, the proposer may be requested to make modification or supplementation.</p>	<p data-bbox="869 232 1433 315">Article 18 Proposal procedures for extraordinary meetings</p> <p data-bbox="869 360 1433 696">Where an extraordinary meeting of the Board is proposed as the preceding article stipulates, a written proposal signed by the proposer shall be presented to the Chairman through the secretary office of the Board or directly. The written proposal shall contain the following items:</p> <ol data-bbox="869 741 1433 1290" style="list-style-type: none"> <li data-bbox="869 741 1433 786">(1) Name(s) of the proposer(s); <li data-bbox="869 831 1433 954">(2) Reason for the proposal or objective matters on which the proposal is based; <li data-bbox="869 999 1433 1077">(3) Convention time or timeframe, venue and method proposed; <li data-bbox="869 1122 1433 1167">(4) Clear and specific proposal; <li data-bbox="869 1211 1433 1290">(5) Contact details of the proposer(s), date of the proposal, etc. <p data-bbox="869 1335 1433 1592">The content of the proposal shall be relevant to the matters within the functions and powers <u>of the Board specified in the Articles of Association</u>. The materials relevant to the proposal should be submitted together.</p> <p data-bbox="869 1637 1433 2018">Upon receiving the above written proposal and relevant materials, the secretary office of the Board shall present them to the Chairman on the same day. If the Chairman believes the proposal is not clear or not specific, or the related materials are inadequate, the proposer may be requested to make modification or supplementation.</p>

No.	Original Articles	Amended Articles
	The Chairman shall convene and preside over a meeting of the Board within three (3) days upon receipt of the proposal or the request of the securities regulatory authorities.	The Chairman shall convene and preside over a meeting of the Board within three (3) days upon receipt of the proposal or the request of the securities regulatory authorities.
8.	Article 25 The senior management and the supervisors of the Company shall sit in on the meetings of the Board. The presider of the meeting may inform other relevant personnel to sit in on the meetings of the Board when considered necessary.	Article 25 The senior management members and the supervisors of the Company shall sit in on the meetings of the Board meeting . The presider of the meeting may inform other relevant personnel to sit in on the meetings of the Board meeting when considered necessary.
9.	Article 26 The Board meetings shall be convened only with more than half of the Directors attending. Every Director is entitled to one vote. The resolutions made in the Board meetings shall be passed by more than half of all of the Directors. When there is equality of votes, the Chairman shall have the right to cast an extra vote.	Article 26 The Board meetings shall be convened only with more than half of the Directors attending. Every Director is entitled to one vote. The resolutions made in the Board meetings shall be passed by more than half of all of the Directors. When there is equality of votes, the Chairman shall have the right to cast an extra vote.
10.	Article 29 The Directors shall carefully read the relevant meeting materials, and independently and prudently express their opinions in a fully informed manner. A Director may inquire, prior to the meeting, the office of the Board, the convener, the senior management officers, the special committees, the accounting firm, the law firm and other relevant persons and institutions to obtain necessary information for decision-making, and may also propose to the presider during the course of the meeting to request the aforesaid persons or representatives of the institutions to attend the meeting to give relevant explanations.	Article 29 The Directors shall carefully read the relevant meeting materials, and independently and prudently express their opinions in a fully informed manner. A Director may inquire, prior to the meeting, the office secretariat of the Board, the convener, the senior management officers, the special committees, the accounting firm, the law firm and other relevant persons and institutions to obtain necessary information for decision-making, and may also propose to the presider during the course of the meeting to request the aforesaid persons or representatives of the institutions to attend the meeting to give relevant explanations.

No.	Original Articles	Amended Articles
11.	<p data-bbox="284 232 767 271">Article 33 Abstaining from voting</p> <p data-bbox="284 320 847 443">In any of the following circumstances, the Directors shall abstain from voting on the relevant proposals:</p> <p data-bbox="284 490 847 651">(1) Where laws, regulations and the Listing Rules of the Stock Exchanges provide that the Directors shall abstain from voting;</p> <p data-bbox="284 698 847 822">(2) Where the Directors themselves consider that they shall abstain from voting;</p> <p data-bbox="284 869 847 1077">(3) Where the Articles provide that the Directors shall abstain from voting as a result of their connected relationship with the enterprises involved in the proposals.</p> <p data-bbox="284 1169 847 1630">Where any Director is required to abstain from voting, the relevant meeting of the Board may be held when more than half of the unconnected Directors attend the meeting, and the resolutions formed shall be passed by more than half of the unconnected Directors. If the number of unconnected attending Directors is less than 3, the relevant proposal shall not be voted on but shall be submitted to the general meeting for deliberation.</p>	<p data-bbox="869 232 1353 271">Article 33 Abstaining from voting</p> <p data-bbox="869 320 1433 443">In any of the following circumstances, the Directors shall abstain from voting on the relevant proposals:</p> <p data-bbox="869 490 1433 651">(1) Where laws, regulations and the Listing Rules of the Stock Exchanges provide that the Directors shall abstain from voting;</p> <p data-bbox="869 698 1433 822">(2) Where the Directors themselves consider that they shall abstain from voting;</p> <p data-bbox="869 869 1433 1122">(3) Where the Articles of Association provide that the Directors shall abstain from voting as a result of their connected relationship with the enterprises involved in the proposals.</p> <p data-bbox="869 1169 1433 1630">Where any Director is required to abstain from voting, the relevant meeting of the Board may be held when more than half of the unconnected Directors attend the meeting, and the resolutions formed shall be passed by more than half of the unconnected Directors. If the number of unconnected attending Directors is less than 3, the relevant proposal shall not be voted on but shall be submitted to the general meeting for deliberation.</p>

