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

If you have sold or transferred all your shares in China Tourism Group Duty Free Corporation Limited, you should at once hand this circular and the form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



China Tourism Group Duty Free Corporation Limited
中國旅遊集團中免股份有限公司

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

(stock code: 1880)

- (1) WORK REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY
FOR THE YEAR 2023;**
 - (2) WORK REPORT OF THE SUPERVISORY BOARD OF THE COMPANY
FOR THE YEAR 2023;**
 - (3) FINAL FINANCIAL REPORT OF THE COMPANY FOR THE YEAR 2023;**
 - (4) 2023 ANNUAL REPORT OF THE COMPANY;**
 - (5) PROFIT DISTRIBUTION PROPOSAL OF THE COMPANY
FOR THE YEAR 2023;**
 - (6) REMUNERATION OF DIRECTORS OF THE COMPANY
FOR THE YEAR 2023;**
 - (7) PROPOSED RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2024;**
 - (8) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
OF THE FIFTH SESSION OF THE BOARD;**
 - (9) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
 - (10) PROPOSED AMENDMENTS TO THE GOVERNANCE RULES;**
- AND**
- (11) NOTICE OF ANNUAL GENERAL MEETING**

All capitalized terms used in this circular have the meanings set out in the section headed "Definitions" in this circular. A letter from the Board is set out on pages 3 to 13 of this circular.

The AGM will be held at 2 p.m. on Thursday, May 23, 2024 at conference hall of Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing. The notice convening the AGM is set out on pages AGM-1 to AGM-3 of this circular.

A form of proxy for use at the AGM was despatched on Tuesday, April 30, 2024, and published on the website of the HKEX (www.hkexnews.hk) and the website of the Company (www.ctgdutyfree.com.cn). If you intend to appoint a proxy to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

April 30, 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions have the following meanings:

“A Share(s)”	domestic share(s) issued by the Company, with a nominal value of RMB1.00 each, which is/are listed on the Shanghai Stock Exchange and traded in RMB
“AGM”	the 2023 annual general meeting of the Company to be held at 2 p.m. on Thursday, May 23, 2024 at conference hall of Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“CDFG”	China Duty Free Group Co., Ltd. (中國免稅品(集團)有限責任公司)
“Company”	China Tourism Group Duty Free Corporation Limited (中國旅遊集團中免股份有限公司), a joint stock company incorporated in the PRC with limited liability whose A Shares are listed on the Shanghai Stock Exchange (stock code: 601888) and H Shares are listed on the Hong Kong Stock Exchange (stock code: 1880)
“Company Law”	Company Law of the People’s Republic of China
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each, which is/are listed on the Hong Kong Stock Exchange and overseas listed foreign share(s) traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Share(s)

DEFINITIONS

“HKEX”	Hong Kong Exchanges and Clearing Limited
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Shareholders”	the shareholders of the Company other than China Tourism Group Co., Ltd. and its associates
“Latest Practicable Date”	April 25, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Listing”	the listing of the H Shares of the Company on the Main Board of the Hong Kong Stock Exchange
“Nomination Committee”	the nomination committee of the Board of the Company
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	comprising A Share(s) and H Share(s)
“Shareholder(s)”	shareholder(s) of the Company, including holder(s) of A Share(s) and holder(s) of H Share(s)
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Board”	the board of Supervisor(s) of the Company
“%”	percentage

LETTER FROM THE BOARD



China Tourism Group Duty Free Corporation Limited 中國旅遊集團中免股份有限公司

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

(stock code: 1880)

Executive Directors:

WANG Xuan
CHEN Guoqiang

Independent Non-executive Directors:

GE Ming
WANG Ying
WANG Qiang

Registered Office:

8/F, Building A
No. A2 Dongzhimenwai Xiaojie
Dongcheng District

Beijing
PRC

Principal Place of Business in Hong Kong:

16/F, Everbright Centre
108 Gloucester Road
Wanchai
Hong Kong

To the Shareholders

Dear Sir or Madam,

- (1) WORK REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE YEAR 2023;**
- (2) WORK REPORT OF THE SUPERVISORY BOARD OF THE COMPANY FOR THE YEAR 2023;**
- (3) FINAL FINANCIAL REPORT OF THE COMPANY FOR THE YEAR 2023;**
- (4) 2023 ANNUAL REPORT OF THE COMPANY;**
- (5) PROFIT DISTRIBUTION PROPOSAL OF THE COMPANY FOR THE YEAR 2023;**
- (6) REMUNERATION OF DIRECTORS OF THE COMPANY FOR THE YEAR 2023;**
- (7) PROPOSED RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2024;**
- (8) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR OF THE FIFTH SESSION OF THE BOARD;**
- (9) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (10) PROPOSED AMENDMENTS TO THE GOVERNANCE RULES;**
- AND**
- (11) NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information of certain resolutions to be considered at the AGM and set out the notice of the AGM, and to provide you with all information necessary to enable you to make an informed decision to vote on the proposed resolutions at the AGM.

LETTER FROM THE BOARD

(1) Work Report of the Board of Directors of the Company for the Year 2023

An ordinary resolution will be proposed at the AGM to consider and approve the Work Report of the Board of Directors of the Company for the year 2023. Such report has been considered and approved at the ninth meeting of the fifth session of the Board of the Company, full text of which is set out in Appendix I to this circular.

(2) Work Report of the Supervisory Board of the Company for the Year 2023

An ordinary resolution will be proposed at the AGM to consider and approve the Work Report of the Supervisory Board of the Company for the year 2023. Such report has been considered and approved at the fourth meeting of the fifth session of the Supervisory Board of the Company, full text of which is set out in Appendix II to this circular.

(3) Final Financial Report of the Company for the Year 2023

An ordinary resolution will be proposed at the AGM to consider and approve the Final Financial Report of the Company for the Year 2023. Such report has been considered and approved at the ninth meeting of the fifth session of the Board of the Company, full text of which is set out in Appendix III to this circular.

(4) 2023 Annual Report of the Company

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Annual Report of the Company. Such report has been considered and approved at the ninth meeting of the fifth session of the Board of the Company, and has been published on the website of the HKEX at www.hkexnews.hk and the website of the Company at www.ctgdutyfree.com.cn on April 11, 2024.

(5) Profit Distribution Proposal of the Company for the Year 2023

An ordinary resolution will be proposed at the AGM to consider and approve the Profit Distribution Proposal of the Company for the Year 2023, details as follows:

Upon audit, as of December 31, 2023, the undistributed profit of the Company as of the end of the period was RMB5,308.5038 million. The Company proposed, on the basis of the total share capital registered on the equity registration date for the implementation of equity distribution, to distribute cash dividends of RMB1.65 (tax included) per Share to all Shareholders, amounting to an aggregate RMB3,413.6174 million (tax included) of cash dividend to be distributed (accounting for 50.85% of the net profit attributable to the Shareholders of the listed company in 2023), with the remaining undistributed profit being carried forward to the next year.

The aforesaid cash dividend is denominated and announced in RMB, paid to A Shareholders in RMB, and paid to H Shareholders in Hong Kong dollars. The actual amount distributed in Hong Kong dollars shall be calculated based on the average benchmark exchange rate of RMB against Hong Kong dollars published by the People's Bank of China in the five working days prior to the date of the AGM.

LETTER FROM THE BOARD

The proposal has been considered and approved at the ninth meeting of the fifth session of the Board of the Company. If this proposal is approved at the AGM, the Company shall separately announce the arrangements in relation to the distribution of final dividend, including the record date for dividend distribution and the date of closure of register of members.

Tax relief and exemption of dividend income of holders of listed securities

A Shareholders

(1) Individual Investors and Securities Investment Funds

Pursuant to the provisions of the Notice on Issues Concerning the Implementation of Differentiated Individual Income Tax Policies on Dividends and Bonuses of Listed Companies (Cai Shui [2012] No. 85) 《關於實施上市公司股息紅利差別化個人所得稅政策有關問題的通知》(財稅[2012]85號) and the Notice on Issues Concerning the Differentiated Individual Income Tax Policies on Dividends and Bonuses of Listed Companies (Cai Shui [2015] No. 101) 《關於上市公司股息紅利差別化個人所得稅政策有關問題的通知》(財稅[2015]101號) issued by the Ministry of Finance (財政部), the State Administration of Taxation (國家稅務總局) and the China Securities Regulatory Commission (中國證監會), for dividends and bonuses received by investors from listed companies, from the date when the investors obtain the shares of the companies to the record date, if the holding period exceeds one year, the individual income tax shall be temporarily exempted. If the holding period does not exceed one year (including one year), the listed companies shall not withhold and pay the individual income tax for the time being, and shall make the following adjustments when the investors transfer the shares in accordance with the requirements of the above notices: if the holding period is within one month (inclusive), the full amount of the dividends and bonuses shall be included in the taxable income and the actual tax liabilities shall be 20%; if the holding period is more than one month but less than one year (inclusive), 50% of the dividends and bonuses shall be included in the taxable income and the actual tax liabilities shall be 10%.

(2) Qualified Foreign Institutional Investors (QFII) Shareholders

For Qualified Foreign Institutional Investors (QFII), according to the Notice of the State Administration of Taxation on the Issues Concerning Withholding and Payment of Enterprise Income Tax on the Dividends, Bonuses and Interests Paid by Chinese Resident Enterprises to QFII (Guo Shui Han [2009] No. 47) 《國家稅務總局關於中國居民企業向QFII支付股息、紅利、利息代扣代繳企業所得稅有關問題的通知》(國稅函[2009]47號), listed companies shall withhold and pay enterprise income tax at a rate of 10%. QFII shareholders who wish to enjoy tax benefits under tax treaties (arrangements) for the dividend or bonus income received may apply to the competent tax authorities for tax rebates in accordance with the relevant regulations after receiving such dividends or bonuses.

LETTER FROM THE BOARD

(3) Shanghai-Hong Kong Stock Connect Investors

According to the Notice of the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on the Tax Policies Related to the Pilot Programme of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) 《財政部國家稅務總局證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號), for dividend and bonus income received by investors (including enterprises and individuals) in the Hong Kong market from investing in A shares listed on the SSE, before Hong Kong Securities Clearing Company Limited is able to provide the identity, holding period and other detailed information of the investors to China Securities Depository and Clearing Corporation Limited, the differentiated tax policies based on the holding period of shares shall not be implemented for the time being. Listed companies shall withhold income tax at the rate of 10% and make withholding declaration to their competent tax authorities. For Hong Kong investors who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend and bonus tax rate of lower than 10%, such enterprises and individuals may apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the competent tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty shall be refunded.

(4) Other Institutional Investors and Corporate Shareholders

The Company shall not withhold the enterprise income tax, and the taxpayer shall make its own judgment as to whether it should pay the local enterprise income tax in accordance with the provisions of the tax law.

H Shareholders

(1) Individual Investors

Pursuant to the Notice of the State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) 《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號), dividend and bonus income received by overseas resident individual shareholders from the issuance of shares in Hong Kong by domestic non-foreign invested enterprises shall be subject to the payment of individual income tax according to the item of “interest, dividend and bonus income”, which shall be withheld by the withholding agents according to the law. The overseas resident individual shareholders who hold the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties signed between the countries where they reside and the PRC and the tax arrangements between the Mainland China and Hong Kong (Macau SAR). The relevant dividend tax rate under the relevant tax treaties and tax arrangements is generally 10%. For the purpose of simplifying tax administration,

LETTER FROM THE BOARD

domestic non-foreign invested enterprises issuing shares in Hong Kong may, when distributing dividends and bonuses, generally withhold individual income tax at the rate of 10%, and are not obligated to file an application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for residents from countries under treaties to be entitled to tax rates lower than 10%, in accordance with the Administrative Measures for Non-resident Taxpayers to Enjoy Treatments under Tax Treaties (Announcement of the State Administration of Taxation [2019] No. 35) 《非居民納稅人享受協定待遇管理辦法》(國家稅務總局公告2019年第35號), if the individual H shareholders are residents from countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate lower than 10%, such individual H shareholders shall voluntarily submit statements to the companies in order to enjoy the agreed treatment, and keep relevant materials for inspection. If the information provided is complete, the companies shall withhold the tax in accordance with the provisions of the PRC tax laws and treaties; (2) for residents of countries which have entered into tax treaties with the PRC stipulating a tax rate of more than 10% but less than 20%, the withholding agents shall withhold the individual income tax at the agreed effective tax rate when distributing dividends and bonuses, and are not obligated to file an application for approval; (3) for residents of countries without tax treaties or under other circumstances, the withholding agents shall withhold the individual income tax at a rate of 20% when distributing dividends and bonuses.

Pursuant to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (Guo Shui Han [2006] No. 884) 《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》(國稅函[2006]884號) signed on August 21, 2006, the PRC government may impose tax on dividends payable by a PRC company to a Hong Kong resident, but such tax shall not exceed 10% of the gross amount of dividends payable, and in the case where a Hong Kong resident holds at least 25% of the equity interests in the PRC company, such tax shall not exceed 5% of the gross amount of dividends payable by the PRC company.

Pursuant to the Notice of the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission on the Tax Policies Related to the Pilot Programme of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) and the Notice on the Tax Policies Related to the Pilot Programme of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號), for dividends and bonuses received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the H-share companies shall withhold individual income tax at the rate of 20%.

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(2) Enterprises

Pursuant to the Enterprise Income Tax Law of the People's Republic of China 《中華人民共和國企業所得稅法》 and the Implementation Rules of the Enterprise Income Tax Law of the People's Republic of China 《中華人民共和國企業所得稅法實施條例》 effective on January 1, 2008, a non-resident enterprise that does not have an establishment or place of business in the PRC, or has an establishment or place of business in the PRC but the dividends and bonuses received have no actual connection with such establishment or place of business, shall pay enterprise income tax at the rate of 10% on its PRC-sourced income. Such withholding tax may be reduced pursuant to an applicable double taxation avoidance treaty. Any H Shares registered under the names of non-individual Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organizations and groups are deemed to be held by non-resident enterprise Shareholders. The Company will distribute the final dividend to such non-individual Shareholders after withholding the enterprise income tax at a rate of 10%.

Pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding and Paying the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) 《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號), a PRC resident enterprise, when distributing dividends for 2008 and for the years thereafter to H shareholders who are overseas non-resident enterprises, shall withhold and pay enterprise income tax at a uniform rate of 10%.

For dividends and bonuses received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, individual income tax shall be levied in accordance with the Notice of the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission on the Tax Policies Related to the Pilot Programme of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) and the Notice on the Tax Policies Related to the Pilot Programme of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127). For dividend and bonus income received by domestic enterprise investors from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the H-share companies shall not withhold income tax on dividends and bonuses, and the enterprises shall report and pay the income tax themselves.

For the non-resident enterprise Shareholders of the Company, pursuant to the provisions of the Enterprise Income Tax Law of the People's Republic of China amended in 2018 and the Implementation Rules of the Enterprise Income Tax Law of the People's Republic of China amended in 2019 (hereinafter collectively referred to as the “**Enterprise Income Tax Law**” 《企業所得稅法》) and other relevant laws and regulations, from January 1, 2008, where a PRC domestic enterprise distributes dividends

LETTER FROM THE BOARD

to non-resident enterprise shareholders (i.e. legal person shareholders) for accounting periods beginning on January 1, 2008, the enterprise income tax shall be withheld and paid by the payer as the withholding agent. Therefore, the Company is required to withhold and pay 10% enterprise income tax when it distributes the 2023 final dividend to non-resident enterprise holders of H Shares whose names appear on the register of members of the Company on the record date. In respect of all H Shareholders whose names appear on the H Share register of members as at the record date who are not registered as individuals (including HKSCC Nominees Limited, other corporate nominees or trustees, and other entities or organizations, which are all considered as non-resident enterprise shareholders), the Company shall distribute the 2023 final dividend after deducting 10% income tax.

Shareholders shall pay relevant taxes and/or enjoy tax relief in accordance with the above provisions.

(6) Remuneration of Directors of the Company for the Year 2023

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration of Directors for the year 2023. Such proposal has been considered and approved at the ninth meeting of the fifth session of the Board of the Company, details of which are as follows:

The executive Directors who hold positions in Shareholder entities shall not receive remuneration from the Company. The executive Directors (including the chairman of the Board and the vice chairman of the Board) who hold positions in the Company shall receive corresponding remuneration in accordance with the Company's remuneration management system based on their specific positions in the Company.

The remuneration of independent non-executive Directors consists of annual basic remuneration and meeting allowance. The specific standards are as follows:

1. Basic remuneration: RMB180,000 per year for independent non-executive Directors (chairman of the Board committees) and RMB150,000 per year for other independent non-executive Directors;
2. Meeting allowance: RMB3,000 per Board meeting; RMB2,000 per Board committee meeting.

The remuneration of Directors of the Company for the year 2023 has been set out in the 2023 annual report, and may be accessed on the website of the HKEX (www.hkexnews.hk) and the website of the Company (www.ctgdutyfree.com.cn).

LETTER FROM THE BOARD

(7) Proposed Re-appointment of Auditors for the Year 2024

In 2023, Ernst & Young Hua Ming LLP (“**EY Hua Ming**”) and Ernst & Young (“**EY Hong Kong**”) completed the financial reporting and internal control audits of the Company well in accordance with the independent, objective and fair practice standards.

In order to ensure the continuity of the Company’s annual audit work, and taking into account the quality, professional competence, investor protection ability, independence and integrity of the previous audit work of EY Hua Ming and EY Hong Kong, the Company proposes to re-appoint EY Hua Ming and EY Hong Kong as the domestic and international financial reporting auditors of the Company for 2024, respectively, and re-appoint EY Hua Ming as the internal control auditor of the Company for 2024.

(i) An ordinary resolution to consider and approve the proposed re-appointment of the financial reporting auditors for the year 2024; and (ii) an ordinary resolution to consider and approve the proposed re-appointment of the internal control auditor for the year 2024 will be proposed at the AGM. Such proposals have been considered and approved at the ninth meeting of the fifth session of the Board of the Company.

(8) Proposed Appointment of Executive Director of the Fifth Session of the Board

Reference is made to the announcement of the Company dated April 2, 2024 in relation to, among other things, the proposed appointment of executive Director. An ordinary resolution will be proposed at the AGM to consider and approve the proposed appointment of executive Director of the fifth session of the Board.