No.	Original Articles	Amended Articles
12.	Article 43 Matters not covered in the Procedural Rules shall be implemented in accordance with relevant national laws, regulations, the Articles, and other normative documents.	Article 43 <u>These Rules will be revised from time to time in line with the revision to relevant laws, regulations, normative documents and the Articles of Association. In case of any conflict between the provisions of these Rules and the provisions of relevant laws, regulations, normative documents and the Articles of Association, the relevant provisions of relevant laws, regulations, normative documents and the Articles of Association shall prevail.</u> Matters not covered in the Procedural Rules shall be implemented in accordance with relevant national laws, regulations, the Articles, and other normative documents.
13.	Article 44 These Rules and any amendments thereto are formulated by the Board and shall come into effect from the date of approval at a general meeting.	Article 44 <u>These Rules are annexed to the Articles of Association. These rules shall be subject to the interpretation of the Board of Directors.</u> These Rules and any amendments thereto are formulated by the Board and shall come into effect from the date of approval at a general meeting.
14.	Article 45 The Procedural Rules shall be implemented as of the date of approval by the general meeting.	Article 45 <u>These Procedural</u> Rules shall be implemented <u>from</u> the date of <u>being approved at</u> the general meeting.
15.	Article 46 These Procedural Rules shall be subject to the interpretation of the Board of Directors.	Deleted

APPENDIX IV

Comparison Table of Amendments to the Rules of Procedure for the Supervisory Committee

The Board proposed to make the following amendments to the Rules of Procedure for the Supervisory Committee (deleted texts are presented in strikethrough and additional texts are presented in underline):

No.	Original Articles	Amended Articles
1.	Article 1 In order to regulate the operation of the supervisory committee of Triumph New Energy Company Limited, the Company has formulated these Rules in accordance with the Company Law, the Articles of Association of Triumph New Energy Company Limited and relevant national laws and regulations.	Article 1 In order to regulate the operation of the supervisory committee of Triumph New Energy Company Limited* (the “Company”) , the Company has formulated these Rules in accordance with the Company Law <u>of the People’s Republic of China (the “Company Law”)</u> , the Articles of Association of Triumph New Energy Company Limited* and <u>relevant national other laws, and regulations and normative documents and the Articles of Association of Triumph New Energy Company Limited (the “Articles of Association”)</u> .
2.	Article 2 The supervisory committee shall have six (6) supervisors, among which there shall be more than two (2) independent supervisors. The supervisors may not serve for more than six (6) consecutive years. The supervisory committee has one chairman whose appointment and dismissal shall be approved by more than two thirds of the supervisors.	Article 2 The supervisory committee shall have six (6) supervisors, among which there shall be more than two (2) independent supervisors. <u>The term of office of each supervisor shall be three years, and may be re-elected or re-appointed.</u> The supervisors may not serve for more than six (6) consecutive years. The supervisory committee has one chairman whose appointment and dismissal shall be approved by more than two thirds of the supervisors.

No.	Original Articles	Amended Articles
3.	<p>Article 6 Meeting of the supervisory committee shall be held at least four (4) times each year, and a notice of the meeting shall be served on all supervisors in writing ten (10) days before the meeting is convened. If necessary, the chairman of the supervisory committee or more than half of the supervisors may propose to convene an extraordinary meeting, and a notice of the meeting shall be served on all supervisors at least one (1) working day before the meeting is convened.</p> <p>When the Company convenes a meeting of the supervisory committee to consider the Company's annual report or interim report, it shall be convened one to two working days prior to the meeting of the Board.</p> <p>The content of the notice of the supervisory committee meeting shall comply with the provisions of the Articles.</p>	<p>Article 6 Meeting of the supervisory committee shall be held at least four (4) times each year, at least once in every six months. a A notice of the meeting shall be served on all supervisors in writing ten (10) days before the meeting is convened. If necessary, the chairman of the supervisory committee or more than half of the supervisors may propose to convene an extraordinary meeting, and a notice of the meeting shall be served on all supervisors at least one (1) working day before the meeting is convened.</p> <p>When the Company convenes a meeting of the supervisory committee to consider the Company's annual report or interim report, it shall be convened one to two working days prior to the meeting of the Board.</p> <p>The content of the notice of the supervisory committee meeting shall comply with the provisions of the Articles <u>of Association.</u></p>
4.	<p>Article 7 The position of supervisors shall be taken by representative(s) of shareholders and representative(s) of employees of the Company. The supervisors who are employee representatives shall not be less than one third of the total number of supervisors.</p>	<p>Article 7 The position of supervisors shall be taken by representative(s) of shareholders and representative(s) of employees of the Company. <u>The election or replacement of any supervisor who is a representative of shareholder(s) shall be made at the general meeting.</u> The supervisors who are employee representatives shall not be less than one third of the total number of supervisors.</p>