As nominated by China Tourism Group Co., Ltd., the controlling Shareholder of the Company, and with the approval by the Nomination Committee of the Board, the Board proposed at the tenth meeting of the fifth session of the Board to appoint Mr. CHANG Zhujun as an executive Director of the fifth session of the Board, with a term commencing from the date of the approval at the AGM until the date of expiration of the fifth session of the Board.

Biography details of Mr. CHANG Zhujun are set out in Appendix IV to this circular.

In proposing the nomination of Director, the Board has followed the Board Diversity Policy and taken into account various factors, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience, etc., so as to achieve diversity of the Board.

LETTER FROM THE BOARD

(9) Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Company dated April 23, 2024 in relation to, among other things, the proposed amendments to the Articles of Association.

In order to further improve corporate governance and promote the standardized operation of the Company, the Company proposes to amend the relevant articles of the Articles of Association in accordance with the provisions of the Company Law, the Guidelines for the Articles of Association of Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, the Guideline No. 3 for the Regulation of Listed Companies – Cash Dividends of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and the Hong Kong Listing Rules, after taking into consideration the abolition of the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies and the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas as well as the actual circumstances of the Company. Details of the specific proposed amendments are set out in Appendix V to this circular.

A special resolution will be proposed at the AGM to consider and approve the proposed amendments to the Articles of Association. Such proposal has been considered and approved at the 11th meeting of the fifth session of the Board of the Company.

The proposed amendments to the Articles of Association were prepared in Chinese, and the English translation is for reference only. In the event of any inconsistency between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

(10) Proposed Amendments to the Governance Rules

The Company proposes to amend the relevant articles of the Rules of Procedure for General Meetings of the Company, the Rules of Procedure for the Board of Directors of the Company, the Rules of Independent Directors of the Company, and the Rules of Investor Relations Management of the Company (collectively, the “**Proposed Amendments to the Governance Rules**”) in accordance with the provisions of the Guidelines for the Articles of Association of Listed Companies, the Rules for General Meetings of Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, the Guidelines on Relations between Listed Companies and Investors, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Self-regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Standardized Operations, the Hong Kong Listing Rules and other relevant laws and regulations as well as the Articles of Association after taking into consideration the actual circumstances of the Company. Details of the specific proposed amendments are set out in Appendices VI to IX to this circular.

LETTER FROM THE BOARD

(i) A special resolution will be proposed to consider and approve the proposed amendments to the Rules of Procedure for General Meetings of the Company; (ii) a special resolution will be proposed to consider and approve the proposed amendments to the Rules of Procedure for the Board of Directors of the Company; (iii) an ordinary resolution will be proposed to consider and approve the proposed amendments to the Rules of Independent Directors of the Company; and (iv) an ordinary resolution will be proposed to consider and approve the proposed amendments to the Rules of Investor Relations Management of the Company at the AGM. Such proposals have been considered and approved at the eighth and 11th meetings of the fifth session of the Board of the Company.

The Proposed Amendments to the Governance Rules were prepared in Chinese, and the English translation is for reference only. In the event of any inconsistency between the English translation and the Chinese version of the Proposed Amendments to the Governance Rules, the Chinese version shall prevail.

II. AGM

The AGM will be held at 2 p.m. on Thursday, May 23, 2024 at conference hall of Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing. The notice of the AGM and the form of proxy for use at the AGM were published on the website of the HKEX (www.hkexnews.hk) and the website of the Company (www.ctgdutyfree.com.cn) on Tuesday, April 30, 2024.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder has a material interest in any resolutions to be proposed at the AGM and is required to abstain from voting at the AGM.

If the Shareholders intend to appoint a proxy to attend the AGM, they are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM (i.e. 2 p.m. on Wednesday, May 22, 2024). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

III. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from Monday, May 20, 2024 to Thursday, May 23, 2024 (both days inclusive), during which period no transfer of H Shares of the Company will be effected. Holders of H Shares of the Company whose names appear on register of members of the Company on Monday, May 20, 2024 are entitled to attend the AGM. In order to qualify for attending and voting at the AGM, holders of H Shares of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, May 17, 2024.

LETTER FROM THE BOARD

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all resolutions proposed at the AGM will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The poll results will be announced by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

V. RESPONSIBILITY STATEMENT

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

VI. RECOMMENDATION

The Directors consider that all resolutions set out in the notice of the AGM are fair, reasonable, and in the best interest of the Company and its Shareholders as a whole.

Therefore, the Board recommends the Independent Shareholders to vote in favor of all the resolutions to be proposed at the AGM.

By order of the Board
**China Tourism Group Duty Free
Corporation Limited**
Mr. WANG Xuan
Chairman of the Board

April 30, 2024

Dear Shareholders and Shareholders' Representatives,

2023 was the first year to comprehensively implement the spirit of the 20th National Congress of the Communist Party of China. It was also a pivotal year for advancing the implementation of the “14th Five-Year Plan”, building upon past achievements and paving the way for the future. During the Reporting Period, the Board has strictly complied with the Company Law, the Securities Law, the Governance Guidelines for Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies and other laws and regulations as well as the Articles of Association and the Rules of Procedure for the Board of Directors of the Company, earnestly performed the functions and duties of the Board, fully played the role of “setting strategies, making decisions and preventing risks”, continuously strengthened the construction of the Board, and solidly promoted the implementation of various resolutions of the Board, thus effectively safeguarding the legitimate rights and interests of the Company and all Shareholders. The work report of the Board for the year 2023 is as follows:

I. REVIEW OF OPERATION IN 2023

In 2023, in the face of a complex and ever-changing market environment, the Company closely focused on the established development strategy and operating goals, further advanced reform, innovation and management improvement, strengthened reforms in key areas such as market, marketing and supply chain, continued to focus on the duty-free principal business, optimized domestic and overseas business layout, and achieved simultaneous improvement in operational benefits, operational efficiency and management quality. In 2023, the Company achieved operating revenue of RMB67,540 million, representing a year-on-year increase of 24.08%; gross profit of RMB8,646 million, representing a year-on-year increase of 13.50%; and net profit attributable to shareholders of the listed company of RMB6,714 million, representing a year-on-year increase of 33.46%.

II. WORK OF THE BOARD FOR 2023

(I) Key Work of the Board

1. Strengthening strategic management with all-round support for the Board to “set strategies” scientifically

During the Reporting Period, the Board persisted in driving initiatives from the top level and planning and deploying at the strategic level, strengthened strategic guidance, timely tracked changes in the internal and external environment of the Company, and continued to build a world-class travel retail operator with global competitiveness and influence. In 2023, the Company continued to promote business layout optimization and structural adjustment, paid close attention to key markets and major projects, and further advanced reform, innovation and management improvement of the Company. Continuous breakthroughs have been made in building core capabilities in terms of planning and construction, retail operations,

investment and procurement, supply chain management, informatization and digitalization, marketing, etc. In August 2023, according to the “The world’s leading travel retailers in profile” released by The Moodie Davitt Report, an authoritative media organization in the global travel retail industry, the Company was named the world’s largest travel retailer for the third consecutive year. As of the end of the Reporting Period, the Company had established long-term and stable cooperative relationships with more than 1,400 world-renowned brands, and the number of cdf members exceeded 32 million.

2. Strictly adhering to standardized operations with multiple measures to promote precise “decision-making” by the Board

During the Reporting Period, the Board adhered to strategic orientation, highlighted scientific decision-making, standardized decision-making, precise decision-making, and efficient decision-making, continued to improve corporate governance effectiveness, and promoted the Company to achieve high-quality development. **Firstly, the Board optimized its structure.** During the Reporting Period, the Company successfully completed the election of the new session of Board, strictly ensured the standardization of Director nomination procedures and the independence of independent Director candidates, and scientifically configured the composition of the Board in terms of profession and gender diversity, striving to create a professional and diversified board of directors for the strategic positioning of a world-class travel retail operator. **Secondly, the Board improved the construction of institutional systems.** During the Reporting Period, the Board thoroughly implemented the new policies and new requirements of domestic and overseas regulatory agencies for standardized governance and high-quality development of listed companies, and completed the amendments to several important systems such as the Articles of Association, the Investment Management Measures, the Compliance Management Measures, and the Labor Cost Management Measures, which constantly consolidated the foundation of systems and provided systematic institutional support for standardized governance of the Company. **Thirdly, the Board standardized its operation.** During the Reporting Period, for major operational and management matters submitted to the Board for decision-making, the Company strictly implemented the Party Committee’s preliminary research and discussion procedures, giving full play to the Party Committee’s leading role in supervising the Company’s direction of development, monitoring the whole picture and ensuring implementation; strictly implemented the review and control procedures of the special committees under the Board, focusing on the supervision of potential major conflicts of interest with the controlling shareholder, Directors, and senior management; and strictly implemented the procedures for supervising the execution of decisions by the Board, focusing on daily tracking and supervision, standardizing the implementation of closed-loop management, and reporting the execution in a timely manner. **Fourthly, the Board improved the communication mechanism.** During the Reporting Period, the Company maintained smooth and effective communication with the independent Directors and fully respected their opinions and suggestions. For very significant or complex proposals, the Company reported to the independent Directors in advance to facilitate consensus. In the meantime, leveraging their respective professional advantages and management experience, the independent Directors actively and effectively improved the

efficiency and quality of decision-making of the Board through special reporting meetings of independent Directors, special Board meetings and special committee meetings, participating in proposal deliberation in advance, and fully discussing and communicating with the management.

3. *Focusing on key areas to deepen the support to the Board for “preventing risks”*

During the Reporting Period, the Board thoroughly implemented various requirements on strengthening risk management, promoted the establishment of a better and more comprehensive risk management system and operating mechanism, and effectively identified and responded to various risks, so that the Company achieved continuous improvement in internal control, risk prevention and compliance management. **Firstly, the Board strengthened risk prevention awareness.** When considering business expansion, major investments and other issues, the Board always regarded “preventing risks” as an important protection barrier for setting strategies and making decisions. The independent Directors also provided professional opinions from different perspectives to make the deliberation of proposals more scientific, the market analysis more comprehensive, and the risk analysis much deeper. **Secondly, the Board promoted the improvement of system and mechanism construction.** During the Reporting Period, the Board urged the management to continue to pay attention to risk matters. By amending the Compliance Management Measures, the compliance management committee was established to form a team of compliance administrators composed of key personnel from various functional departments and subordinate enterprises, resulting in a more complete compliance management organizational system. Besides, the Board focused on eight major areas of special work, namely listed company supervision, state-owned assets supervision, customs supervision, bidding, engineering construction, labor and employment, tax management, and e-commerce business, to effectively prevent and resolve corporate compliance risks. During the year, the Company completed the internal control supervision and evaluation work on its headquarters as well as 39 subordinate enterprises, comprehensively evaluated and reviewed the construction of internal control system of each subordinate enterprise, and promoted the optimization and standardization of internal control process of the Company as well as its subordinate enterprises.

**APPENDIX I WORK REPORT OF THE BOARD OF DIRECTORS
OF THE COMPANY FOR THE YEAR 2023**

(II) DAILY OPERATION OF THE BOARD

1. Board meetings

In 2023, the Board exercised its powers and performed its duties and responsibilities in strict compliance with relevant laws and regulations. The Board convened 12 meetings at which a total of 51 resolutions were considered and approved, including the Company’s periodic reports, profit distribution, related party transactions, external investments, external donations and other material matters. All Directors attended the meetings in person, who carefully studied and discussed about the resolutions. The procedures of the Board meetings were compliant and the decisions-making were of high-quality and efficient to support the high-quality development of the Company. The attendance of the Directors was as follows:

Name of Director	Independent Director or not	Attendance at Board meetings					
		Required attendance in Board meetings during the year	Attendance in person	Attendance by way of telecommunication	Attendance by proxy	Absence	Absence from two consecutive meetings in person
WANG Xuan	No	12	12	8	0	0	No
CHEN Guoqiang	No	12	12	8	0	0	No
GE Ming	Yes	12	12	9	0	0	No
WANG Ying	Yes	5	5	3	0	0	No
WANG Qiang	Yes	5	5	3	0	0	No
LI Gang (retired)	No	9	9	7	0	0	No
PENG Hui (retired)	No	1	1	1	0	0	No
ZHANG Rungang (retired)	Yes	7	7	6	0	0	No
WANG Bin (retired)	Yes	7	7	6	0	0	No
LIU Yan (retired)	Yes	7	7	6	0	0	No

2. *Meetings of Board committees*

There are four Board committees set up under the Board, namely the Strategy and Sustainability Committee, the Audit and Risk Management Committee, the Remuneration and Evaluation Committee and the Nomination Committee. In 2023, the Company convened 16 meetings of committees, including 6 meetings of the Audit and Risk Management Committee, 6 meetings of the Nomination Committee, 3 meetings of the Remuneration and Evaluation Committee and 1 meeting of the Strategy and Sustainability Committee, at which a total of 34 resolutions were considered. The committees earnestly performed their respective duties, carried out their work in accordance with the rules of procedures of the committees and performed their duties, effectively played the important role of the committees in the corporate governance structure of the Company, and provided important reference for the scientific decision-making of the Board.

3. *Voting and implementation of resolutions*

In 2023, the convening and holding procedures of the meetings of the Board and the Board committees were in compliance with the laws and regulations, and material matters were subject to the relevant decision-making procedures. The resolutions were not detrimental to the interests of Shareholders, especially minority Shareholders, and the resolutions were legal and valid. In 2023, all resolutions submitted by the Company to the Board were approved, and no resolutions were rejected. In 2023, the Company convened 2 Shareholders' general meetings at which 14 resolutions were considered. The Board implemented the resolutions of the Shareholders' general meetings in a timely manner, earnestly performed its duties and standardized corporate governance continuously.

4. *Work of independent Directors*

During the Reporting Period, the independent Directors of the Company conscientiously performed their duties and played the roles of decision-making, supervision and checks and balances, and professional consultation in the Board, safeguarding the Company's overall interests and protecting the legitimate rights and interests of minority Shareholders. In 2023, the independent Directors carefully studied the Company's development strategy and business strategy, fully communicated with the Company's management, actively participated in on-site surveys and special reporting meetings, and gained an in-depth understanding of the Company's operating conditions and the progress of major projects, which enhanced their understanding of industry development and the Company's strategies and improved their ability to perform duties scientifically. In 2023, the independent Directors earnestly considered various proposals, with focuses on matters such as the re-election of the Board, the appointment of senior management, the selection and appointment of audit institution, related party transactions, and the annual profit distribution plan, on which they expressed their independent opinions. The independent Directors actively provided suggestions for the Company's development, and ensured scientific and effective decision-making by the Board.

5. *Information disclosure*

In 2023, the Board of the Company performed its information disclosure obligations in a true, accurate, complete, timely and fair manner in strict compliance with the Company Law, the Securities Law and other relevant laws and regulations as well as domestic and overseas regulatory requirements. In 2023, the Company's information disclosure documents achieved zero supplements, zero corrections and zero inquiries, as it has been awarded the Grade A rating in the Shanghai Stock Exchange Information Disclosure Evaluation for eight consecutive years. **Firstly, mechanism was optimized.** The work mechanism for the preparation of regular reports and various announcements was optimized to strengthen communication and coordination with relevant departments and intermediaries, with the core principle of "early disclosure, frequent communication, emphasis on quality and efficiency" to improve the quality and efficiency of information disclosure. **Secondly, both quantity and quality were emphasized.** In 2023, the Company disclosed a total of 103 A Share information disclosure documents and 123 H Share information disclosure documents. Both quality and quantity of completed information disclosure have been remained at a high level. **Thirdly, innovative content was incorporated.** For the first time, the Company's operating indicators and important information were displayed in intuitive visual forms such as charts, illustrations, and eye-catching data in the annual report. The report design with characteristics of the Company has been widely praised by investors.

6. *Management of investor relations*

The Board attaches great importance to and actively supports the management of investor relations of the Company. Through active, professional and efficient communication with investors, the Company has established effective interaction with the capital market and enhanced the transparency of the Company. In 2023, based on the requirements of investors, the Company developed diversified communication methods. The Company had good and effective communication and interaction with investors through various forms such as results presentation, operation tracking and exchange meetings, large-scale offline exchange activities, securities company meetings, SSE e-Interaction, investor hotline, IR email, etc. In addition, the Company disseminated latest information and updates of the Company to investors in a timely manner using the WeChat public account and mini program of "CTG Duty-Free Investor Relations". The Company attaches great importance to the long-term, stable and sustainable returns to Shareholders. During the year, the Company successfully implemented its first A+H annual profit distribution. The total cash dividends amounted to approximately RMB1,655 million, which has exceeded 30% of the net profit attributable to the parent company for 11 consecutive years.

III. WORK DIRECTION OF THE BOARD FOR THE YEAR 2024

2024 is the sprint year for the “14th Five-Year Plan”. The Board will always adhere to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, continue to maintain strategic focus, focus on its travel retail business, and continue to promote the Company’s high-quality development. Firstly, adhering to strategic guidance, the Board will strengthen refined and efficient management, promote the systematic optimization of business processes and management mechanisms, and inject sustainable development momentum into the construction of a world-class travel retail operator. Secondly, the Board will implement the new round of deepening and enhanced state-owned enterprise reform and the relevant work requirements for improving the quality of listed companies controlled by central enterprises, continue to exercise the Board’s powers, strengthen the construction of the Board, and further improve the decision-making efficiency and management level of the Board. The Board will optimize the operating mechanism of the board of directors of subsidiaries, strengthen their ability to exercise powers and perform duties, and enhance the reform and development vitality and efficiency of subsidiaries. Thirdly, the Board will help improve the level of internal control and compliance risk management, focus on key areas and key links, effectively prevent and resolve corporate compliance risks and improve the Company’s compliance operation and management level.

**APPENDIX II WORK REPORT OF THE SUPERVISORY BOARD
OF THE COMPANY FOR THE YEAR 2023**

Dear Shareholders and Shareholders' Representatives,

In 2023, the Supervisory Board carried out its work in accordance with the relevant provisions of the Company Law, the Securities Law and other laws and regulations, and the Articles of Association and the Rules of Procedure of the Supervisory Board, attended the Board meetings and Shareholders' general meetings, actively protected the legitimate rights and interests of all Shareholders, earnestly performed its supervisory duties, and effectively played the supervisory role of the Supervisory Board in corporate governance. The work report for 2023 is as follows:

I. BASIC INFORMATION OF THE SUPERVISORY BOARD

On June 29, 2023, as considered and approved by the 2022 annual general meeting of the Company, the Company completed the re-election of the Supervisory Board. The fifth session of the Supervisory Board of the Company consists of three Supervisors, namely Mr. LIU Defu (the chairman of the Supervisory Board), Ms. LI Hui and Ms. DOU Xiaoqiong. Mr. LIU Defu is a shareholder representative Supervisor. Ms. LI Hui and Ms. DOU Xiaoqiong are employee representative Supervisors.