No.	Original Articles	Amended Articles
5.	<p>Article 8 The term of office of a supervisor is three years. An employee representative sitting on the supervisory committee shall be elected and replaced by employees of the Company via democratic election. The election of supervisors by the employees of the Company via democratic election may be conducted through the employee representative meeting. A supervisor who is an employee may be elected or replaced only when more than half of the votes are cast at the employee representative meeting.</p>	<p>Article 8 The term of office of a supervisor is three years. An employee representative sitting on the supervisory committee shall be elected and replaced by employees of the Company via democratic election. The election of supervisors by the employees of the Company via democratic election may be conducted through the employee representative meeting. A supervisor who is an employee may be elected or replaced only when more than half of the votes are cast at the employee representative meeting.</p>
6.	<p>Article 9 In compliance with the provisions of Articles 57 and 58 of the Company Law, the Articles, and the relevant national laws and regulations, certain persons may not serve and concurrently serve as supervisors.</p>	<p>Article 9 In compliance with the provisions of <u>Article 117</u> Articles 57 and 58 of the Company Law, the Articles <u>of Association</u>, and the relevant national laws and regulations, certain persons may not serve and concurrently serve as supervisors.</p>
7.	<p>Article 12 If a supervisor resigns before the expiry of his/her term of office, he/she shall comply with the provisions of the Articles.</p>	<p>Article 12 If a supervisor resigns before the expiry of his/her term of office, he/she shall comply with the provisions of the Articles <u>of Association</u>.</p>
8.	<p>Article 13 A supervisor shall abide by the relevant national laws, regulations and the Articles, perform his/her duties in good faith and due diligence, and protect the rights and interests of the Company; shall not exploit his position and power in the Company to advance his own private interests, not to exploit his position to accept bribes or other illegal income or expropriate the Company's property.</p>	<p>Article 13 A supervisor shall abide by the relevant national laws, regulations and the Articles <u>of Association</u>, perform their duties in good faith and due diligence, and protect the rights and interests of the Company; shall not exploit his position and power in the Company to advance his/<u>her</u> own private interests, not to exploit his position to accept bribes or other illegal income or expropriate the Company's property.</p>

No.	Original Articles	Amended Articles
9.	<p>Article 15 The method of discussion of the supervisory committee shall be in the form of meeting and all the discussed items shall be recorded. In special circumstances, the form of fax may be adopted; however, the process of discussion shall be recorded in minutes and signed by the supervisors attending the meeting.</p>	<p>Article 15 <u>Provided that the supervisors can fully express their opinions, the meeting of the supervisory committee may be convened by ways of video, telephone, facsimile transmission or email etc., and can also be convened and resolutions passed through the combination of on-site and other means, and such resolutions shall be signed by the supervisors attending the meeting.</u> The method of discussion of the supervisory committee shall be in the form of meeting and all the discussed items shall be recorded. In special circumstances, the form of fax may be adopted; however, the process of discussion shall be recorded in minutes and signed by the supervisors attending the meeting.</p>

No.	Original Articles	Amended Articles
10.	Article 16 The voting procedure for the supervisory committee is by show of hands.	<p>Article 16 The voting procedure for the supervisory committee is by show of hands. <u>One person shall have one vote when voting on the resolution of the supervisory committee, by ways of open ballot and in writing etc..</u></p> <p><u>The voting intent of a supervisor may be for, against or abstention. Each attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any intent or makes two or more intents, the chairman of the meeting shall require the said supervisor to re-choose, otherwise the said supervisor shall be deemed as having abstained from voting; any supervisor who has left the meeting midway without coming back and has not chosen any option shall be deemed as having abstained from voting. The resolution made by the supervisory committee shall be subject to the approval by more than two thirds of the members of the supervisory committee by voting.</u></p>

No.	Original Articles	Amended Articles
11.	<p>Article 17 There shall be specific minutes book and clerk for the meeting. The supervisors and clerk attending shall sign on the meeting minutes. The supervisors shall be entitled to have an explanatory note made in the minutes regarding his/her speech at the meeting. The minutes of the meeting shall be kept by the secretary to the Board as the Company's files. The meeting minutes shall be kept no less than ten (10) years.</p>	<p>Article 17 There shall be specific minutes book and clerk for the meeting. <u>The minutes of the meeting shall include the following content:</u></p> <ol style="list-style-type: none"> <li data-bbox="874 450 1433 528"><u>(1) the session, date, venue and form of the meeting;</u> <li data-bbox="874 577 1433 656"><u>(2) the despatch of the notice of meeting;</u> <li data-bbox="874 705 1433 784"><u>(3) the convener and host of the meeting;</u> <li data-bbox="874 833 1433 866"><u>(4) the attendance of the meeting;</u> <li data-bbox="874 916 1433 1167"><u>(5) the motions considered at the meeting, key comments and opinions of supervisors on relevant issues, and the voting intent of the supervisors on the motions;</u> <li data-bbox="874 1216 1433 1375"><u>(6) the voting method and result for each motion (the voting result shall set out the specific number of for, against and abstentions);</u> <li data-bbox="874 1424 1433 1543"><u>(7) other matters that the attending supervisors deem should be recorded.</u> <p>The supervisors and clerk attending shall sign on the meeting minutes. The supervisors shall be entitled to have an explanatory note made in the minutes regarding his/her speech at the meeting. The minutes of the meeting shall be kept by the secretary to the Board as the Company's files. The meeting minutes shall be kept no less than ten (10) years.</p>

No.	Original Articles	Amended Articles
12.	Added	<p><u>Article 19</u> These Rules shall be revised from time to time in line with the revisions to relevant laws, regulations, normative documents and the Articles of Association. In case of any conflict between the provisions of these Rules and the provisions of relevant laws, administrative regulations, normative documents and the Articles of Association, the relevant provisions of relevant laws, regulations, normative documents and the Articles of Association shall prevail.</p>
13.	Added	<p><u>Article 20</u> These Rules are annexed to the Articles of Association. These rules shall be subject to the interpretation of the supervisory committee.</p>
14.	Added	<p><u>Article 21</u> These Rules shall be effective from the date of being considered and approved at the general meeting.</p>

APPENDIX V WORKING SYSTEM FOR INDEPENDENT DIRECTORS (REVISED)

Triumph New Energy Company Limited Working System for Independent Directors (Revised in April 2024)

CHAPTER I GENERAL PROVISIONS

Article 1 In order to further improve the governance structure of Triumph New Energy Company Limited (hereinafter referred to as the “**Company**”), enhance the Company’s standardized operation level, and protect the legitimate rights and interests of small and medium-sized investors, this system is formulated in accordance with relevant laws, administrative regulations, and business rules of stock exchanges, such as the Company Law of the People’s Republic of China, the Measures for the Administration of Independent Directors of Listed Companies, the Listing Rules of the Shanghai Stock Exchange, and the Self-Discipline Supervision Guidelines No. 1 for Listed Companies of the Shanghai Stock Exchange – Standardized Operation (revised in December 2023), as well as the articles of association of the Company.

Article 2 “Independent director” means a director who does not hold any position other than an independent director in the Company and has no direct or indirect interest in the Company, any of its substantial shareholders, or its actual controller, or no other relationship that may obstruct him or her from making independent and objective judgments.

An independent director shall perform his or her duties independently and shall not be influenced by the Company, any of its substantial shareholders, its actual controller, or any other entity or individual.

Article 3 An independent director shall assume duty of loyalty and duty of care to the Company and all its shareholders, and shall, in accordance with the provisions of laws, administrative regulations, rules of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), business rules of stock exchanges, and the articles of association of the Company, conscientiously perform his or her duties, play the role of participating in decision-making, conducting supervision, checks and balances, and providing professional advice in the board of directors, safeguard the overall interests of the Company, and protect the lawful rights and interests of minority shareholders.

Article 4 Independent directors shall account for not less than one-third of the members of the board of directors and shall at least include one accounting professional.

The board of directors of the Company has five special committees, including the audit (or review) committee, strategic committee, nomination committee, remuneration and review committee, and compliance committee. The audit (or review) committee is composed of independent directors only, with accounting professionals among the independent directors serving as the chairman (convener); more than half of the members in each of the nomination committee and remuneration and review committee shall be independent directors, one of whom shall serve as the chairman (convener).

CHAPTER II OFFICE QUALIFICATIONS OF INDEPENDENT DIRECTORS

Article 5 An independent director must remain independent. None of the following persons may serve as an independent director:

- (1) A person who holds a position in the Company or any of its affiliates, or his or her spouse, parents, children, or major social relations;
- (2) A natural person shareholder who directly or indirectly holds 1% or more of the shares issued by the Company or who ranks among the top 10 shareholders of the Company, or his or her spouse, parents, or children;
- (3) A person who holds a position in a shareholder entity that directly or indirectly holds 5% or more of the shares issued by the Company or that ranks among the top five shareholders of the Company, or his or her spouse, parents, or children;
- (4) A person who holds a position in an affiliate of the controlling shareholder or actual controller of the Company, or his or her spouse, parents, or children;
- (5) A person who has significant business transactions with the Company or its controlling shareholder, actual controller, or any of their respective affiliates, or a person who holds a position in an entity that has significant business transactions with the Company or in the entity of the controlling shareholder or actual controller;
- (6) A person who provides financial, legal, consulting, sponsorship, or other services to the Company, its controlling shareholder, actual controller, or any of their respective affiliates, including but not limited to all members of the project team, reviewers at all levels, persons who sign the reports, partners, directors, officers, and the primary person in charge of an intermediary that provides services;
- (7) A person who falls under any of the circumstances set forth in subparagraphs (1) through (6) in the last 12 months;