II. WORK OF THE SUPERVISORY BOARD

(1) Meetings of the Supervisory Board

In 2023, the Supervisory Board of the Company convened six meetings, at which 14 resolutions were considered. All Supervisors attended the meetings in person. The convening, holding and voting procedures of the meetings were in compliance with the requirements of the Company Law and the Articles of Association. Details are as follows:

1. On March 30, 2023, the Company convened the 14th meeting of the fourth session of the Supervisory Board at which seven resolutions were considered and approved, namely the Work Report of the Supervisory Board for the Year 2022, the Financial Report for the Year 2022, the Annual Report and its Summary for the Year 2022, the Profit Distribution Proposal for the Year 2022, the Work Report of the Internal Control System for the Year 2022, the Assessment Report of the Internal Control for the Year 2022, and the Continuous Risk Assessment Report of CTG Finance Company Limited.
2. On April 27, 2023, the Company convened the 15th meeting of the fourth session of the Supervisory Board at which two resolutions were considered and approved, namely the First Quarterly Report for the Year 2023, and the Resolution on the Re-election of the Supervisory Board.

3. On June 5, 2023, the Company convened the 16th meeting of the fourth session of the Supervisory Board at which the Resolution on Renewal of Deposit Services and Annual Caps under the Financial Services Agreement with CTG Finance Company Limited was considered and approved.
4. On June 29, 2023, the Company convened the 1st meeting of the fifth session of the Supervisory Board at which the Resolution on Election of the Chairman of the Fifth Session of the Supervisory Board of the Company was considered and approved.
5. On August 24, 2023, the Company convened the 2nd meeting of the fifth session of the Supervisory Board at which two resolutions were considered and approved, namely the Interim Report and its Summary for the Year 2023 and the Continuous Risk Assessment Report of CTG Finance Company Limited.
6. On October 26, 2023, the Company convened the 3rd meeting of the fifth session of the Supervisory Board at which the Third Quarterly Report for the Year 2023 was considered and approved.

(2) Attendance at the Shareholders' General Meetings and sitting in on the Board Meetings

In 2023, the Supervisors of the Company attended two Shareholders' general meetings and sat in on 12 Board meetings, where they supervised the legality and compliance of the Shareholders' general meetings and the Board meetings, the voting procedures and the attendance, speech and voting of Directors, and the performance of duties by Directors and senior management. They supervised the decision-making process of the Company's major operation and management matters to ensure that the Company's decision-making procedures for major matters were legal and compliant, fully safeguarding the legitimate rights and interests of the Company and the Shareholders.

(3) Daily supervision of the Supervisory Board

In 2023, the Supervisory Board paid close attention to the operation of the Company, timely grasped the operation of the Company, and supervised and inspected the implementation of significant decisions and standardized operation of the Company. At the same time, the Supervisory Board closely monitored the Company's "Three Importance and One Greatness" (三重一大), internal control construction and financial reports as well as other major issues, earnestly performed the duty of inspecting the Company's financial position, and supervised the Company's operating risks.

III. OPINIONS OF THE SUPERVISORY BOARD ON RELEVANT MATTERS**(1) Operation in compliance with the law**

In 2023, the Supervisory Board supervised the operation of the Shareholders' general meetings and the Board meetings of the Company, the implementation of the resolutions of the Shareholders' general meetings by the Board and the performance of duties by the Directors and senior management. The Supervisory Board is of the opinion that the operation of the Board and the Shareholders' general meetings of the Company was in compliance with the law and the rules of procedure were lawful and valid. The Board of the Company strictly implemented the resolutions of the Shareholders' general meetings, and the management of the Company earnestly implemented the relevant decisions and deployments of the Shareholders' general meetings and the Board. The Directors and senior management of the Company discharged their duties diligently and conscientiously, and no violation of laws and regulations or acts detrimental to the interests of the Company and the Shareholders was found.

(2) Financial position

In 2023, the Supervisory Board regularly reviewed the Company's financial reports, inspected the Company's financial position, and comprehensively supervised and verified the Company's production and operation. The Supervisory Board is of the view that the Company has a sound financial system, standardized management and normal financial operation. The A Shares and H Shares financial reports of the Company were prepared in accordance with the China Accounting Standards for Business Enterprises and the International Accounting Standards. The financial reports gave a true, accurate and complete view of the financial position and operating results of the Company.

(3) Use of proceeds

During the Reporting Period, the Supervisory Board supervised the use of overseas raised funds. In 2023, the Company utilized a total of HK\$3,373 million of overseas proceeds in accordance with the plan for the use of overseas raised funds. The Supervisory Board is of the view that the Company was able to manage and use the proceeds raised overseas in accordance with the relevant requirements. The actual use of proceeds was consistent with the projects committed in the prospectus. The use of proceeds was in compliance with the decision-making and approval procedures of the Company and there was no illegal use of proceeds.

(4) Related party transactions

In 2023, the Supervisory Board's supervision focused on the related party transactions during the course of daily operation. The Supervisory Board is of the view that the decision-making procedures of the related party transactions of the Company in 2023 were in compliance with the requirements of relevant laws and regulations and the Articles of Association. The transactions were priced fairly, which were open, fair and just, and no acts detrimental to the interests of the Company and the Shareholders were found.

(5) Implementation of the insider information management system of the Company

During the Reporting Period, the Supervisory Board supervised the implementation of the insider information management system of the Company and reviewed the insider information files of the Company. The Supervisory Board believes that the Company strictly followed the relevant regulatory rules of the stock exchange in the place where the Company's securities were listed and the relevant requirements of the Insider Information Management System of the Company, implemented the insider information registration and management system, conducted proper and timely insider information registration for major matters such as regular reports, preliminary results announcements, profit distribution plans, signing of operation rights transfer contracts, etc., filled in insider information files and had written confirmations signed by the chairman of the Board and the secretary to the Board, effectively preventing the leakage of inside information and the use of insider information for transactions, and fairly fulfilling its information disclosure obligations.

(6) Internal Control Assessment Report of the Company

During the Reporting Period, the Supervisory Board reviewed the construction and operation of the internal control system of the Company and considered that the Company had established a relatively comprehensive internal control system and duly played its role of control and prevention in risk control, which ensured the orderly development of various business activities of the Company. The Company has a sound internal control organizational system. The implementation and supervision of key matters of internal control were reasonable and effective. There was no material internal control deficiency.

IV. WORK DIRECTION OF THE SUPERVISORY BOARD FOR THE YEAR 2024

In 2024, the Supervisory Board will continue to strictly comply with the requirements of the Company Law, the Securities Law, the Articles of Association and the Rules of Procedure of the Supervisory Board, earnestly perform the duties of the Supervisory Board, actively adapt to the development requirements of the Company, expand work ideas, adhere to the principle of good faith and strengthen supervision, take the responsibility of effectively safeguarding and protecting the interests of the Company and its Shareholders, faithfully and diligently perform the supervisory duties, improve the level of internal management and control, reduce the Company's operating risks, and promote the healthy and sustainable development of the Company.

Dear Shareholders and Shareholders' Representatives,

The 2023 financial statements of the Company were prepared under the China Accounting Standards for Business Enterprises and have been audited by Ernst & Young Hua Ming LLP, which has issued a standard unqualified audit report. The financial accounts for the year 2023 are reported as follows:

I. CHANGES IN THE SCOPE OF CONSOLIDATION IN 2023

There were 127 enterprises included in the scope of consolidation of the Company's 2023 financial statements, including the Company's headquarters, China Duty Free (Group) Co., Ltd. (hereinafter referred to as "CDFG"), CDF Investment Development Co., Ltd. (hereinafter referred to as "CDF Investment") and China CTG Asset Operating Co., Ltd., as well as 119 enterprises under CDFG and 4 enterprises under CDF Investment. Compared with the 2022 financial accounts, there was a net increase of 5 enterprises during the year.

II. ASSETS AND LIABILITIES AS AT THE END OF 2023

As of December 31, 2023, the Company's total assets amounted to RMB78,869.41 million, representing an increase of 3.90% as compared to the end of the previous year; total liabilities amounted to RMB19,687.77 million, representing a decrease of 9.61% as compared to the end of the previous year; equity attributable to Shareholders of the listed company amounted to net assets of RMB53,833.95 million, representing an increase of 10.83% as compared to the end of the previous year; and gearing ratio was 24.96%, representing a decrease of 3.73 percentage points as compared to the end of the previous year.

III. PROFIT FOR THE YEAR 2023

In 2023, the Company's revenue amounted to RMB67,540.10 million, representing a year-on-year increase of 24.08%; gross profit amounted to RMB8,645.53 million, representing a year-on-year increase of 13.50%; net profit attributable to Shareholders of the listed company amounted to RMB6,713.69 million, representing a year-on-year increase of 33.46%; and basic earnings per Share amounted to RMB3.2451 per Share, representing a year-on-year increase of 28.38%.

Profit for the Reporting Period	Reporting Period	Weighted average return on net assets	Earnings per Share (RMB per Share)	
			Basic earnings per Share	Diluted earnings per Share
Net profit attributable to Shareholders of the listed company	2023	13.12%	3.2451	3.2451
	2022	13.95%	2.5277	2.5277
Net profit attributable to Shareholders of the listed company after non-recurring gains or losses	2023	13.00%	3.2153	3.2153
	2022	13.59%	2.4629	2.4629

IV. CASH FLOW FOR THE YEAR 2023

In 2023, the net cash inflow from operating activities amounted to RMB15,126.42 million and the net cash flow turned from negative to positive, representing a year-on-year increase of RMB18,541.66 million. It was mainly due to that during the Reporting Period, the Company's offline sales recovered, resulting in an increase in cash inflow from operating activities, and that cost reduction and cost control efforts were increased, resulting in a decrease in cash outflow from operating activities.

In 2023, the net cash outflow from investing activities amounted to RMB4,715.79 million, representing a year-on-year increase of RMB909.14 million. The net cash outflow from investing activities mainly consisted of engineering construction expenditure, payments of investment deposits and time deposits.

In 2023, the net cash outflow from financing activities amounted to RMB4,627.78 million, which mainly consisted of repayment of borrowings and payments of dividends.

Mr. CHANG Zhujun (常築軍), aged 50, is currently the president, Board secretary and joint company secretary of the Company, as well as concurrently the board chairman of Sanya CDF Seaside Investment & Development Company Limited (三亞中免棠畔投資發展有限公司) since September 2022. At the Company, Mr. CHANG Zhujun served as vice president from November 2019 to January 2023, and as executive vice president from January 2023 to April 2024, and has served as board secretary since January 2020, and as joint company secretary since August 2022. At CDFG, Mr. CHANG Zhujun served as director of Fashion & Beauty Merchandising Department from May 2007 to November 2014, as director of Beauty & Confectionary Merchandising Department from November 2014 to December 2018, as director of Imported Tobacco, Liquor and Food Sales & Marketing Department from January 2017 to December 2018, as assistant to president of CDFG from December 2018 to November 2019, and as general manager of China Duty Free International Limited from August 2018 to April 2023.

Mr. CHANG Zhujun was awarded a bachelor degree in economics from Beijing Wuzi University (北京物資學院) in July 1996.

Mr. CHANG Zhujun has confirmed that, saved as disclosed above: (i) he does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies during the past three years; (ii) he has no relationship with any other Directors, senior management or substantial Shareholders of the Company or any of its subsidiaries; and (iii) as at the date of this circular, he does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. CHANG Zhujun has also confirmed that there is no other information in relation to his appointment that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and there is no other matter in relation to his appointment that needs to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

If appointed, the Company will enter into a director service contract with Mr. CHANG Zhujun.

Mr. CHANG Zhujun will receive remuneration as a senior management in accordance with the remuneration management measures of the Company, which is determined with reference to his responsibilities, the operating results of the Company and the prevailing market conditions, but will not receive remuneration for serving as an executive Director. The Company will disclose details of his remuneration in the annual report.

Details of the proposed amendments to the Articles of Association are as follows:

Original Articles	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 In order to safeguard the legitimate rights and interests of China Tourism Group Duty Free Corporation Limited (“the Company”), the shareholders and creditors, to regulate the organization and activities of the Company, to uphold and strengthen the overall leadership of the Party, to adhere to the corporate governance mechanism with statutory powers and responsibilities, transparent power and responsibilities, coordinated operation and effective balances, to improve corporate governance structure of the Company, and to establish a modern state-owned enterprise system with Chinese characteristics, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), Enterprise State-owned Assets Law of the People’s Republic of China (the “Enterprise State-owned Assets Law”); Governance Guidelines for Listed Companies, Guidelines for the Articles of Association of Listed Companies, Rules Governing the Listing of Stocks on Shanghai Stock Exchange, <u>Constitution of the Communist Party of China, Working Rules for the Grassroot Organizations of the State-owned Enterprises of the Communist Party of China (Trial)</u>, Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”); Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”); the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (the “Letter of Opinion Amendments”); Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant provisions and requirements.</p>	<p>Article 1 In order to safeguard the legitimate rights and interests of China Tourism Group Duty Free Corporation Limited (“the Company”), the shareholders and creditors, to regulate the organization and activities of the Company, to uphold and strengthen the overall leadership of the Party, to adhere to the corporate governance mechanism with statutory powers and responsibilities, transparent power and responsibilities, coordinated operation and effective balances, to improve corporate governance structure of the Company, and to establish a modern state-owned enterprise system with Chinese characteristics, the Articles of Association are formulated in accordance with the <u>Constitution of the Communist Party of China, Working Rules for the Grassroot Organizations of the State-owned Enterprises of the Communist Party of China (Trial)</u>, Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), Governance Guidelines for Listed Companies, Guidelines for the Articles of Association of Listed Companies, Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, Measures for the Administration of Independent Directors of Listed Companies, Rules Governing the Listing of Stocks on Shanghai Stock Exchange, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant provisions and requirements.</p>

Original Articles	Proposed Amendments
<p>Article 3 Pursuant to the approval, the Approval of China Securities Regulatory Commission regarding the Initial Public Offering of Shares of China Tourism Group Duty Free Corporation Limited (Zheng Jian Xu Ke [2009], No. 798), from China Securities Regulatory Commission (the “CSRC”), the Company initially issued to the public 220 million Renminbi-denominated ordinary shares, which were listed on Shanghai Stock Exchange on 15 October 2009.</p> <p>Upon the approval by CSRC on 9 November 2021, the Company issued 102,761,900 overseas listed foreign shares in Hong Kong (the “H Shares”) with over-allotment of 13,621,600 H Shares, and the aforementioned H Shares were listed on the Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on 25 August 2022 and 21 September 2022.</p>	<p>Article 3 Pursuant to the approval, the Approval of China Securities Regulatory Commission regarding the Initial Public Offering of Shares of China Tourism Group Duty Free Corporation Limited (Zheng Jian Xu Ke [2009], No. 798), from China Securities Regulatory Commission (the “CSRC”), the Company initially issued to the public 220 million Renminbi-denominated ordinary shares, which were listed on Shanghai Stock Exchange on 15 October 2009.</p> <p>Upon the approval by CSRC on 9 November 2021, the Company issued 102,761,900 overseas listed foreign shares in Hong Kong (the “H Shares”) with over-allotment of 13,621,600 H Shares, and the aforementioned H Shares were listed on the Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on 25 August 2022 and 21 September 2022.</p> <p>“H Shares” referred to in the preceding paragraph shall refer to the shares approved by the Hong Kong Stock Exchange for listing, with nominal values denominated in Renminbi, and subscribed and traded in Hong Kong dollars.</p>
<p>Article 5 Address of the Company: 8/F, Building A, No. A2 Dongzhimenwai Xiaojie, Dongcheng District, Beijing;</p> <p>Postal Code: 100027;</p> <p>Tel no.: 010-84478888;</p> <p>Fax no.: 010-84479797.</p>	<p>Article 5 Address of the Company: 8/F, Building A, No. A2 Dongzhimenwai Xiaojie, Dongcheng District, Beijing;</p> <p>Postal Code: 100027.</p>

Original Articles	Proposed Amendments
<p>Article 9 The Company shall enjoy the property rights of a legal person in accordance with the laws, operate independently, account for its own profits and losses, enjoy civil rights in accordance with the laws, and bear civil liabilities independently. Total assets of the Company are divided into shares with same par value per share. Shareholders shall assume their liabilities to the extent of their respective subscribed shares in the Company, and the Company shall be liable to the extent of its total assets for its debts. The Company may invest in other corporations; however, unless otherwise provided by laws, the Company shall not assume any joint liability for the debts of an invested company.</p>	<p>Article 9 The Company shall enjoy the property rights of a legal person in accordance with the laws, operate independently, account for its own profits and losses, enjoy civil rights in accordance with the laws, and bear civil liabilities independently. Total assets of the Company are divided into shares with same par value per share. Shareholders shall assume their liabilities to the extent of their respective subscribed shares in the Company, and the Company shall be liable to the extent of its total assets for its debts.</p>
<p>Article 11 Since the effective day of the Articles of Association of the Company, it shall be a legally binding document which regulates the organization and conduct of the Company, the rights and obligations between the Company and shareholders and among the shareholders. The Articles of Association will be legally binding upon the Company, its shareholders, members of the Party Committee, directors, supervisors, and senior management. According to the Articles of Association, shareholders may initiate legal proceedings against other shareholders; the shareholders may also institute legal proceedings against directors, supervisors, general manager and other senior management of the Company; the shareholders may also institute legal proceedings against the Company; and the Company may also initiate legal proceedings against its shareholders, directors, supervisors, general manager, and other senior management.</p> <p>For the purpose of the above paragraph, initiation of legal proceedings includes the initiation of proceedings in a court or the application for arbitration to an arbitration institution.</p>	<p>Article 11 Since the effective day of the Articles of Association of the Company, it shall be a legally binding document which regulates the organization and conduct of the Company, the rights and obligations between the Company and shareholders and among the shareholders. The Articles of Association will be legally binding upon the Company, its shareholders, members of the Party Committee, directors, supervisors, and senior management. According to the Articles of Association, shareholders may initiate legal proceedings against other shareholders; the shareholders may also institute legal proceedings against directors, supervisors, general manager and other senior management of the Company; the shareholders may also institute legal proceedings against the Company; and the Company may also initiate legal proceedings against its shareholders, directors, supervisors, general manager, and other senior management.</p>

Original Articles	Proposed Amendments
<p>Article 12 The senior management mentioned in the Articles of Association refers to general manager, deputy general managers, chief accountant, secretary to the board of directors, and general legal counsel of the Company.</p>	<p>Article 12 The senior management mentioned in the Articles of Association refers to general manager, deputy general managers, chief accountant, secretary to the board of directors, and general legal counsel (chief compliance officer) of the Company.</p>
Chapter 3 Shares	Chapter 3 Shares
<p>Article 15 The stocks of the Company shall take the form of shares.</p> <p>The Company shall have ordinary shares at all times. Subject to approval from the competent approving authority of the State Council, the Company may create other classes of shares when necessary. The shareholders of different classes of shares of the Company shall enjoy the same rights for distribution by way of dividends or otherwise.</p>	<p>Article 15 The stocks of the Company shall take the form of shares.</p> <p>The Company shall have ordinary shares at all times. The Company may create other classes of shares when necessary. The shareholders of different classes of shares of the Company shall enjoy the same rights for distribution by way of dividends or otherwise.</p>
<p>Article 18 Subject to approval by the securities regulatory authority of the State Council, the Company may issue shares to domestic and overseas investors.</p> <p>“Overseas investors” referred to in the preceding paragraph shall refer to investors from foreign countries or the regions of Hong Kong, Macau or Taiwan, who subscribe for shares issued by the Company; “domestic investors” shall refer to investors within the PRC, excluding the aforesaid regions, who subscribe for the shares issued by the Company.</p>	<p>Article 18 Subject to registration or filing by the securities regulatory authority of the State Council, the Company may issue shares to domestic and overseas investors.</p> <p>“Overseas investors” referred to in the preceding paragraph shall refer to investors from foreign countries or the regions of Hong Kong, Macau or Taiwan of the PRC, who subscribe for shares issued by the Company; “domestic investors” shall refer to investors within the PRC, excluding the aforesaid regions, who subscribe for the shares issued by the Company.</p>

Original Articles	Proposed Amendments
<p>Article 19 The shares issued by the Company to domestic investors and other qualified investors for subscription in Renminbi shall be referred to as “domestic shares”. The shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as “foreign shares”. The shares listed and traded on overseas stock exchanges with approvals from the authorities delegated by the State Council and overseas securities regulatory authorities shall be referred to as “overseas listed foreign shares”.</p> <p>“Foreign currency” referred to in the preceding paragraph shall refer to the statutory currency, other than Renminbi, of another country or region, which is recognized by the foreign exchange authority of the state and can be used to pay the Company for the shares.</p> <p>“H Shares” refers to the shares approved by the Hong Kong Stock Exchange for listing, with nominal values denominated in Renminbi, and subscribed and traded in Hong Kong dollars.</p> <p><u>Shareholders of domestic shares and shareholders of overseas listed foreign shares are both ordinary shareholders, and shall have the same rights and bear the same obligations in any distribution in the form of dividends or other forms.</u></p>	<p>Article 19 The shares issued by the Company to domestic investors and other qualified investors for subscription in Renminbi shall be referred to as “domestic shares”. The shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as “foreign shares”. The shares listed and traded on overseas stock exchanges shall be referred to as “overseas listed foreign shares”. <u>Shareholders of domestic shares and shareholders of overseas listed foreign shares are both ordinary shareholders, and shall have the same rights and bear the same obligations.</u></p> <p>“Foreign currency” referred to in the preceding paragraph shall refer to the statutory currency, other than Renminbi, of another country or region, which is recognized by the foreign exchange authority of the state and can be used to pay the Company for the shares.</p>

Original Articles	Proposed Amendments
<p>Article 22 Following the incorporation of the Company and upon the approval by the CSRC, the Company initially publicly offered 220 million domestically listed domestic shares to the domestic investors and other qualified investors in 2009. Following the aforesaid issuance, the total number of shares of the Company is 880 million shares, which are all Renminbi-denominated ordinary shares.</p> <p>Upon the approval by the CSRC, the Company initially publicly offered 116,383,500 H Shares to the overseas investors in 2022.</p> <p>The total number of shares of the Company, upon its incorporation, was 660 million shares. Following the completion of the aforesaid issuance of shares, the total number of the Company is 2,068,859,044 shares, which are all ordinary shares, in which 1,952,475,544 shares are held by shareholders of domestic shares, representing 94.37% of the total share capital of the Company, and 116,383,500 shares are held by shareholders of H Shares, representing 5.63% of the total share capital of the Company.</p>	<p>Article 22 Following the incorporation of the Company and upon the approval by the CSRC, the Company initially publicly offered 220 million domestically listed domestic shares to the domestic investors and other qualified investors in 2009. Following the aforesaid issuance, the total number of shares of the Company is 880 million shares, which are all Renminbi-denominated ordinary shares.</p> <p>Upon the approval by the CSRC, the Company non-publicly offered 96,237,772 domestically listed domestic shares to eight specific investors in 2013. Following the aforesaid issuance, the number of shares of the Company is 976,237,772 shares, which are all Renminbi-denominated ordinary shares.</p> <p>Upon the approval by the general meeting of the Company, in 2017, based on the total share capital of 976,237,772 shares, the Company issued 10 shares for every 10 shares to all shareholders by way of conversion of capital reserve, totaling 976,237,772 shares. After the completion of the aforesaid conversion and issuance, the number of shares of the Company is 1,952,475,544 shares, which are all Renminbi-denominated ordinary shares.</p> <p>Upon the approval by the CSRC, the Company initially publicly offered 116,383,500 H Shares to the overseas investors in 2022.</p> <p>The total number of shares of the Company, upon its incorporation, was 660 million shares. Following the completion of the aforesaid issuance and conversion of shares, the total number of the Company is 2,068,859,044 shares, which are all ordinary shares, in which 1,952,475,544 shares are held by shareholders of domestic shares, representing 94.37% of the total share capital of the Company, and 116,383,500 shares are held by shareholders of H Shares, representing 5.63% of the total share capital of the Company.</p>

Original Articles	Proposed Amendments
<p>Article 23 For a plan of the Company for issuance of domestic shares and overseas listed foreign shares approved by the securities regulatory authority of the State Council, the board of the directors of the Company may make arrangement to issue domestic shares and overseas listed foreign shares respectively.</p> <p>For a plan of the Company for issuing domestic shares and overseas listed foreign shares respectively pursuant to the provisions in the preceding paragraph, the Company may conduct such respectively within 15 months from the approval date of the securities regulatory authority of the State Council or in the valid period of its approval document.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 24 Where the Company issues domestic shares and overseas listed foreign shares respectively within the total number of shares determined in the issuance plan, it shall float them in full in one issue respectively. If special circumstances prevent this from being realized, it may issue them in installments with the approval of the securities regulatory authority of the State Council.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 32 The Company or its subsidiaries (including affiliates of the Company) shall not at any time by way of gift, advance, guarantee, compensation or loans to provide any financial assistance to a person who is acquiring or is proposing to acquire shares in the Company. The aforesaid person shall include the person who has direct or indirect obligations in the purchase of shares of the Company.</p> <p>The Company or its subsidiaries (including affiliates of the Company) shall not, at any time, provide any form of financial assistance to the aforesaid obligor for the purposes of reducing or discharging their obligations.</p> <p>The provisions in this Article shall not apply to the circumstances stated in Article 34 of the Articles of Association.</p>	<p>Article 23 The Company or its subsidiaries (including affiliates of the Company) shall not by way of gift, advance, guarantee, compensation or loans to provide any financial assistance to a person who is acquiring or is proposing to acquire shares in the Company.</p>

Original Articles	Proposed Amendments
<p>Article 25 Based on its operating and development needs, the Company may, pursuant to the laws, administrative regulations and the Articles of Association and upon the adoption of respective resolutions by the general meeting, increase its capital in the following ways:</p> <p>(I) public offering of shares;</p> <p>(II) non-public offering of shares;</p> <p>(III) placing new shares to its existing shareholders;</p> <p>(IV) distributing new shares to its existing shareholders;</p> <p>(V) conversion of capital reserve into share capital;</p> <p>(VI) any other means which are stipulated by laws and administrative regulations and approved by the relevant regulatory authority.</p> <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association and the rules of the stock exchange in the place where the Company's shares are listed, the issuance thereof should be made in accordance with the procedures set out in the relevant PRC laws, administrative regulations and the rules of the stock exchange in the place where the Company's shares are listed.</p>	<p>Article 24 Based on its operating and development needs, the Company may, pursuant to the laws, administrative regulations and the Articles of Association and upon the adoption of respective resolutions by the general meeting, increase its capital in the following ways:</p> <p>(I) public offering of shares;</p> <p>(II) non-public offering of shares;</p> <p>(III) distributing bonus shares to its existing shareholders;</p> <p>(IV) conversion of capital reserve into share capital;</p> <p>(V) any other means which are permitted by requirements such as the laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company's shares are listed.</p> <p>After the Company's increase of capital has been approved in accordance with the provisions of the Articles of Association and the rules of the stock exchange in the place where the Company's shares are listed, the increase of capital thereof should be made in accordance with the procedures set out in the relevant PRC laws, administrative regulations and the rules of the stock exchange in the place where the Company's shares are listed.</p>

Original Articles	Proposed Amendments
<p>Article 26 The Company may reduce its registered capital. Such reduction shall be made in accordance with the procedures set out in the Company Law, other relevant requirements and the Articles of Association.</p>	<p>Article 25 The Company may reduce its registered capital. Such reduction shall be made in accordance with the procedures set out in the Company Law, other relevant requirements and the Articles of Association.</p> <p>When the Company reduces its registered capital, it must prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within 10 days from the date of the resolution on the reduction of registered capital and shall make an announcement in the newspapers within 30 days. The creditors shall have the right to require the Company to repay its debts or provide corresponding guarantees for debt repayment within 30 days from the date of receipt of the notice, or within 45 days from the date of the first announcement if the creditors have not received the notice.</p> <p>The registered capital of the Company after reduction shall not be less than the statutory minimum amount.</p>

Original Articles	Proposed Amendments
<p>Article 28 The Company may acquire its own shares in one of the following ways:</p> <p>(I) making a pro-rata general offer of repurchase to all its shareholders;</p> <p>(II) repurchasing shares through public trading on a stock exchange;</p> <p>(III) repurchasing by an off-market agreement outside a stock exchange;</p> <p>(IV) any other ways permitted by the national laws, administrative regulations and relevant competent authorities.</p> <p>Where the shares of the Company are acquired under any of the circumstances stipulated in item (III), (V) or (VI) of Article 27 of the Articles of Association, it shall be conducted through open centralized trading and shall comply with relevant provisions of laws and regulations and rules of the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed.</p>	<p>Article 27 The Company may acquire its own shares through open centralized trading or any other ways permitted by the laws, administrative regulations, departmental rules, normative documents, rules of the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed.</p> <p>Where the shares of the Company are acquired under any of the circumstances stipulated in item (III), (V) or (VI) of Article 26 of the Articles of Association, it shall be conducted through open centralized trading.</p>
<p>Article 29 When the Company repurchases its own shares by an off-market agreement outside a stock exchange, it shall obtain prior approval of the general meeting according to the provisions of the Articles of Association. With the prior approval of the general meeting in a same way, the Company may cancel or modify a contract concluded in the above way, or give up any right in the contract.</p> <p>The share repurchase contract referred to in the preceding paragraph includes without limitation an agreement in which the Company agrees to assume the obligations of repurchased shares and acquire the rights of the repurchased shares.</p> <p>The Company shall not transfer the share repurchase contract or any rights prescribed in the contract.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>Article 30 Where the shares of the Company are acquired under any of the circumstances stipulated in item (I) or (II) of Article 27 of the Articles of Association, a resolution of a shareholders' general meeting is required. Where the shares of the Company are acquired under any of the circumstances stipulated in item (III), (V) or (VI) of Article 27 of the Articles of Association, a resolution of the board of the directors shall be made by more than two-thirds of directors attending the meeting.</p> <p>After the shares of the Company are acquired pursuant to Article 27, the shares acquired by the Company under the circumstance as set out in item (I) shall be cancelled within 10 days from the date of acquisition; the shares acquired by the Company under the circumstance as set out in item (II) and (IV) shall be transferred or cancelled within six months; and for the shares acquired by the Company under the circumstance as set out in item (III), (V) and (VI), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and the shares so acquired shall be transferred or cancelled within three years.</p> <p>Where the Company cancels its shares for the reason of repurchase of shares, it shall apply for registration of change of registered capital to the original company registration authority. The total par value of the cancelled shares shall be verified and reduced from the registered capital of the Company.</p> <p>The repurchase of H Shares of the Company shall comply with the Hong Kong Listing Rules and other relevant regulatory requirements of the place where H Shares are listed.</p>	<p>Article 28 Where the shares of the Company are acquired under any of the circumstances stipulated in item (I) or (II) of Article 26 of the Articles of Association, a resolution of a shareholders' general meeting is required. Where the shares of the Company are acquired under any of the circumstances stipulated in item (III), (V) or (VI) of Article 26 of the Articles of Association, a resolution of the board of the directors shall be made by more than 2/3 of directors attending the meeting.</p> <p>After the shares of the Company are acquired pursuant to Article 26, the shares acquired by the Company under the circumstance as set out in item (I) shall be cancelled within 10 days from the date of acquisition; the shares acquired by the Company under the circumstance as set out in item (II) and (IV) shall be transferred or cancelled within 6 months; and for the shares acquired by the Company under the circumstance as set out in item (III), (V) and (VI), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and the shares so acquired shall be transferred or cancelled within three years.</p> <p>The repurchase of H Shares of the Company shall comply with the Hong Kong Listing Rules and other relevant regulatory requirements of the place where H Shares are listed.</p>

Original Articles	Proposed Amendments
<p>Article 31 Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to the repurchase of its outstanding shares:</p> <p>(I) where the Company repurchases shares at par value, payment shall be made out of book surplus distributable profits of the Company or out of proceeds of a fresh issue of shares made for that purpose;</p> <p>(II) where the Company repurchases its shares at a premium to its par value, payment up to the par value shall be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <p>(1) if the shares being repurchased were issued at par value, payment shall be made out of the book surplus distributable profits of the Company;</p> <p>(2) if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's premium account (or capital reserve account) (including the premiums from the fresh issue) at the time of the repurchase;</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>(III) the Company shall make the following payments out of the Company’s distributable profits:</p> <p>(1) payment for the acquisition of the right to repurchase its shares;</p> <p>(2) payment for variation of any contract for the repurchase of its shares;</p> <p>(3) payment for the release of its obligations under any contract for the repurchase of shares.</p> <p>(IV) after the total par value of the cancelled shares is verified and reduced from the registered capital of the Company in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Company’s premium account (or capital reserve account).</p> <p>Where the laws, administrative regulations and relevant requirements of the securities regulatory authorities in the place where the shares of the Company are listed have any other provisions in respect of the financial arrangement related to the aforesaid share repurchase, the Company should follow such provisions.</p>	
<p>Article 33 For the purpose of the Articles of Association, “financial assistance” includes but not limited to the following means:</p> <p>(I) gift;</p> <p>(II) guarantee (including the undertaking of liability or provisions of property by the guarantor to secure the performance of the obligation by the obligor), indemnity (other than indemnity arising from the Company’s own fault), and release or waiver of rights;</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>(III) provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, and a change in the parties to, and the assignment of rights arising under, such loan or contract;</p> <p>(IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when such assistance would lead to significant reduction in the Company's net assets.</p> <p>For the purpose of the Articles of Association, "assumption of obligation" includes the assumption of obligations by way of contract or the entering into an arrangement (whether enforceable or not, and whether entered into on its own account or with any other persons), or by the changing of the obligor's financial position by any other means.</p>	
<p>Article 34 The following actions shall not be regarded as actions prohibited under Article 32 of the Articles of Association:</p> <p>(I) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the purchase of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;</p> <p>(II) the lawful distribution of the Company's assets as dividend;</p> <p>(III) the distribution of dividends in the form of shares;</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>(IV) a reduction of registered capital, a repurchase of shares or reorganization of the shareholding structure of the Company in accordance with the Articles of Association;</p> <p>(V) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company); and</p> <p>(VI) contributions made by the Company to the employee share ownership scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</p>	
<p>Article 35 Save as otherwise specified by laws, administrative regulations, departmental rules, normative documents and the rules of the stock exchange in the place where the Company's shares are listed, the shares of the Company may be transferred freely without any lien being attached.</p>	<p>Article 29 The shares of the Company may be transferred in accordance with the laws.</p>

Original Articles	Proposed Amendments
<p>Article 37 Shares held by the promoters in the Company shall not be transferred within one year from the date of incorporation of the Company. Shares already issued by the Company before public offering shall not be transferred within one year from the date on which the shares of the Company are listed and traded on the stock exchange.</p> <p>Save as specified in the preceding paragraph, any proposed transfer of the shares of the Company by the promoters and shareholders of the Company shall also conform with the relevant requirements of the laws, regulations and the relevant regulatory rules in the place where the Company’s shares are listed which are valid at that time.</p> <p>Any directors, supervisors and senior management of the Company shall report to the Company their shareholdings in the Company and changes therein; any change in the Company’s shares they held during their term of office shall be promptly reported to the Company and announced by the Company on the website of the stock exchange in the place where the Company’s shares are listed, and the shares transferred each year shall not exceed 25% of the total number of shares they held in the Company; the shares they held in the Company shall not be transferred within one year from the date on which the shares of the Company are listed and traded. Any of the aforesaid persons shall not transfer the shares of the Company held by him/her within half a year from his/her termination of the office.</p> <p>...</p>	<p>Article 31 Shares held by the promoters in the Company shall not be transferred within one year from the date of incorporation of the Company. Shares already issued by the Company before public offering shall not be transferred within one year from the date on which the shares of the Company are listed and traded on the stock exchange.</p> <p>Save as specified in the preceding paragraph, any proposed transfer of the shares of the Company by the promoters and shareholders of the Company shall also conform with the relevant requirements of the laws, administrative regulations, departmental rules, normative documents and the rules of the stock exchange in the place where the Company’s shares are listed which are valid at that time.</p> <p>Any directors, supervisors and senior management of the Company shall report to the Company their shareholdings in the Company and changes therein; during their term of office, the shares transferred each year shall not exceed 25% of the total number of shares they held in the Company; the shares they held in the Company shall not be transferred within one year from the date on which the shares of the Company are listed and traded. Any of the aforesaid persons shall not transfer the shares of the Company held by him/her within half a year from his/her termination of the office.</p> <p>...</p>