- (8) Any other person who does not work independently as prescribed by laws, administrative regulations, rules of the CSRC, business rules of the stock exchange, and the articles of association of the Company.

Independent directors shall conduct an annual self-examination of their independence and submit the self-examination result to the board of directors. The board of directors shall assess the independence of incumbent independent directors each year and issue special opinions thereon, which shall be disclosed together with the annual report.

Articles 6 To serve as an independent director, a person shall meet the following conditions:

- (1) He or she has the qualifications for serving as a director of a listed company in accordance with laws, administrative regulations, and other relevant provisions;
- (2) He or she satisfies the independence requirements as prescribed in Article 5 of this System;
- (3) He or she has basic knowledge of the operation of a listed company and is familiar with the relevant laws, regulations, and rules;
- (4) He or she has five or more years of work experience in law, accounting, economics, or other relevant fields required for performing the duties of an independent director;
- (5) He or she has good personal integrity and has no major dishonest acts or other bad records;
- (6) He or she meets other conditions prescribed by laws, administrative regulations, rules of the CSRC, business rules of stock exchanges, and the articles of association of the Company.

Article 7 In principle, an independent director may work in the capacity of independent director at up to three domestic listed companies and shall ensure that he or she has sufficient time and energy to effectively perform his or her duties as an independent director.

CHAPTER III NOMINATION, ELECTION, AND REPLACEMENT OF INDEPENDENT DIRECTORS

Article 8 The board of directors, board of supervisors, or shareholders individually or jointly holding 1% or more of the shares issued by the Company may nominate the candidates for independent directors, who shall be determined through the election at the shareholders' meeting.

An investor protection institution formed in accordance with the law may publicly request shareholders to entrust it with exercise of the right to nominate independent directors.

The nominator specified in paragraph 1 of this Article shall not nominate a person who has interest in the nominator or any other close relationship that may affect the independent performance of duties as an independent director candidate.

Article 9 The nominator of an independent director shall obtain the nominee's consent before nomination. The nominator shall be fully aware of the nominee's occupation, educational background, professional title, detailed work experience, all concurrent positions, and whether the nominee has any major dishonest act or other bad records, and give his or her opinions on whether the nominee satisfies the requirements for independence and other requirements for serving as an independent director. The nominee shall make a public statement regarding his or her compliance with the independence and other requirements for serving as an independent director.

Article 10 The nomination committee under the board of directors of the Company shall examine the nominees' office qualifications and form specific examination opinions thereon.

The Company shall, before convening a shareholders' meeting for electing independent directors, disclose relevant information in accordance with the provisions of Article 9 and the preceding paragraph, and submit the relevant materials of all independent director candidates to the stock exchange. The relevant materials submitted shall be authentic, accurate, and complete.

The stock exchange shall examine the relevant materials of independent director candidates in accordance with the relevant provisions, and is entitled to raise objections. If the stock exchange raises an objection, the Company may not submit the materials of the candidate to the shareholders' meeting for election.

Article 11 To elect two or more independent directors, a cumulative voting system shall be adopted at a shareholders' meeting of the Company. The voting by minority shareholders shall be counted separately and disclosed.

Article 12 The term of office of an independent director shall be the same as that of other directors of the Company and may be renewed upon expiration, and the consecutive terms of office shall generally not exceed six years.

Article 13 Prior to the expiry of the term of office of an independent director, the Company may remove him or her from office according to statutory procedures. If the Company removes an independent director from office before the expiration date, it shall promptly disclose the specific reasons and basis therefor. If an independent director has any objection to the removal, the Company shall disclose it in a timely manner.

Any independent director who fails to comply with the provisions of subparagraph (1) or (2) of Article 6 of this System shall immediately cease the performance of his or her duties and resign. If he or she fails to submit a resignation, the board of directors the Company shall immediately remove him or her from office in accordance with the relevant provisions as soon as it knows or should have known the fact.

If an independent director submits his or her resignation or is removed from office since he or she falls under any of the circumstances specified in the preceding paragraph, resulting in the failure of the ratio of independent directors in the board of directors or its special committees to comply with this System or the articles of association of the Company, or in a lack of accounting professionals among the independent directors, the Company shall complete the by-election within 60 days after the occurrence of the aforesaid fact.