Original Articles	Proposed Amendments
<p>Chapter 4 Share Certificates and Register of Shareholders</p>	<p>Whole chapter deleted, the article numbers adjusted accordingly</p>
<p>Chapter 5 Shareholders and Shareholders' General Meetings</p>	<p>Chapter 4 Shareholders and Shareholders' General Meetings</p>
<p>Article 49 If any shareholder in the share register or any person requesting to have his/her name recorded in the share register has lost his/her share certificates (hereinafter referred to as "Original Share Certificates"), the said shareholder or person may apply to the Company to reissue new share certificates for the said shares (hereinafter referred to as "Relevant Shares").</p> <p>Application for reissue of share certificates lost by holders of domestic shares shall be processed pursuant to Article 150 of the Company Law.</p> <p>Application for reissue of share certificates lost by holders of overseas listed foreign shares shall be processed pursuant to the law, rules of the stock exchange or other relevant regulations of the place where the original of the register of holders of overseas listed foreign shares is kept.</p> <p>Application for reissue of share certificates lost by holders of H Shares shall meet the following requirements:</p> <p>(I) The applicant shall submit an application with the standard format designated by the Company and attach a notarial deed or statutory statement. The contents of the notarial deed or statutory statement shall include the reason for application, information and evidence about how the share certificates are lost, and a statement that no any other person may request to be registered as shareholder for the Relevant Shares.</p> <p>...</p>	<p>Article 34 Application for reissue of share certificates lost by holders of overseas listed foreign shares shall be processed pursuant to the law, rules of the stock exchange or other relevant regulations of the place where the original of the register of holders of overseas listed foreign shares is kept. In particular, application for reissue of share certificates lost by holders of H Shares shall meet the following requirements:</p> <p>(I) The applicant shall submit an application with the standard format designated by the Company and attach a notarial deed or statutory statement. The contents of the notarial deed or statutory statement shall include the reason for application, information and evidence about how the share certificates are lost, and a statement that no any other person may request to be registered as shareholder for the Relevant Shares.</p> <p>...</p>

Original Articles	Proposed Amendments
<p>Article 50 After the Company reissues new share certificates in accordance with the Articles of Association, the name of the goodwill purchaser of the said new share certificates or the shareholder (if it is a goodwill purchaser) later registered as owner of the said shares shall not be deleted from the share register.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 51 The Company has no obligation to compensate any person for any loss arising from deregistration of the original share certificates or reissue of new share certificates, unless the said person can prove that the Company has committed any fraud.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 54 The holders of the shares of the Company shall be entitled to the following rights:</p> <p>...</p> <p>(III) to supervise and manage the operations of our Company, and to submit proposals and inquiries;</p> <p>(IV) to transfer, make a gift or charge of the shares held in accordance with the laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association;</p>	<p>Article 36 The holders of the shares of the Company shall be entitled to the following rights:</p> <p>...</p> <p>(III) to supervise the operations of our Company, and to submit proposals and inquiries;</p> <p>(IV) to transfer, make a gift or charge of the shares held in accordance with the laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association;</p>

Original Articles	Proposed Amendments
<p>(V) to obtain relevant information in accordance with the Articles of Association, including:</p> <p>1. to receive the Articles of Association, subject to the payment of relevant costs;</p> <p>2. the right to inspect and copy, subject to payment of a reasonable charge:</p> <p>(1) all or any part of the register of shareholders;</p> <p>(2) personal particulars of each of the directors, supervisors, manager and other senior management of the Company, including:</p> <p>(a) present and former name and alias;</p> <p>(b) principal address (domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time positions and duties;</p> <p>(e) identification documents and their numbers.</p> <p>(3) the status of the Company's share capital;</p> <p>(4) the latest audited financial statements and the reports of the board of directors, the auditors and the supervisors of the Company;</p> <p>(5) counterfoils of the bonds of the Company;</p> <p>(6) financial and accounting reports;</p> <p>(7) resolutions made at the shareholders' general meeting, meetings of the board of directors and supervisory board;</p>	<p>(V) to review the Articles of Association, register of shareholders, counterfoils of the bonds of the Company, minutes of shareholders' general meetings, resolutions made at meetings of the board of directors, resolutions made at meetings of the supervisory board, financial and accounting reports;</p> <p>(VI) to participate in the distribution of the remaining assets of the Company according to the proportion of shares held upon the Company's termination or liquidation;</p> <p>...</p>

Original Articles	Proposed Amendments
<p>(8) 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 last accounting year and the aggregate amount incurred by the Company for this purpose (by domestic shares and foreign shares);</p> <p>(9) minutes of shareholders' general meetings (for inspection by shareholders only);</p> <p>(10) a copy of the latest annual report filed with the PRC authority for market regulation or other competent authorities.</p> <p>(VI) to participate in the distribution of the remaining assets of the Company according to the proportion of shares held upon the Company's termination or liquidation;</p> <p>...</p>	
<p>Article 59 The holders of shares of the Company shall have the following obligations:</p> <p>(I) to observe the laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association;</p> <p>...</p>	<p>Article 41 The holders of shares of the Company shall have the following obligations:</p> <p>(I) to observe the laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association;</p> <p>...</p>

Original Articles	Proposed Amendments
<p>If any shareholder of the Company abuses his/her shareholder' s right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to law. If any shareholder of the Company abuses the Company's position as an independent legal person or shareholder's limited liability protection for the purpose of evading repayment of debts, thereby seriously damaging the interests of the creditors of the Company, the said shareholder shall bear joint liabilities for the Company's debts.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</p>	<p>If any shareholder of the Company abuses his/her shareholder' s right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to law. If any shareholder of the Company abuses the Company's position as an independent legal person or shareholder's limited liability protection for the purpose of evading repayment of debts, thereby seriously damaging the interests of the creditors of the Company, the said shareholder shall bear joint liabilities for the Company's debts.</p>
<p>Article 61 In addition to obligations imposed by laws, administrative regulations or required by the rules of the stock exchange where the Company's shares are listed, a controlling shareholder shall not exercise his/her voting rights in respect of the following matters in a manner prejudicial to the interests the shareholders generally or partially:</p> <p>(I) to relieve a director or supervisor of his/her duty to act honestly in the best interests of the Company;</p> <p>(II) to approve the expropriation by a director or supervisor (for his/her own benefit or for the benefit of another person), in any guise, of the Company's property, including (without limitation) opportunities beneficial to the Company;</p> <p>(III) to approve the expropriation by a director or supervisor (for his/her own benefit or for the benefit of another person) of the individual rights or interests of other shareholders, including (without limitation) rights to distributions and voting rights save for the Company's restructuring submitted to shareholders for approval and adopted by the shareholders' meeting in accordance with the Articles of Association.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>Article 63 The general meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to law:</p> <p>...</p> <p>(XII) to examine and approve the guarantees specified in Article 64 of the Articles of Association;</p> <p>...</p> <p>(XVI) to determine the acquisition of the shares of the Company under the circumstances as required in (I), (II) of Article 27 of the Articles of Association;</p> <p>...</p> <p>(XVIII) to consider other matters which are required by laws, administrative regulations, departmental rules, rules of the stock exchange in the place where the Company’s shares are listed or the Articles of Association to be approved at a general meeting.</p> <p>...</p>	<p>Article 44 The general meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to law:</p> <p>...</p> <p>(XII) to examine and approve the guarantees specified in Article 45 of the Articles of Association;</p> <p>...</p> <p>(XVI) to determine the acquisition of the shares of the Company under the circumstances as required in (I), (II) of Article 26 of the Articles of Association;</p> <p>...</p> <p>(XVIII) to consider other matters which are required by laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company’s shares are listed or the Articles of Association to be approved at a general meeting.</p> <p>...</p>

Original Articles	Proposed Amendments
<p>Article 66 The following matters of financial assistance of the Company shall be submitted to the general meeting for consideration after obtaining approval by the board of directors:</p> <p>...</p> <p>(IV) other circumstances as stipulated by the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed, or the Articles of Association.</p> <p>The preceding two paragraphs may be exempted if the target of the grant is a controlling subsidiary within the scope of the consolidated financial statements of the Company, and the other shareholders of the controlling subsidiary shall not include the Company's controlling shareholder, the de facto controller and its affiliates.</p>	<p>Article 47 The following matters of financial assistance of the Company shall be submitted to the general meeting for consideration after obtaining approval by the board of directors:</p> <p>...</p> <p>(IV) other circumstances as stipulated by the laws, administrative regulations, departmental rules, normative documents, the rules of the stock exchange in the place where the Company's shares are listed, and the Articles of Association.</p> <p>The preceding two paragraphs may be exempted if the target of the grant is a controlling subsidiary within the scope of the consolidated financial statements of the Company, and the other shareholders of the controlling subsidiary shall not include the Company's controlling shareholder, the de facto controller and its affiliates.</p>
<p>Article 78 Where the Company convenes a general meeting, the board of directors, the supervisory board and the shareholder(s) severally or jointly holding 3% or above shares of the Company may make proposals to the Company.</p> <p>...</p> <p>Proposals which are not specified in the notice of the general meeting or which do not comply with the requirements specified in Article 77 of the Articles of Association shall not be voted and resolved at the general meeting and become resolutions.</p>	<p>Article 59 Where the Company convenes a general meeting, the board of directors, the supervisory board and the shareholder(s) severally or jointly holding 3% or above shares of the Company may make proposals to the Company.</p> <p>...</p> <p>Proposals which are not specified in the notice of the general meeting or which do not comply with the requirements specified in Article 58 of the Articles of Association shall not be voted and resolved at the general meeting and become resolutions.</p>

Original Articles	Proposed Amendments
<p>Article 79 When the Company convenes the annual general meeting, it shall notify each shareholder in writing of the date and venue of the meeting and the matters to be considered twenty days prior to the meeting; for an extraordinary general meeting, it shall notify each shareholder in writing of the same fifteen days prior to the meeting.</p>	<p>Article 60 When the Company convenes the annual general meeting, it shall notify each shareholder by the way of announcement of the date and venue of the meeting and the matters to be considered 20 days prior to the meeting; for an extraordinary general meeting, it shall notify each shareholder by the way of announcement of the same 15 days prior to the meeting.</p> <p>Where the laws, administrative regulations, departmental rules, normative documents, the rules of the stock exchange in the place where the Company's shares are listed provide otherwise, such provisions shall prevail.</p>
<p>Article 80 A notice of a general meeting shall meet the following requirements:</p> <p>(I) the notice is in a written form;</p> <p>(II) it specifies the time, place and period of the meeting;</p> <p>(III) it describes the matters and proposals submitted to the meeting for consideration;</p> <p>(IV) it provides shareholders with the information and explanations that are needed for the shareholders to make wise decisions on the matters to be discussed; this principle includes without limitation: when the Company proposes merger, share repurchase, reorganization of share capital or other restructuring, the notice shall provide the concrete conditions and contracts (if any) for the proposed transactions, and carefully explain the causes and effects;</p> <p>(V) if any director, supervisor, manager or other senior management has important interest relation with a matter to be discussed, the nature and degree of the interest relation shall be disclosed; if the impact of the matter to be discussed on the said director, supervisor, manager or other senior management as a shareholder is different from the impact on other shareholders of a same class, their difference shall be explained;</p>	<p>Article 61 A notice of a general meeting shall meet the following requirements:</p> <p>(I) the notice specifies the time, place and period of the meeting and form of the meeting;</p> <p>(II) the matters and proposals submitted to the meeting for consideration;</p> <p>(III) the notice shall state in explicit words: all shareholders are entitled to attend the general meeting and appoint proxies in writing to attend and vote at such meeting and that such proxies need not be a shareholder;</p> <p>(IV) the shareholding record date for determining shareholders who are entitled to attend the meeting;</p> <p>(V) name and telephone number of the permanent contact person of the meeting;</p> <p>(VI) the voting time and voting procedures via internet or other methods;</p> <p>(VII) Where the laws, administrative regulations, departmental rules, normative documents, the rules of the stock exchange in the place where the Company's shares are listed provide otherwise, such provisions shall prevail.</p>

Original Articles	Proposed Amendments
<p>(VI) the notice shall state the full text of any special resolution to be proposed and approved at the meeting;</p> <p>(VII) the notice shall state in explicit words: all shareholders are entitled to attend the general meeting and appoint one or more proxies in writing to attend and vote at such meeting and that such proxies need not be a shareholder;</p> <p>(VIII) the notice shall specify the shareholding record date for determining shareholders who are entitled to attend the meeting;</p> <p>(IX) the notice shall state the delivery time and place of the power of attorney for voting at the meeting;</p> <p>(X) the notice shall indicate name and telephone number of the permanent contact person of the meeting;</p> <p>(XI) the voting time and voting procedures via internet or other methods.</p> <p>Notices or supplementary notices of general meetings shall adequately and completely disclose the specific contents of all proposals. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings are served.</p> <p>...</p>	<p>If any director, supervisor, manager or other senior management has important interest relation with a matter to be discussed, the nature and degree of the interest relation shall be disclosed; if the impact of the matter to be discussed on the said director, supervisor, manager or other senior management as a shareholder is different from the impact on other shareholders of a same class, their difference shall be explained.</p> <p>Notices or supplementary notices of general meetings shall adequately and completely disclose the specific contents of all proposals. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings are served.</p> <p>...</p>

Original Articles	Proposed Amendments
<p>Article 82 Unless otherwise specified by laws, administrative regulations, rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association, notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his/her registered address as shown in the register of shareholders. For holders of domestic shares, the notice of a general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph that shall be published on the website of the stock exchange and in media meeting the conditions prescribed by the securities regulatory authority under the State Council. Once the announcement is made, all shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>For foreign shareholders, the Company may notify it in an appropriate manner in accordance with the relevant provisions of the place where the Company's overseas shares are listed.</p>	<p>Article 63 Notice of general meeting shall be issued or served to any shareholder (whether has voting right on general meeting or not) by way of announcement or other forms permitted by the stock exchange in the place where the Company's shares are listed.</p> <p>The public announcement referred to in the preceding paragraph that shall be published on the website of the stock exchange and in media meeting the conditions prescribed by the securities regulatory authority under the State Council.</p>
<p>Article 87 The instrument appointing a proxy shall be in writing under the hand of the appointing shareholder or his/her attorney duly authorized in writing; where the appointing shareholder is a legal person, such instrument shall be under its seal or under the hand of its directors or attorney duly authorized.</p> <p>The proxy form to appoint a proxy to attend any general meeting by a shareholder shall contain the following:</p> <p>(I) name of the proxy;</p> <p>...</p>	<p>Article 68 The proxy form to appoint a proxy to attend any general meeting by a shareholder shall contain the following:</p> <p>(I) name of the proxy;</p> <p>...</p>

Original Articles	Proposed Amendments
<p>Article 88 Any instrument issued to a shareholder by the directors for use in appointing a proxy to attend and vote at meetings of the Company shall be in such format as to enable the shareholder to instruct the proxy to vote in favor of or against or abstain from voting on the motions according to his/her free will, and instructions shall be given in respect of each individual matter to be voted on at the meeting. The instrument of proxy shall contain a statement that in the absence of instructions by the shareholder the proxy may vote as he/she thinks fit.</p>	<p>Article 69 The instrument of proxy shall contain a statement that in the absence of instructions by the shareholder the proxy may vote based on his/her consideration.</p>
<p>Article 89 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting.</p> <p>...</p>	<p>Article 70 The instrument appointing a voting proxy by shareholders of H Shares shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting.</p> <p>...</p>
<p>Article 90 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or loss of capacity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no notice in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company before the commencement of the meeting at which proxy is used.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>Article 94 General meetings shall be presided over by the chairman. Where the chairman cannot or does not fulfill the duty thereof, the deputy chairman shall preside over the meetings; where the deputy chairman cannot or does not fulfill the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting.</p> <p>A general meeting convened by the supervisory board itself shall be presided over by the chairman of the supervisory board. Where the chairman of the supervisory board cannot or does not fulfill the duty thereof, more than half of the supervisors may jointly elect a supervisor to preside over the meeting.</p> <p>A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the conveners. If for any reason, the conveners are unable to elect a representative as a presider to preside over the meeting, the shareholders holding the most voting shares among the conveners (including shareholder proxy) shall act as the presider to preside over the meeting.</p> <p>When a general meeting is held and the presider violates the Articles of Association or the rules of procedure for general meetings, which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights, so that the general meeting can continue.</p>	<p>Article 74 General meetings shall be presided over by the chairman. Where the chairman cannot or does not fulfill the duty thereof, the deputy chairman shall preside over the meetings; where the deputy chairman cannot or does not fulfill the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting.</p> <p>A general meeting convened by the supervisory board itself shall be presided over by the chairman of the supervisory board. Where the chairman of the supervisory board cannot or does not fulfill the duty thereof, more than half of the supervisors may jointly elect a supervisor to preside over the meeting.</p> <p>A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the conveners.</p> <p>When a general meeting is held and the presider violates the Articles of Association or the rules of procedure for general meetings, which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights, so that the general meeting can continue.</p>
<p>Article 101 Shareholders may consult the photocopies of minutes of meetings for free in the office hours of the Company. If any shareholder asks for the photocopy of relevant meeting minutes to the Company, the Company shall send the photocopy within 7 days after receipt of reasonable fee.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>Article 105 The following matters shall be resolved by way of special resolutions at a general meeting:</p> <p>(I) increase or reduction of the registered capital of the Company, and issue of shares of any class, stock warrants or other similar securities;</p> <p>(H) issuance of corporate bonds;</p> <p>(III) demerger, division, merger, dissolution and liquidation or change in the form of the Company;</p> <p>(IV) amendments to the Articles of Association;</p> <p>(V) any purchase or disposal of substantial assets made or guarantee provided by the Company within one year, the amount of which exceeds 30% of the latest audited total assets of the Company;</p> <p>(VI) share option incentive scheme;</p> <p>(VII) adjustment and amendment of profit distribution policy;</p> <p>(VIII) any other matters as required by the laws, administrative regulations, rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association and matters which, if resolved by way of an ordinary resolution at a general meeting, will have a material impact on the Company and need be adopted by way of special resolutions.</p>	<p>Article 84 The following matters shall be resolved by way of special resolutions at a general meeting:</p> <p>(I) increase or reduction of the registered capital of the Company;</p> <p>(II) demerger, division, merger, dissolution and liquidation of the Company;</p> <p>(III) amendments to the Articles of Association;</p> <p>(IV) any purchase or disposal of substantial assets made or guarantee provided by the Company within one year, the amount of which exceeds 30% of the latest audited total assets of the Company;</p> <p>(V) share option incentive scheme;</p> <p>(VI) adjustment and amendment of profit distribution policy;</p> <p>(VII) any other matters as required by the laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association and matters which, if resolved by way of an ordinary resolution at a general meeting, will have a material impact on the Company and need be adopted by way of special resolutions.</p>
<p>Article 106 Shareholders (including proxies of shareholders) shall exercise their voting rights based on the number of voting shares they represent, and each share shall have one vote.</p> <p>...</p>	<p>Article 85 Shareholders (including proxies of shareholders) shall exercise their voting rights based on the number of voting shares they represent, and each share shall have one vote (except for cumulative voting system).</p> <p>...</p>

Original Articles	Proposed Amendments
<p>Article 109 The list of candidates for directors and supervisors shall be submitted to the shareholders meeting for voting by proposals.</p> <p>When the shareholders in the general meeting vote in respect of the election of directors and supervisors, a cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.</p> <p>...</p> <p>The method of, and procedure for, nominating directors and supervisors are as set forth below:</p> <p>...</p> <p>(II) The board of directors, the supervisory board and shareholders who individually or collectively hold more than 1% of the issued shares of the Company may nominate candidates for independent directors and provide the candidates' resumes and basic information, which shall be submitted to the general meeting for election.</p> <p>...</p>	<p>Article 88 The list of candidates for directors and supervisors shall be submitted to the shareholders meeting for voting by proposals.</p> <p>When the shareholders in the general meeting vote in respect of the election of no less than 2 directors (including independent directors) and shareholder representative supervisors, a cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.</p> <p>...</p> <p>The method of, and procedure for, nominating directors and supervisors are as set forth below:</p> <p>...</p> <p>(II) The board of directors, the supervisory board and shareholders who individually or collectively hold more than 1% of the issued shares of the Company may nominate candidates for independent directors and provide the candidates' resumes and basic information, which shall be submitted to the general meeting for election. Independent director nominators shall not nominate persons with whom they have an interest or other closely related persons whose independent performance of duties may be affected as candidates for independent directors. The voting results of minority shareholders shall be counted separately and disclosed.</p> <p>...</p>
<p>Article 113 If the matter required to be voted by way of ballot is to elect the chairperson of the meeting or to suspend the meeting, the voting shall be carried out immediately; for other matters requiring voting by way of ballot, the chairperson of the meeting shall decide when to hold the voting and the meeting can continue to discuss other matters, while the voting result is still regarded as the resolution passed at the meeting.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>Article 114 To the extent permitted by applicable laws and regulations, when a poll is taken, shareholders (including their proxies) who have the rights to two or more votes need not cast all his/her votes as affirmative votes or negative votes.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 115 When the objection and approval votes are equal, the chairperson of the meeting has one more vote, whether by a show of hands or a ballot.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 118 The on-site general meeting shall not end earlier than the meeting via internet or otherwise. The chairman of the meeting shall announce the voting and result of each proposal, and announce, according to the results, whether or not a proposal shall be adopted. His decision announced shall be final and conclusive, and shall be recorded in the minutes of meeting.</p> <p>Before the formal announcement of the results of the poll, all relevant parties including the listed company, vote counter, scrutineer, major shareholders, and internet service provider involved in the process, whether on site, via internet or otherwise, shall owe confidentiality obligation.</p>	<p>Article 94 The on-site general meeting shall not end earlier than the meeting via internet or otherwise. The chairman of the meeting shall announce the voting and result of each proposal, and announce, according to the results, whether or not a proposal shall be adopted.</p> <p>Before the formal announcement of the results of the poll, all relevant parties including the company, vote counter, scrutineer, major shareholders, and internet service provider involved in the process, whether on site, via internet or otherwise, shall owe confidentiality obligation.</p>
<p>Article 120 If the chairperson of the meeting has any doubts about the results of the resolution submitted for voting, he may organize a count of the vote cast; if the chairperson of the meeting does not count the votes, the shareholders or their proxies present at the meeting disagree with the results announced by the chairperson, they have the right to request a counting of votes immediately after the result of the voting is announced, and the chairperson shall organize the counting immediately.</p> <p>If votes are counted at the general meeting, the result of the vote shall be included in the minutes of the meeting. The minutes of the meeting, together with the signature books of the shareholders present and the power of attorney for proxy attendance, shall be kept in the Company's residence.</p>	<p>Article 96 If the chairperson of the meeting has any doubts about the results of the resolution submitted for voting, he may organize a count of the vote cast; if the chairperson of the meeting does not count the votes, the shareholders or their proxies present at the meeting disagree with the results announced by the chairperson, they have the right to request a counting of votes immediately after the result of the voting is announced, and the chairperson shall organize the counting immediately.</p>

Original Articles	Proposed Amendments
<p>Article 126 The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such proposed change or abrogation has been approved by way of a special resolution at a general meeting and by a separate shareholder meeting convened by the shareholders of the class of shares so affected in accordance with Article 128 to Article 132 of the Articles of Association.</p>	<p>Article 102 The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such proposed change or abrogation has been approved by way of a special resolution at a general meeting and by a separate shareholder meeting convened by the shareholders of the class of shares so affected in accordance with Article 104 to Article 108 of the Articles of Association.</p>
<p>Article 128 Shareholders of the affected class, whether or not having the rights to vote at general meetings originally, shall have the right to vote at shareholders class meetings in respect of matters referred to in item (II) to (VIII) and (XI) to (XII) of Article 127 of the Articles of Association, except that interested shareholders shall not vote at such shareholders class meetings.</p> <p>The meaning of the interested shareholders mentioned in the preceding paragraph is as follows:</p> <p>(I) In the case that the Company repurchases its own shares by making a pro rata general offer of repurchase to all its shareholders or repurchasing shares through public trading on a stock exchange in accordance with Article 28 of the Articles of Association, the “interested shareholders” refers to the controlling shareholder as defined in Article 270 of the Articles of Association;</p> <p>(II) In the case that the Company repurchases its own shares by an off-market agreement outside a stock exchange in accordance with Article 28 of the Articles of Association, the “interested shareholders” refers to the shareholders related to the agreement;</p> <p>(III) In the restructuring of the Company, “interested shareholders” refers to shareholders who bear liability in a proportion smaller than that of the liability borne by other shareholders of that class, or shareholders who have different interests from other shareholders of that class.</p>	<p>Article 104 Shareholders of the affected class, whether or not having the rights to vote at general meetings originally, shall have the right to vote at shareholders class meetings in respect of matters referred to in item (II) to (VIII) and (XI) to (XII) of Article 103 of the Articles of Association, except that interested shareholders shall not vote at such shareholders class meetings.</p> <p>The meaning of the interested shareholders mentioned in the preceding paragraph is as follows:</p> <p>(I) In the case that the Company repurchases its own shares by making a pro rata general offer of repurchase to all its shareholders or repurchasing shares through public trading on a stock exchange in accordance with Article 27 of the Articles of Association, the “interested shareholders” refers to the controlling shareholder as defined in Article 217 of the Articles of Association;</p> <p>(II) In the case that the Company repurchases its own shares by an off-market agreement outside a stock exchange in accordance with Article 27 of the Articles of Association, the “interested shareholders” refers to the shareholders related to the agreement;</p> <p>(III) In the restructuring of the Company, “interested shareholders” refers to shareholders who bear liability in a proportion smaller than that of the liability borne by other shareholders of that class, or shareholders who have different interests from other shareholders of that class.</p>

Original Articles	Proposed Amendments
<p>Article 129 Resolution of a shareholders class meeting shall be passed only by two-thirds or above of the total voting rights being held by the shareholders of that class, who are entitled to do so, present and vote at the shareholders class meeting in accordance with Article 128 of the Articles of Association.</p>	<p>Article 105 Resolution of a shareholders class meeting shall be passed only by 2/3 or above of the total voting rights being held by the shareholders of that class, who are entitled to do so, present and vote at the shareholders class meeting in accordance with Article 104 of the Articles of Association.</p>
<p>Article 132 <u>The special procedure for voting by class shareholders shall not apply under the following circumstances:</u></p> <p>(I) With the approval by a special resolution at a general meeting, the Company issues domestic shares and overseas listed foreign shares in a period of 12 months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of its respective numbers of each of the issued and outstanding domestic shares and overseas listed foreign shares;</p> <p>(II) The Company completes the issue of domestic shares and overseas listed foreign shares within fifteen months from the date of approval pursuant to the plan approved upon its establishment by the securities commission under the State Council.</p>	<p>Article 108 <u>The special procedure for voting by class shareholders shall not apply under the following circumstance:</u> with the approval by a special resolution at a general meeting, the Company issues domestic shares and overseas listed foreign shares in a period of 12 months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of its respective numbers of each of the issued and outstanding domestic shares and overseas listed foreign shares.</p>

Original Articles	Proposed Amendments
Chapter 6 Party Committee	Chapter 5 Party Committee
<p>Article 134 The Party Committee of the Company shall play a leading role in supervising the Company's direction of development, monitoring the whole picture and ensuring implementation, performing decision-making or gate-keeping duties in making decisions on significant matters, implementing the decision-making and deployment of the Party Central Committee and implementing the national development strategy. Major operational and management issues must be studied and discussed by the Party committee of the Company before the board of directors makes decisions in accordance with the terms of reference and prescribed procedures. The board of directors and the management shall consciously safeguard the leadership role of the Party Committee of the Company, and the Party Committee of the Company shall respect and support the board of directors and the management to exercise their rights.</p>	<p>Article 110 The Party Committee of the Company shall play a leadership role, setting the right direction, keeping in mind the big picture, ensuring the implementation of Party policies and principles, performing decision-making or gate-keeping duties in making decisions on significant matters, implementing the decision-making and deployment of the Party Central Committee and implementing the national development strategy. Major operational and management issues must be studied and discussed by the Party committee of the Company before the board of directors makes decisions in accordance with the terms of reference and prescribed procedures. The board of directors and the management shall consciously safeguard the leadership role of the Party Committee of the Company, and the Party Committee of the Company shall respect and support the board of directors and the management to exercise their rights.</p>
Chapter 7 Board of Directors	Chapter 6 Board of Directors
<p>Article 136 Directors shall be elected or changed by the general meeting, and may be removed from his/her office by the general meeting. The term of office of a director is three years. A director may serve consecutive terms if re-elected. A director is not required to hold shares of the Company.</p> <p>Any director with unexpired term of office may be removed by the general meeting by an ordinary resolution in accordance with relevant laws and regulations and the listing rules of the stock exchange at which the shares of the company are listed provided that the director's right to claim damages based on any contract shall not be affected.</p>	<p>Article 112 Directors shall be elected or changed by the general meeting, and may be removed from his/her office by the general meeting. The term of office of a director is three years. A director may serve consecutive terms if re-elected.</p> <p>A director's term of service commences from the date he takes office, until the current term of service of the board of directors ends. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules, the rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.</p> <p>...</p>

Original Articles	Proposed Amendments
<p>A notice of the intention to propose a candidate for election as a director and a notice by that candidate stating his/her willingness to be elected shall be served on the Company at least seven days before the date of the general meeting. The timeframe for the delivery of the notices as stated above shall commence from the date when a notice of meeting in respect of such election is despatched and end no later than seven days prior to the date of such meeting.</p> <p>A director’s term of service commences from the date he takes office, until the current term of service of the board of directors ends. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules, the rules of the stock exchange in the place where the Company’s shares are listed and the Articles of Association until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.</p> <p>...</p>	
<p>Article 140 A director may resign before expiry of his/her term of service. When a director resigns, he shall submit a written resignation notice to the board of directors. The board of directors shall make relevant disclosure within 2 days.</p> <p>If the member of directors falls below the minimum statutory requirement due to a director’s resignation, or the number of independent directors is less than one-third of the board of directors, or there is no accounting professional among the independent directors, the former directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules, the rules of the stock exchange in the place where the Company’s shares are listed and the Articles of Association before the appointment of the re-elected directors.</p> <p>...</p>	<p>Article 116 A director may resign before expiry of his/her term of service. When a director resigns, he shall submit a written resignation notice to the board of directors. The board of directors shall make relevant disclosure within 2 days.</p> <p>If the member of directors falls below the minimum statutory requirement due to a director’s resignation, or the number of independent directors is less than 1/3 of the board of directors, or there is no accounting professional among the independent directors, the Company shall complete the re-election within 60 days from the date of occurrence of the aforesaid facts. The former directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules, the rules of the stock exchange in the place where the Company’s shares are listed and the Articles of Association before the appointment of the re-elected directors.</p> <p>...</p>

Original Articles	Proposed Amendments
<p>Article 146 The board of directors shall comprise 5-11 directors, of which at least three shall be independent directors, who accounted for no less than one-third of all the directors and at least one of the independent directors shall be equipped with appropriate professional qualifications meeting regulatory requirements or appropriate accounting or relevant financial management expertise. In principle, the number of external directors should exceed half of the total number of members of the board of directors. The external directors referred to in this article refer to non-executive directors who do not hold other positions in the Company. The directors of the Company shall be elected at a general meeting of the Company.</p> <p>The board of directors shall have a chairman and a deputy chairman, and shall be elected by more than half of all directors. The deputy chairman of the Company shall assist the work of the chairman. If the chairman is unable or fails to perform his/her duties, the deputy chairman shall perform such duties; if the deputy chairman is unable or fails to perform his/her duties, a director shall be elected jointly by more than half of the directors to perform such duties. The chairman and the deputy chairman shall serve a term of 3 years, and are eligible for re-election.</p>	<p>Article 122 The board of directors shall comprise 5-11 directors, of which at least 3 shall be independent directors, who accounted for no less than 1/3 of all the directors, and at least 1 shall be an accounting professional, who shall be equipped with appropriate professional qualifications meeting regulatory requirements or appropriate accounting or relevant financial management expertise. In principle, the number of external directors should exceed half of the total number of members of the board of directors. The external directors refer to non-executive directors who do not hold other positions in the Company.</p> <p>The board of directors shall have a chairman and may have a vice chairman, and shall be elected by more than half of all directors. The vice chairman of the Company shall assist the work of the chairman. If the chairman is unable or fails to perform his/her duties, the vice chairman shall perform such duties; if the vice chairman is unable or fails to perform his/her duties, a director shall be elected jointly by more than half of the directors to perform such duties. The chairman and the vice chairman shall serve a term of 3 years, and are eligible for re-election.</p>
<p>Article 147 Major operational and management issues shall be studied and discussed by the Party committee of the Company before the board of directors makes decisions.</p> <p>The board of directors shall exercise the following functions and powers:</p> <p>...</p> <p>(IX) to resolve on the purchase of shares of the Company under any of the circumstances stipulated in items (III), (V), (VI) under Article 27 of the Articles of Association;</p> <p>...</p>	<p>Article 123 Major operational and management issues shall be studied and discussed by the Party committee of the Company before the board of directors makes decisions.</p> <p>The board of directors shall exercise the following functions and powers:</p> <p>...</p> <p>(IX) to resolve on the purchase of shares of the Company under any of the circumstances stipulated in items (III), (V), (VI) under Article 26 of the Articles of Association;</p> <p>...</p>

Original Articles	Proposed Amendments
<p>(XI) to appoint or dismiss the Company’s general manager, secretary to the board of directors and other senior management, and to decide on their appraisal of business performance, remuneration, rewards and punishments; to appoint or dismiss the Company’s vice general manager, chief accountant, general legal counsel and other senior management based on the nomination of the general manager, and to decide on their appraisal of business performance, remuneration, rewards and punishments;</p>	<p>(XI) to appoint or dismiss the Company’s general manager, secretary to the board of directors and other senior management, and to decide on their appraisal of business performance, remuneration, rewards and punishments; to appoint or dismiss the Company’s vice general manager, chief accountant, general legal counsel (chief compliance officer) and other senior management based on the nomination of the general manager, and to decide on their appraisal of business performance, remuneration, rewards and punishments;</p>
<p>...</p>	<p>...</p>
<p>(XXV) to exercise other functions and powers as conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>(XXV) to exercise other functions and powers as conferred by laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company’s shares are listed and the Articles of Association.</p>
<p>...</p>	<p>...</p>
<p>Matters involving financial assistance or provision of guarantee transactions by the Company shall be considered and approved by more than half of all directors and more than two-thirds of the directors attending the meeting of the board of directors, and shall be disclosed in a timely manner.</p>	<p>...</p>
<p>Other than the resolutions of the board of directors in respect of the matters specified in items (VI), (VII) and (XVI) in the preceding paragraph and other matters which shall be passed by the affirmative vote of more than two-thirds of all directors as provided by laws, administrative regulations, departmental rules, the rules of the stock exchange in the place where the Company’s shares are listed and the Articles of Association, the resolutions of the board of directors in respect of all other matters may be passed by the affirmative vote of more than half of all the directors.</p>	<p>Matters involving financial assistance or provision of guarantee transactions by the Company shall be considered and approved by more than half of all directors and more than 2/3 of the directors attending the meeting of the board of directors, and shall be disclosed in a timely manner.</p>

Original Articles	Proposed Amendments
<p>Article 148 The board of directors shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposal to dispose of the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest audited balance sheet considered and approved by the general meeting.</p> <p>Disposals of the fixed assets mentioned in this Article include transfer of certain asset interests, but do not include guarantee provided by pledge of fixed assets.</p> <p>The effectiveness of the Company's disposal of the fixed assets shall not be affected by any breach of the foregoing provisions in paragraph 1 of this Article.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 149 The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(I) to preside over the general meetings, and to convene and preside over board meetings;</p> <p>(II) to inspect the execution of the resolutions of the board of directors;</p> <p>(III) to define the systems necessary for the operation of the board of directors, and coordinate its operation;</p> <p>(IV) to sign the securities issued by the Company and represent the Company in signing important legally binding documents with third parties;</p> <p>...</p> <p>(X) to exercise other powers required by the laws, regulations or the Articles of Association or authorized by the board of directors.</p>	<p>Article 124 The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(I) to preside over the general meetings, and to convene and preside over board meetings;</p> <p>(II) to supervise and inspect the execution of the resolutions of the board of directors;</p> <p>(III) to define the systems necessary for the operation of the board of directors, and coordinate its operation;</p> <p>(IV) to represent the Company in signing important legally binding documents with third parties;</p> <p>...</p> <p>(X) to exercise other powers required by the laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association or authorized by the board of directors.</p>