Article 14 An independent director may submit his or her resignation before the expiry of his or her term of office. An independent director who resigns shall submit a written resignation to the board of directors, in which he or she shall explain any information related to his or her resignation or any information to which the attention of the shareholders and creditors of the Company shall be drawn in his or her opinion. The Company shall disclose the reasons for the resignation of the independent director and any matters of concern.

If the resignation of an independent director will result in the failure of the ratio of independent directors in the board of directors or its special committees to comply with the provisions of this System or the articles of association of the Company, or in a lack of accounting professionals among the independent directors, the independent director who plans to resign shall continue to perform his or her duties until the date when a new independent director is elected. The Company shall complete the by-election within 60 days after the independent director submits his or her resignation.

CHAPTER IV DUTIES AND METHODS FOR THE PERFORMANCE OF DUTIES OF INDEPENDENT DIRECTORS

Article 15 Independent directors shall perform the following duties:

- (1) Participating in the decision-making of the board of directors and offering specific opinions on the matters deliberated;
- (2) Supervising the matters on potential material conflicts of interest between the Company and its controlling shareholder, actual controller, directors, and officers specified in Articles 21, 24, 25, and 26 of this System, urging the decision-making of the board of directors in the overall interests of the Company, and protecting the lawful rights and interests of minority shareholders;
- (3) Providing professional and objective advice on the operation and development of the Company and promoting the improvement of the decision-making level of the board of directors;
- (4) Performing other duties prescribed by laws, administrative regulations, rules of the CSRC, and the articles of association of the Company.

Article 16 Independent directors may exercise the following special functions and powers:

- (1) Independently engaging intermediaries to audit, consult, or inspect specific matters of the Company;
- (2) Proposing the convening of an extraordinary general meeting to the board of directors;
- (3) Proposing the convening of a meeting of the board of directors;
- (4) Publicly soliciting shareholders' rights from shareholders in accordance with the law;
- (5) Giving independent opinions on matters that may damage the rights and interests of the Company or minority shareholders;

- (6) Exercising other functions and powers prescribed by laws, administrative regulations, rules of the CSRC, and the articles of association of the Company.

An independent director's exercise of functions and powers set forth in subparagraphs (1) through (3) of the preceding paragraph shall be subject to the consent of a majority of all independent directors.

The Company shall make a disclosure in a timely manner if an independent director exercises the functions and powers specified in paragraph 1. If an independent director is unable to exercise the aforesaid functions and powers, the Company shall disclose the specific circumstances and reasons therefor.

Article 17 Before a meeting of the board of directors is convened, an independent director may communicate with the secretary of the board of directors and inquire about, request the supplements of materials, or offer opinions and recommendations concerning the matters to be deliberated. The board of directors of the Company and relevant personnel shall conscientiously study the issues, requests, and opinions put forward by the independent director and promptly provide feedback on the implementation of amendments to the proposals and other matters to the independent director.

Article 18 An independent director shall attend a meeting of the board of directors in person. If an independent director is unable to attend a meeting in person for any reason, he or she shall review the meeting materials in advance, form specific opinions, and authorize in writing another independent director to attend the meeting on his or her behalf.

Where an independent director fails to attend two consecutive meetings of the board of directors in person and fails to entrust another independent director to attend the meeting on his or her behalf, the board of directors shall, within 30 days from the date of occurrence of such a fact, propose the convening of a shareholders' meeting to remove the independent director from office.

Article 19 When an independent director votes against or abstains from voting on a proposal of the board of directors, he or she shall explain the specific reasons and basis therefor, the legality and compliance of the matters involved in the proposal, potential risks, and the impact on the rights and interests of the Company and minority shareholders, among others. When the Company discloses the resolution of the board of directors, it shall disclose the dissenting opinions of independent directors at the same time and indicate such opinions in the resolution of the board of directors and the minutes of the meeting.

Article 20 An independent director shall pay continuous attention to the implementation of resolutions of the board of directors on the matters specified in Articles 21, 24, 25, and 26 of this System, and if the independent director finds any violation of law, administrative regulation, rules of the CSRC, business rules of the stock exchange, or the articles of association of the Company, or violation of the resolution adopted at the shareholders' meeting or the meeting of the board of directors, the independent director shall report the violation to the board of directors in a timely manner and may require the Company to make a written explanation thereon. The Company shall promptly disclose any involved matter that shall be disclosed.

If the Company fails to make an explanation or a timely disclosure in accordance with the provisions of the preceding paragraph, the independent director may report it to the CSRC and the stock exchange.

Article 21 The following matters shall be submitted to the board of directors for deliberation with the consent of a majority of all independent directors of the Company:

- (1) Affiliated transactions that shall be disclosed;
- (2) The plans of the Company and the relevant parties for the modification or waiver of their undertakings;
- (3) The decisions made and measures taken by the board of directors of the target listed company regarding the acquisition;
- (4) Other matters prescribed by laws, administrative regulations, rules of the CSRC, or the articles of association of the Company.