Original Articles	Proposed Amendments
<p>Article 152 The board of the directors of Company has established the Strategy Committee, the Audit Committee, the Nomination Committee and the Remuneration and Appraisal committee. All members of the special committees shall be directors, among which, a majority of the members of Audit Committee, Nomination Committee and Remuneration and Appraisal Committee shall be independent directors. All members of the Audit Committee shall be non-executive directors, at least one of whom shall be an independent director who possesses appropriate professional qualifications provided in the Hong Kong Listing Rules or possesses appropriate accounting or relevant financial management expertise. The convener of the audit committee shall be an independent director who is an accounting professional. Chairman of each of the special committees shall be appointed and dismissed by the board of directors.</p> <p>The board of directors is responsible for formulating the rules of procedure of the special committees and stipulating the composition, functions and procedures of the special committees.</p>	<p>Article 127 The board of the directors of Company has established the Strategy and Sustainability Committee, the Audit and Risk Management Committee, the Nomination Committee and the Remuneration and Appraisal committee. All members of the special committees shall be directors, among which, a majority of the members of Audit and Risk Management Committee, Nomination Committee and Remuneration and Appraisal Committee shall be independent directors. Convener of each of the special committees shall be appointed and dismissed by the board of directors. Members of the Audit and Risk Management Committee shall be directors who do not serve as senior management in the Company, at least one of whom shall possess appropriate professional qualifications provided in the Hong Kong Listing Rules or possess appropriate accounting or relevant financial management expertise. The convener of the Audit and Risk Management Committee shall be an accounting professional.</p> <p>The board of directors is responsible for formulating the rules of procedure of the special committees and stipulating the member composition, functions and procedures of the special committees.</p>
<p>Article 160 The board of directors shall keep minutes of resolutions passed at the meetings. The minutes shall be signed by the attending directors, secretary to the board of directors and minute-taker. A director who has expressly objected to a resolution is entitled to request his/her objection to the resolution to be recorded in minutes of the meeting.</p> <p>...</p>	<p>Article 135 The board of directors shall keep minutes of resolutions passed at the meetings. The minutes shall be signed by the attending directors, secretary to the board of directors and minute-taker. A director who has expressly objected to a resolution is entitled to request his/her objection to the resolution to be recorded in minutes of the meeting. The minutes shall be true, accurate and complete, and fully reflect the directors' opinions on the matters discussed.</p> <p>...</p>

Original Articles	Proposed Amendments
<p>Chapter 8 Managers and Other Senior Management</p>	<p>Chapter 7 Managers and Other Senior Management</p>
<p>Article 162 The Company shall have one general manager, certain vice general managers, one chief accountant, one secretary to the board of directors and one general legal counsel, who shall be appointed or removed by the board of directors.</p> <p>...</p>	<p>Article 137 The Company shall have one general manager, certain vice general managers, one chief accountant, one secretary to the board of directors and one general legal counsel (chief compliance officer), who shall be appointed or removed by the board of directors.</p> <p>...</p>
<p>Article 165 The management of the Company shall be responsible for business operation, decision implementation and management improvement, and accept the management of the board of directors and the supervision of the supervisory board.</p> <p>The general manager shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>...</p> <p>(VIII) to recommend to the board of directors for the appointment or dismissal of deputy general manager, chief accountant and general legal counsel and other senior management;</p> <p>...</p> <p>(XII) to exercise other functions and powers conferred in the Articles of Association or by the board of directors and the chairman.</p> <p>The general manager shall be present at the board meetings.</p>	<p>Article 140 The management of the Company shall be responsible for business operation, decision implementation and management improvement, and accept the management of the board of directors and the supervision of the supervisory board.</p> <p>The general manager shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>...</p> <p>(VIII) to recommend to the board of directors for the appointment or dismissal of deputy general manager, chief accountant and general legal counsel (chief compliance officer) and other senior management;</p> <p>...</p> <p>(XII) to exercise other functions and powers conferred in the laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company's shares are listed, the Articles of Association or by the board of directors and the chairman.</p> <p>The general manager shall be present at the board meetings.</p>

Original Articles	Proposed Amendments
<p>Article 169 The Company shall have a secretary to the board of directors. The secretary to the board shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the board of directors. The secretary to the board of directors is responsible for the preparation of the general meeting and board meeting of the Company, keeping of the documents and the information management of the shareholders of the Company, organizing and coordinating the disclosure of information of the Company, handling the Company's information release and other related matters, to ensure:</p> <p>(I) the Company's organization documents and records are complete;</p> <p>(II) the lawful preparation and submission by the Company of reports and documents as required by competent authorities;</p> <p>(III) the Company's register of shareholders are properly maintained, and the persons entitled to the Company's records and documents are furnished with such records and documents in time.</p> <p>The secretary to the board of directors shall comply with relevant requirements under the laws, administrative regulations, departmental rules, the rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association.</p> <p>A director or other senior management of the Company may also act as the secretary to the board of directors. Accountant of the accounting firm engaged by the Company shall not act as the secretary to the board of directors concurrently.</p>	<p>Article 144 The Company shall have a secretary to the board of directors. The secretary to the board of directors is responsible for the preparation of the general meeting and board meeting of the Company, keeping of the documents and the information management of the shareholders of the Company, organizing and coordinating the disclosure of information of the Company and other related matters.</p> <p>The secretary to the board of directors shall comply with relevant requirements under the laws, administrative regulations, departmental rules, the rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association.</p>

Original Articles	Proposed Amendments
<p>Where the office of the secretary to the board of directors of the Company is held concurrently by a director, and an act is required to be done by a director and the secretary to the board of directors of the Company separately, the person who holds the office of director and secretary to the board of directors of the Company may not perform the act in a dual capacity.</p> <p>The board of directors shall formulate the rules on the work of the secretary to the board of directors and shall take effect from the date of passing the resolution of the board of directors.</p>	
<p>Article 172 The Company implements the general legal advisor system, which leads the corporate legal compliance management in an all-round way, coordinates and handles legal compliance affairs in operation and management, participates in major business decisions, promotes the legal construction of the Company, and leads the corporate legal compliance agencies to carry out relevant work. Where the Party Committee or the board of directors discusses matters involving legal issues, the general legal counsel shall attend the meeting and provide legal opinions.</p>	<p>Article 147 The Company implements the general legal advisor system, which leads the corporate legal compliance management in an all-round way, coordinates and handles legal compliance affairs in operation and management, participates in major business decisions, promotes the legal construction of the Company, and leads the corporate legal compliance agencies to carry out relevant work. Where the Party Committee or the board of directors discusses matters involving legal issues, the general legal counsel (chief compliance officer) shall attend the meeting and provide legal opinions.</p>
<p>Chapter 9 Supervisory Board</p>	<p>Chapter 8 Supervisory Board</p>
<p>Article 178 A supervisor shall attend board meetings, and make enquiry or suggestion regarding resolutions of meetings of the board of directors.</p>	<p>Article 153 A supervisor may attend board meetings, and make enquiry or suggestion regarding resolutions of meetings of the board of directors.</p>

Original Articles	Proposed Amendments
<p>Article 181 The Company shall have a supervisory board, which shall consist of 3 supervisors, 1 of whom shall act as a chairman. The chairman of the supervisory board shall be appointed or removed by the votes of more than two-thirds of the members of the supervisory board. The chairman of the supervisory board shall convene and preside over the supervisory board meetings. If the chairman of the supervisory board is unable to or does not discharge his/her duties, a supervisor shall be nominated by more than a half of the supervisors to convene and preside over the supervisory board meetings.</p>	<p>Article 156 The Company shall have a supervisory board, which shall consist of 3 supervisors, 1 of whom shall act as a chairman. The chairman of the supervisory board shall be elected by more than half of the members of the supervisory board. The chairman of the supervisory board shall convene and preside over the supervisory board meetings. If the chairman of the supervisory board is unable to or does not discharge his/her duties, a supervisor shall be nominated by more than a half of the supervisors to convene and preside over the supervisory board meetings.</p>
<p>Article 183 The supervisory board shall be accountable to the general meetings and shall exercise the following authorities:</p> <p>...</p> <p>(VI) to propose motions to the general meetings;</p> <p>(VII) to propose the convening of extraordinary general meetings and extraordinary board meetings;</p> <p>(VIII) to represent the Company in negotiating with the directors;</p> <p>(IX) to initiate legal proceedings against the directors and senior management in accordance with the Company Law;</p> <p>(X) to verify the financial information, such as financial reports and profit distribution plans, to be submitted by the board of directors to the general meetings and, in case of any doubts or abnormalities discovered in the Company’s operations, to undergo investigations with the assistance from, where necessary, professional institutions such as accounting firms and law firms appointed at the Company’s expense;</p> <p>...</p>	<p>Article 158 The supervisory board shall be accountable to the general meetings and shall exercise the following authorities:</p> <p>...</p> <p>(VI) to propose motions to the general meetings;</p> <p>(VII) to initiate legal proceedings against the directors and senior management in accordance with the Company Law;</p> <p>(VIII) in case of any abnormalities discovered in the Company’s operations, to undergo investigations with the assistance from, where necessary, professional institutions such as accounting firms and law firms appointed at the Company’s expense;</p> <p>...</p>

Original Articles	Proposed Amendments
<p>Article 184 The supervisory board shall meet at least once in every 6 months and such meeting shall be convened by the chairman of the supervisory board. The supervisors may propose to convene an extraordinary meeting of the supervisory board.</p>	<p>Article 159 The supervisory board shall meet at least once in every 6 months. The supervisors may propose to convene an extraordinary meeting of the supervisory board. Resolutions of the supervisory board shall be passed by not less than half of the supervisors.</p>
<p>Article 185 A supervisor shall have one vote when voting on the resolution of the meeting of the supervisory board by open ballot and in writing.</p> <p>Resolutions proposed by the supervisory board shall be passed by the votes of more than two-thirds of the supervisory board members.</p> <p>The supervisory board shall formulate rules of procedure for meetings of the supervisory board and shall clarify methods for business discussions and voting procedures to ensure the work efficiency and scientific decision making of the supervisory board. The rules of procedure for meetings of the supervisory board shall be appendix to the Articles of Association and shall be formulated by the supervisory board and approved by the general meeting.</p>	<p>Article 160 The supervisory board shall formulate rules of procedure for meetings of the supervisory board and shall clarify methods for business discussions and voting procedures to ensure the work efficiency and scientific decision making of the supervisory board. The rules of procedure for meetings of the supervisory board shall be appendix to the Articles of Association and shall be formulated by the supervisory board and approved by the general meeting.</p>
<p>Chapter 10 Qualifications and Obligations of the Company's Directors, Supervisors, General Manager and Other Senior Management</p>	<p>Whole chapter deleted, the article numbers adjusted accordingly</p>
<p>Chapter 11 Financial Accounting System, Profit Distribution, and Auditing</p>	<p>Chapter 9 Financial Accounting System, Profit Distribution, and Auditing</p>
<p>Article 209 The board of directors of the Company shall submit the financial reports prepared by the Company as required by the laws, administrative regulations and statutory documents promulgated by local governments and competent authorities to the shareholders at every annual general meeting.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>Article 210 The Company's financial reports shall be made available for shareholders' inspection at the Company twenty days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>Unless otherwise specified in the Articles of Association, the Company shall deliver or send to each shareholder of overseas listed shares by prepaid mail at the address registered in the register of shareholders the said reports, the report of directors, together with the balance sheet (including every document to be attached to the balance sheet as required by the law) and statement of profit or loss or the statement of income and expense not later than twenty-one days before the date of every annual general meeting. Such documents may also be delivered to shareholders of overseas listed shares through the Company's website, the website of the Hong Kong Stock Exchange and other websites as may be provided by the Hong Kong Listing Rules from time to time, provided that the laws, administrative regulations and requirements of the securities regulatory authority at the place where the shares of the Company are listed are observed.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 211 The financial statements of the Company shall, in addition to being prepared in accordance with the PRC Accounting Standards for Business Enterprises and regulations, be prepared in accordance with either international accounting standards, or those of the place outside China where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its after-tax profits for relevant accounting years, the lower of the after tax-profits as shown in the two financial statements shall be adopted.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>Article 212 Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC Accounting Standards for Business Enterprises and regulations, and also in accordance with either international accounting standards or those of the place where the Company's shares are listed.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 215 Reserves of the Company are used for offsetting losses of the Company, expanding the Company's production and operation or increasing the capital of the Company. However, capital reserve shall not be used to offset losses of the Company.</p> <p>Capital reserve fund includes the following items:</p> <p>(I) Premium on shares issued at a premium price;</p> <p>(II) Any other income designated for the capital reserve fund by the regulations of the finance regulatory department of the State Council.</p>	<p>Article 168 Reserves of the Company are used for offsetting losses of the Company, expanding the Company's production and operation or increasing the capital of the Company. However, capital reserve shall not be used to offset losses of the Company.</p>
<p>Article 217 After the profit distribution plan has been adopted at the Company's general meeting, the board of directors of the Company shall complete the dividend (or share) distribution within two months after the general meeting.</p>	<p>Article 170 After the profit distribution plan has been adopted at the Company's general meeting, or after the board of directors formulates a specific plan based on the conditions and cap for interim dividends for the next year considered and approved by the annual general meeting, the dividend (or share) distribution shall be completed within 2 months after the general meeting.</p>
<p>Article 218 The Company's profit distribution policy shall remain consistent and stable, and shall be in the interest of the Company in the long term and the interests of all shareholders as a whole and in line with the sustainable development of the Company.</p> <p>The Company may distribute dividends in the form of cash or shares or a combination of both at the same time. The Company gives priority to profit distribution in cash.</p>	<p>Article 171 The Company's profit distribution policy is as follows:</p> <p>(I) The Company's profit distribution policy shall remain consistent and stable, and shall be in the interest of the Company in the long term and the interests of all shareholders as a whole and in line with the sustainable development of the Company.</p>

Original Articles	Proposed Amendments
<p>Without affecting the Company's continued profitability, the Company will place an emphasis on the return to investors. When formulating the profit distribution plan, the Company shall take the distributable profit in the financial statements of the parent company as the basis, and distribute dividends to the shareholders in a certain proportion to the Company's distributable profit realized for the year as set out in that year's consolidated financial statements.</p> <p>Article 219 The Company may distribute dividends in cash, shares or in a combination of cash and shares. Under certain conditions, the Company can make interim cash dividends.</p> <p>Except for under special circumstances, if the Company has recorded a profit for the current year, the accumulated undistributed profit is positive and is capable to satisfy the actual needs for distribution, then a distribution by way of cash dividends shall be adopted. Distribution of profit by way of cash in each year shall not be less than 5% of distributable profit realized for the current year as set out in the consolidated financial statements of the Company, and the cumulative distribution of profit in the form of cash for every three consecutive years shall not be less than 30% of the average annual amount of distributable profit realized for such three years.</p> <p>The aforesaid "special circumstances" shall include the following:</p> <p>(I) the Company has realized a relatively small amount of distributable profit for that year as set out in the consolidated financial statements, which is not sufficient to distribute in practice.</p>	<p>(II) The Company may distribute dividends in the form of cash or shares or a combination of both at the same time or other forms permitted by the laws and regulations. The Company gives priority to profit distribution in cash if conditions allow. The objective of the Company's cash dividend policy is to steadily increase dividends.</p> <p>(III) Subject to the Company's profit for the year and the accumulated undistributed profit being positive, the Company shall distribute profit in the form of cash dividends. The cumulative profit distributed by the Company in cash in the past three years shall not be less than 30% of the average annual distributable profit realized in the past three years.</p> <p>When distributing dividends, the board of directors of the Company shall take into account the characteristics of the industry in which the Company operates, the stage of development, its own business model, profitability, debt repayment ability, whether there are major capital expenditure arrangements and investor returns, and distinguish the following circumstances to propose a differentiated cash dividend policy:</p> <ol style="list-style-type: none"> 1. Where the Company is in a mature stage of development and has no major capital expenditure arrangement, the minimum proportion of cash dividends in the profit distribution shall be 80% when the profit distribution is made; 2. Where the Company is in a mature stage of development and has major capital expenditure arrangements, the minimum proportion of cash dividends in the profit distribution shall be 40% when the profit distribution is made;

Original Articles	Proposed Amendments
<p>(II) the audit firm appointed by the Company to audit the annual financial report for the current year has issued a non-standard audit report with qualified opinions.</p> <p>(III) the liability-to-asset ratio of the Company as at the end of that year has exceeded 70%.</p> <p>(IV) where the Company has major investment plan or significant cash expenditure, excluding fund-raising projects. Such major investment plan or significant cash expenditure including but not limited to the accumulated expenditure of external investment, asset acquisition, equipment acquisition, loan repayment and bond payment by the Company in that year or within the following 12 months reaching or exceeding 10% of the latest audited net assets of the Company.</p> <p>When the Company is in a sound operating condition, and the board of directors considers that the Company's stock price does not reflect its scale of capital, and distributing dividends in shares will be in the interests of all shareholders as a whole, the Company may propose the distribution of dividends in shares upon fulfilment of the above conditions concerning cash dividends.</p>	<p>3. Where the Company is in a growing stage of development and has major capital expenditure arrangements, the minimum proportion of cash dividends in the profit distribution shall be 20% when the profit distribution is made.</p> <p>If it is difficult to distinguish the development stage of the Company but there are major capital expenditure arrangements, it may be dealt with in accordance with the provisions of point 3 in the preceding paragraph.</p> <p>The proportion of cash dividends in the profit distribution is cash dividends divided by the sum of cash dividends and stock dividends.</p> <p>(IV) The Company can make interim cash dividends. When the Company convenes an annual general meeting to consider the annual profit distribution plan, the conditions, maximum proportion and maximum amount of interim cash dividends for the next year may be considered and approved. The maximum amount of interim dividends for the next year to be considered at the annual general meeting shall not exceed the net profit attributable to shareholders of the Company for the corresponding period. The board of directors shall formulate specific interim dividends distribution plan in accordance with the resolution or authorization of the general meeting, subject to the conditions for profit distribution.</p>