Article 22 The Company shall, on a periodical or unscheduled basis, convene meetings attended solely by independent directors. The matters specified in subparagraphs (1) through (3) of paragraph 1 of Article 16 and Article 21 of this System shall be deliberated at the special meetings of independent directors.

The special meetings of independent directors may study and discuss other matters of the Company if necessary.

The special meetings of independent directors shall be convened and presided over by an independent director jointly elected by a majority of the independent directors. If the convener fails to or is unable to perform his or her duties, two or more independent directors may, on their initiative, convene a meeting and elect a representative to preside over the meeting.

The Company shall facilitate and support the convening of special meetings of independent directors.

Article 23 Independent directors in the special committees of the board of directors of the Company shall perform their duties in accordance with laws, administrative regulations, rules of the CSRC, business rules of the stock exchange, and the articles of association of the Company. Independent directors shall attend the meetings of the special committees in person. An independent director who is unable to attend a meeting of the special committee in person shall review the meeting materials in advance, form specific opinions, and authorize in writing another independent director to attend the meeting on his or her behalf. If, in the course of performing his or her duties, an independent director identifies any material matter of the Company which falls within the scope of duties of a special committee, he or she may promptly request the special committee to conduct discussion and deliberation under the relevant procedures.

Article 24 The audit committee of the board of directors of the Company shall be responsible for reviewing the financial information of the Company and the disclosure thereof and supervising and assessing the internal and external audits and internal control. The following matters shall be submitted to the board of directors for deliberation with the approval of a majority of all members of the audit committee:

- (1) Disclosing financial accounting reports, financial information in periodical reports, and internal control evaluation reports;
- (2) Hiring or dismissing the accounting firm providing audit services for the Company;
- (3) Hiring or dismissing the person in charge of financial affairs of the Company;
- (4) Modifying accounting policies or accounting estimates, or correcting material accounting errors due to reasons other than changes in accounting standards;
- (5) Other matters prescribed by laws, administrative regulations, rules of the CSRC, or the articles of association of the Company.

The audit committee shall convene at least one meeting every quarter. A special meeting may be convened when it is proposed by two or more members, or when the convener deems it necessary. The meeting of the audit committee may not be convened unless two-thirds or more of its members are present.

Article 25 The nomination committee of the board of directors of the Company shall be responsible for developing the standards and procedures for the selection of directors and officers, selecting and reviewing the candidates for directors and officers and their office qualifications, and offering recommendations on the following matters to the board of directors:

- (1) The nomination, appointment, and removal of directors;
- (2) The appointment or dismissal of officers;
- (3) Other matters prescribed by laws, administrative regulations, rules of the CSRC, or the articles of association of the Company.

If the board of directors fails to adopt or fully adopt the recommendations of the nomination committee, it shall record the opinions of the nomination committee and the specific reasons for its non-adoption in the resolution of the board of directors and disclose them.

Article 26 The remuneration and assessment committee of the board of directors of the Company shall be responsible for developing the assessment criteria for directors and officers, conducting assessments, developing and examining the remuneration policies and plans for directors and officers, and offering recommendations on the following matters to the board of directors:

- (1) The remunerations of directors and officers;
- (2) The development or modification of the equity incentive plan or employee stock ownership plan, and the satisfaction of the conditions for granting equity to and exercising equity by incentive recipients;
- (3) The stock ownership plan made by directors or officers in the relevant subsidiary to be spun off;
- (4) Other matters prescribed by laws, administrative regulations, rules of the CSRC, and the articles of association of the Company.

If the board of directors fails to adopt or fully adopt the recommendations of the remuneration and assessment committee, it shall record the opinions of the remuneration and assessment committee and the specific reasons for its non-adoption in the resolution of the board of directors and disclose them.

Article 27 An independent director shall work on-site at the Company for not less than 15 days each year.

In addition to attending shareholders' meetings, meetings of the board of directors and its special committees, and special meetings of independent directors, independent directors may perform their duties by various means such as obtaining information on the operation of the Company on a periodical basis, hearing the reports of the management, communicating with the person in charge of the internal audit body, the accounting firm providing audit services for the Company, and other intermediaries, conducting field visits, and communicating with minority shareholders.

Article 28 The minutes of the meeting of the board of directors and its special committees or the special meeting of independent directors shall be made in accordance with the relevant provisions, in which the opinions of independent directors shall be indicated. Independent directors shall sign the meeting minutes for confirmation.

Independent directors shall prepare work records indicating detailed information on the performance of their duties. The work records include the information obtained in the process of an independent director's performance of his or her duties, relevant meeting minutes, and records of communication with the personnel of the Company and intermediaries. An independent director may require the secretary of the board of directors and other relevant personnel to confirm the important information in work records by signature, and the Company and relevant personnel shall cooperate.

The work records of an independent director and the information provided by the Company to the independent director shall be preserved for at least ten years.

Article 29 The Company shall improve the mechanism for communication between independent directors and minority shareholders. Independent directors may verify the issues raised by investors with the Company in a timely manner.

Article 30 An independent director shall submit annual work reports to the annual shareholders' meeting of the Company, in which he or she shall make an explanation of the performance of his or her duties. The annual work report of an independent director shall be disclosed no later than the time when the listed company issues a notice on the annual general meeting., and the annual work report shall cover:

- (1) the methods and times of attending the meetings of the board of directors, voting results, and the times of attending the shareholders' meetings;
- (2) participation in the work of the special committees under the board of directors and special meetings of independent directors;
- (3) deliberation on the matters specified in Articles 21, 24, 25, and 26 of this System and exercise of the special functions and powers of independent directors specified in paragraph 1 of Article 16 of this System;
- (4) major matters, methods, and results of communication with the internal audit body and the accounting firm providing audit services for the Company regarding the financial and business status of the Company;
- (5) communication with minority shareholders;
- (6) information such as the time and content of on-site work at the Company;
- (7) other information on the performance of his or her duties.

Article 31 An independent director shall continuously strengthen his or her study of securities laws, regulations, and rules, and continuously improve his or her ability to perform his or her duties.

CHAPTER V GUARANTEE FOR THE PERFORMANCE OF DUTIES OF INDEPENDENT DIRECTORS

Article 32 The Company shall ensure that independent directors enjoy the equal right to know as other directors. To ensure that independent directors can effectively exercise their functions and powers, the Company shall regularly send circulars on its operation to independent directors, provide relevant materials to independent directors, and organize or cooperate with them in on-site investigations and other work.

Before the deliberation of any significant or complicated matter by the board of directors, the Company may organize its independent directors to participate in the research and argumentation, among others, of the matter, fully listen to the opinions of independent directors, and promptly give feedback on the adoption of their opinions to independent directors.

Article 33 The Company shall promptly send a notice on convening the meeting of the board of directors to independent directors, provide relevant meeting materials to them within the time limit prescribed by laws, administrative regulations, rules of the CSRC, or the articles of association of the Company, and provide effective communication channels to the independent directors. If a meeting is convened by a special committee of the board of directors, the Company shall, in principle, provide relevant materials and information no later than three days before the meeting of the special committee is convened. The Company shall keep the aforesaid meeting materials for at least ten years.

If two or more independent directors deem that the meeting materials are incomplete, insufficiently demonstrated, or not provided in a timely manner, they may submit to the board of directors a written request to postpone the meeting or the deliberation on the related matter, which shall be subject to the approval of the board of directors.

In principle, the board of directors or the special committee shall convene in-person meetings. On the premise that all the directors attending the meeting can fully communicate with each other and express their opinions, the meeting may be convened by video, telephone, or other means under the relevant procedures, if necessary.

Article 34 The Company shall provide its independent directors with necessary working conditions and personnel support for their performance of duties, and designate special departments and personnel, such as the office of the board of directors and the secretary of the board of directors, to assist independent directors in performing their duties.

The secretary of the board of directors shall ensure smooth communication between independent directors and other directors, officers, and other relevant personnel, and ensure that independent directors have access to sufficient resources and necessary professional opinions in the performance of their duties.

Article 35 Where an independent director exercises his or her functions and powers, the directors, officers, and other relevant personnel of the Company shall cooperate with him or her, and may not refuse to do so or obstruct him or her, conceal any relevant information, or interfere with his or her independent exercise of functions and powers.

Where an independent director is obstructed in his or her lawful exercise of functions and powers, he or she may explain the circumstance to the board of directors, require directors, officers, and other relevant personnel to cooperate, and record the specific circumstances of the obstruction and the resolution thereof in his or her work records. If the obstruction fails to be eliminated, he or she may report it to the CSRC and the stock exchange.

A listed company shall promptly disclose the information that shall be disclosed and is involved in the performance of duties by an independent director. If the listed company fails to do so, the independent director may directly apply for the disclosure or report it to the CSRC and the stock exchange.

Article 36 The Company shall bear the expenses needed by its independent directors for engaging professional institutions and exercising other functions and powers.

Article 37 The Company shall provide independent directors with appropriate allowances commensurate with their duties. A plan for the rates of allowances shall be made by the board of directors, deliberated and adopted at the shareholders' meeting, and disclosed in the annual report of the Company.

Except for the aforesaid allowances, an independent director may not obtain any other benefit from the Company, any of its principal shareholders, or any entity or person that has interest in the Company.

Article 38 The Company may establish a liability insurance system for independent directors to reduce the risks that may be incurred in the normal performance of duties by its independent directors.

CHAPTER VI SUPPLEMENTAL PROVISIONS

Article 39 Matters not covered in this System or conflicting with current laws, administrative regulations, normative documents, and the articles of association of the Company shall be implemented in accordance with relevant laws, administrative regulations, normative documents, and the articles of association of the Company.

Article 40 This System shall be interpreted and revised by the board of directors, and shall come into effect from the date of approval by the board of directors.