Original Articles	Proposed Amendments
	<p>(V) When the Company is in a sound operating condition, and the board of directors considers that the Company's stock price does not reflect its scale of capital, and distributing dividends in shares will be in the interests of all shareholders as a whole, the Company may propose the distribution of dividends in shares upon fulfilment of the above conditions concerning cash dividends. The profit distribution by means of stock dividends shall have real and reasonable factors such as corporate growth and dilution of net assets per share.</p> <p>(VI) The Company may pay dividends to holders of overseas listed foreign shares in foreign currencies or Renminbi in accordance with the provisions of foreign exchange control and cross-border Renminbi management.</p> <p>Article 172 If the audit report of the Company for the latest year is unqualified or unqualified with the paragraphs of material uncertainty related to going concern, and the gearing ratio of the Company at the end of the current year exceeds 70%, no profit distribution may be made.</p>

Original Articles	Proposed Amendments
<p>Article 220 The profit distribution plan shall, after formulated by the general manager’s office of the Company, be submitted for consideration and approval to the board of directors and supervisory board. The board of directors shall conduct sufficient discussions on the reasonableness of the profit distribution plan and form a specific proposal, which shall be submitted to the general meeting for its consideration and approval.</p> <p>If the Company is unable to determine the profit distribution plan in the current year according to the established cash dividend policies or the minimum cash dividend ratio due to special circumstances stated in Article 219, the Company shall consider the characteristics of the industry, the stage of development and its own business model, profitability and capital requirements in the announcement of the resolution of the board of directors in relation to the review and approval of profit distribution, and disclose in detail the reason for non-payment of cash dividends or lower level of cash dividend; the exact use and expected proceeds of the undistributed profits retained which are not distributed as dividends. Independent directors shall express clear opinions. The Company’s profit distribution plan for current year must be passed by not less than two-thirds of the voting rights held by shareholders at a general meeting.</p>	<p>Article 173 The Company’s profit distribution decision-making procedures are as follows:</p> <p>(I) The Company shall fully listen to the opinions of minority shareholders on the profit distribution plan through multiple channels, and the management of the Company shall put forward reasonable profit distribution suggestions based on factors such as the Company’s share capital scale, profitability, cash flow situation, capital needs and shareholders’ return plan, and formulate scientific and reasonable profit distribution plans to be submitted to the board of directors for consideration.</p> <p>(II) When considering the specific plan for cash dividends, the board of directors shall carefully study and discuss the timing, conditions and minimum proportion of the Company’s cash dividend distribution, the conditions for adjustment and the procedure requirements for decision-making, etc. The profit distribution plan shall be considered and approved by the board of directors before submission to the general meeting for consideration and approval.</p> <p>Independent directors shall have the right to express independent opinions if they consider that the cash dividend distribution plan may harm the interests of the Company or minority shareholders. If the opinions of independent directors are not adopted or not fully adopted by the board of directors, the opinions of independent directors and the specific reasons for not adopting shall be recorded in the resolutions of the board of directors and disclosed.</p>

Original Articles	Proposed Amendments
	<p>When making decisions on and formulating dividend plans, the board of directors shall record in detail the suggestions of the management, the key points of speeches of the participating directors, the opinions of independent directors, the voting results of the board of directors, etc., and form written records for proper documentation as the Company's files.</p> <p>(III) The supervisory board shall supervise the implementation of the cash dividend policy and shareholders' return plan by the board of directors, and whether the corresponding decision-making procedures and information disclosure have been performed. If the supervisory board finds that the board of directors has not strictly implemented the cash dividend policy and shareholders' return plan, has not strictly performed the corresponding decision-making procedures or has failed to truthfully, accurately and completely disclose the corresponding information, it shall issue clear opinions and urge the board of directors to rectify in a timely manner.</p> <p>(IV) The general meeting shall vote on the profit distribution plan proposed by the board of directors in accordance with the laws and regulations. The profit distribution plan of the Company shall be passed by more than half of the voting rights held by the shareholders (including their proxies) attending the general meeting.</p> <p>Before the specific cash dividend plan is considered at the general meeting, the Company shall actively communicate and exchange ideas with shareholders, especially minority shareholders, through various channels, fully listen to the opinions and demands of minority shareholders, and timely respond to the concerns of minority shareholders. The Company shall provide various channels (telephone, fax, e-mail, SSE e-interaction platform, etc.) to accept shareholders' suggestions on the Company's cash dividends.</p>

Original Articles	Proposed Amendments
	<p>The Company shall effectively protect the rights of public shareholders to participate in the general meeting. The board of directors, independent directors and shareholders who meet certain conditions may solicit voting rights at the general meeting from the shareholders of the listed company.</p>
<p>Article 221 The Company may adjust its profit distribution policy under the following circumstances:</p> <p>(I) occurrence of force majeure such as war and natural disasters;</p> <p>(II) in case of new laws, regulations or regulatory documents promulgated by the relevant departments of the state on the profit distribution policies of listed companies;</p> <p>(III) changes in the Company’s external operating environment which have a significant impact on the Company’s production and operation;</p> <p>(IV) there are material changes in the own operation of the Company which require the adjustment to the profit distribution policy;</p> <p>(V) the adjustment to the profit distribution policy is required in order to protect the interests of the shareholders or maintain the normal and sustainable development of the Company.</p> <p>The board of directors shall make a thematic discussion on the adjustment or change of the Company’s profit distribution policy, demonstrate the reasons for the adjustment in detail, form a written demonstration report, discuss thoroughly with independent directors, fully consider the opinions of minority investors and shall be reviewed and approved by the board of directors and then submitted to the general meeting of shareholders for approval by a special resolution.</p>	<p>Article 174 The procedures for adjustment or change of the Company’s profit distribution policy are as follows:</p> <p>The Company may adjust its profit distribution policy under the following circumstances:</p> <p>(I) occurrence of force majeure such as war and natural disasters;</p> <p>(II) in case of new laws, regulations or regulatory documents promulgated by the relevant departments of the state on the profit distribution policies of listed companies;</p> <p>(III) changes in the Company’s external operating environment which have a significant impact on the Company’s production and operation;</p> <p>(IV) there are material changes in the own operation of the Company which require the adjustment to the profit distribution policy;</p> <p>(V) the adjustment to the profit distribution policy is required in order to protect the interests of the shareholders or maintain the normal and sustainable development of the Company.</p> <p>The adjustment or change of the Company’s profit distribution policy shall be resolved by the board of directors after detailed deliberation and submitted to the general meeting for approval, and shall be passed by not less than 2/3 of the voting rights held by the shareholders (including their proxies) attending the general meeting.</p>

Original Articles	Proposed Amendments
<p>Article 222 The company should disclose in detail the formulation and implementation of profit distribution policies in periodic reports, whether in compliance with the requirements of the Articles of Association and the resolutions of the general meeting, whether the dividend distribution criteria and proportion were well-defined and clear, whether the related decision-making process and mechanism were in place, whether independent directors fulfilled their duties and played their roles, whether the minority shareholders had the opportunities to sufficiently express their opinions and appeals and the legal interests of the minority shareholders were fully protected. If the cash dividend policy is to be adjusted or altered, it shall be disclosed in details whether the conditions and procedures of such adjustments or alternation is in compliance and transparent.</p>	<p>Article 175 The company should disclose in detail the formulation and implementation of cash dividend distribution policies in periodic reports, whether in compliance with the requirements of the Articles of Association and the resolutions of the general meeting, whether the dividend distribution criteria and proportion were well-defined and clear, whether the related decision-making process and mechanism were in place, (where the Company does not distribute cash dividends) the specific reasons and further measures to be taken to enhance the return level of investors, whether the minority shareholders had the opportunities to sufficiently express their opinions and appeals and the legal interests of the minority shareholders were fully protected. If the cash dividend policy is to be adjusted or altered, it shall be disclosed in details whether the conditions and procedures of such adjustments or alternation is in compliance and transparent.</p>
<p>Article 223 The Company shall appoint a payment receiving agent for holders of overseas listed foreign shares. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas listed foreign shares.</p> <p>The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange.</p> <p>The payment receiving agent appointed by the Company for holders of overseas listed foreign shares listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p> <p>Subject to the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which are not claimed by anyone, but such right can only be exercised after the expiration of 6 years after the dividend announcement date.</p>	<p>Article 176 Subject to the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which are not claimed by anyone, but such right can only be exercised after the expiration of 6 years after the dividend announcement date.</p>

Original Articles	Proposed Amendments
<p>Article 226 The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of China such as the Securities Law to audit the annual financial reports and other financial reports, conduct verification of net assets and other relevant consultation services.</p>	<p>Article 179 The Company's appointment of an accounting firm which is qualified under the Securities Law to audit accounting statements, conduct verification of net assets and other relevant consultation services shall have a term of one year and may be subject to renewal.</p>
<p>Article 228 In the event of a vacancy in the accounting firm, the board of directors may appoint an accounting firm to fill the vacancy before the general meeting is convened, but the appointment shall be confirmed by the next general meeting. Such accounting firm may continue to act during the vacancy period if the Company has other incumbent accounting firms.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 229 The accounting firm appointed by the Company shall have the following rights:</p> <p>(I) to inspect the accounting books, records and vouchers of the Company at any time; to require the directors, manager or other senior management of the Company to provide relevant information and explanation;</p> <p>(II) to require the Company to take all reasonable steps to obtain from the Company's subsidiaries such information and explanation as are necessary for the purpose of discharging its duties;</p> <p>(III) to attend the general meetings and to receive all notices of, and other information relating to, the meeting that any shareholder is entitled to, and to speak at any general meeting in relation to matters concerning its role as the Company's appointed accounting firm.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 230 Notwithstanding the terms set out in the contract between the accounting firm and the Company, shareholders at the general meeting may, by way of ordinary resolution, resolve to remove such accounting firm before the expiration of its term of office, but without prejudice to the rights of the firm to claim for damages in respect of such removal.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>Article 232 The remuneration or method of remuneration of an accounting firm shall be decided upon by the general meeting.</p>	<p>Article 182 The audit fee of an accounting firm shall be decided upon by the general meeting.</p>
<p>Article 233 The removal and non-reappointment of an accounting firm shall be resolved by the general meeting.</p> <p>Where it is intended to pass a resolution at a general meeting to appoint an accounting firm which is not holding a current position to fill any vacancy of the position of the accounting firm, or to renew the engagement of an accounting firm engaged by the board of directors to fill up the vacancy, or to dismiss an accounting firm before the expiry of its term of appointment, such matters shall be handled pursuant to the following provisions:</p> <p>(I) before the dispatch of the general meeting notice, the proposal on the appointment or dismissal is delivered to the accounting firm to be appointed or to leave its office or already retired in the relevant fiscal year.</p> <p>Leaving office shall include the dismissal, resignation and retirement for an accounting firm.</p> <p>(II) if the accounting firm to leave its office makes any statement in writing and requires the statement to be informed to shareholders by the Company, unless being too late for the receipt of such statement, the Company shall take the following measures:</p> <ol style="list-style-type: none"> 1. making instructions on the notice to the resolution that the leaving accounting firm has made such a statement; 2. copies of such a statement as the annex to the notice shall be sent to shareholders in such manner set forth in the Articles of Association. 	<p>Article 183 30 days' prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. The accounting firm shall be entitled to make representations when the resolution regarding the removal of the accounting firm is considered at the general meeting of the Company.</p> <p>Where the accounting firm resigns, it shall make clear to the general meeting whether there is any impropriety existing in the Company.</p>

Original Articles	Proposed Amendments
<p>(III) if the Company fails to deliver such statement made by the relevant accounting firm in accordance with the provisions in item (II) of this Article, the accounting firm concerned may require the statement to be read out at the general meeting and make further complaints.</p> <p>(IV) the accounting firm to leave office is entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1. the general meeting at which its term of office shall expire; 2. the general meeting at which the corresponding vacancy caused by its dismissal shall be filled; 3. the general meeting convened for the resignation that it takes initiative to render. <p>The accounting firm to leave office is entitled to receive all notices or other information related to the foregoing meetings, and to speak at the foregoing meetings regarding such matters related to it as the former accounting firm of the Company.</p> <p>30 days' prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. The accounting firm shall be entitled to make representations when the resolution regarding the removal of the accounting firm is considered at the general meeting of the Company.</p> <p>Where the accounting firm resigns, it shall make clear to the general meeting whether there is any impropriety existing in the Company.</p>	

Original Articles	Proposed Amendments
<p>An accounting firm may resign by depositing a written resignation notice at the legal address of the Company. The resignation notice shall become effective on the date of such deposit or on such later date stipulated in such notice. Such notice shall contain the following statements:</p> <p>(I) a statement to the effect that there are no circumstances in connection with its resignation which should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(II) a statement of other circumstances considered necessary.</p> <p>The Company shall send a copy of the above written notice to the competent authority within 14 days after receiving such notice. If the notice contains the two statements abovementioned, a copy of such statements shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statements by prepaid mail to every holder of overseas listed foreign shares at the address registered in the register of shareholders.</p> <p>Where the accounting firm's notice of resignation contains a statement regarding any accountable affair, it may require the board of directors to convene an extraordinary general meeting for the explanation of the circumstances regarding to its resignation.</p>	

Original Articles	Proposed Amendments
<p>Chapter 14 Merger, Division, Capital Increase, Capital Reduction, Dissolution, and Liquidation</p>	<p>Chapter 12 Merger, Division, Capital Increase, Capital Reduction, Dissolution, and Liquidation</p>
<p>Article 245 The merger or division of the Company shall be proposed by the board of directors. Following the approval pursuant to the procedures provided in the Articles of Association, such proposal shall go through the relevant approval formalities in accordance with laws. A shareholder who opposes the proposed merger or division shall have the right to demand the Company or the shareholders who agree with the proposed merger or division to acquire his/her shares at a fair price. The resolution of merger or division of the Company shall be made as a special document for inspection by shareholders.</p> <p>For holders of H Shares of the Company, the aforesaid documents shall also be delivered by mail.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 253 The Company shall be dissolved due to the following reasons:</p> <p>(I) expiry of the operation period as provided in the Articles of Association or the occurrence of other events resulting in winding up as provided in these Articles;</p> <p>(II) the general meeting resolves to wind up;</p> <p>(III) the Company needs to be wound up due to merger or division;</p> <p>(IV) its business license is revoked or it is ordered to close down or to be dissolved according to laws;</p>	<p>Article 202 The Company shall be dissolved due to the following reasons:</p> <p>(I) expiry of the operation period as provided in the Articles of Association or the occurrence of other events resulting in winding up as provided in these Articles;</p> <p>(II) the general meeting resolves to wind up;</p> <p>(III) the Company needs to be wound up due to merger or division;</p> <p>(IV) its business license is revoked or it is ordered to close down or to be dissolved according to laws;</p>

Original Articles	Proposed Amendments
<p>(V) in the event that the Company has encountered serious difficulties in its operation and management and that its continuous existence will cause substantial loss to the interests of the shareholders, and such difficulties cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may request the people’s court to dissolve the Company;</p> <p>(VI) the Company is declared bankrupt according to laws since it is unable to pay its debts upon maturity.</p>	<p>(V) in the event that the Company has encountered serious difficulties in its operation and management and that its continuous existence will cause substantial loss to the interests of the shareholders, and such difficulties cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may request the people’s court to dissolve the Company.</p>
<p>Article 254 With regard to the occurrence of the situation described in item (I) of Article 253, the Company may continue to exist by amending the Articles of Association.</p> <p>Amendments to the Articles of Association pursuant to the preceding paragraph shall be subject to the approval of shareholders representing two-thirds or above of the voting rights present at the general meeting.</p>	<p>Article 203 With regard to the occurrence of the situation described in item (I) of Article 202, the Company may continue to exist by amending the Articles of Association.</p> <p>Amendments to the Articles of Association pursuant to the preceding paragraph shall be subject to the approval of shareholders representing 2/3 or above of the voting rights present at the general meeting.</p>
<p>Article 255 Where the Company is dissolved pursuant to item (I), (II), (IV) or (V) of Article 253, a liquidation team shall be formed, within 15 days from the occurrence of the events of dissolution, to commence liquidation. The liquidation team shall consist of the directors or any persons as determined by the general meeting. Where no liquidation team is formed within the stipulated period, the creditors may file an application with the people’s court to designate relevant persons to form a liquidation team for liquidation.</p> <p>Where the Company is dissolved pursuant to item (IV) of Article 253, the relevant authorities shall establish a liquidation team consisting of shareholders, relevant authorities and relevant professionals for liquidation.</p> <p>Where the Company is dissolved pursuant to item (VI) of Article 253, the people’s court shall establish a liquidation team consisting of shareholders, relevant authorities and relevant professionals for liquidation in accordance with the relevant laws.</p>	<p>Article 204 Where the Company is dissolved pursuant to item (I), (II), (IV) or (V) of Article 202, a liquidation team shall be formed, within 15 days from the occurrence of the events of dissolution, to commence liquidation. The liquidation team shall consist of the directors or any persons as determined by the general meeting. Where no liquidation team is formed within the stipulated period, the creditors may file an application with the people’s court to designate relevant persons to form a liquidation team for liquidation.</p>

Original Articles	Proposed Amendments
<p>Article 256 Where the board of directors decides to liquidate the Company for any reason other than the Company’s declaration of its own bankruptcy, the board of directors shall include a statement in its notice convening a general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution on the liquidation of the Company in the general meeting, all functions and powers of the board of directors shall cease immediately.</p> <p>The liquidation committee shall act in accordance with the instructions of the general meeting and report at least once every year on the committee’s income and expenses, the business of the Company and the progress of liquidation at the general meeting, and present a final report at the general meeting on the completion of the liquidation.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 260 If after sorting out the Company’s assets and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company due to its dissolution, the liquidation committee discovers that the Company’s assets are insufficient to repay the Company’s debts in full, the liquidation committee 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 all matters arising from the liquidation to the People’s Court.</p>	<p>Article 208 If after sorting out the Company’s assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company’s assets are insufficient to repay the Company’s debts in full, the liquidation committee 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 all matters arising from the liquidation to the People’s Court.</p>

Original Articles	Proposed Amendments
<p>Article 261 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses during the liquidation period and financial accounts, which shall be verified by PRC-certified public accountants and then submitted to the general meeting or relevant competent authorities for confirmation. The liquidation committee shall, within 30 days after such confirmation given by a general meeting or the relevant competent authority, submit the documents to the company registration authority, apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</p>	<p>Article 209 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, which shall be submitted to the general meeting or the people’s court for confirmation. The liquidation committee shall submit the document to the company registration authority, apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</p>
<p>Chapter 15 Amendments to Articles of Association</p>	<p>Chapter 13 Amendments to Articles of Association</p>
<p>Article 268 Amendments to the Articles of Association involving the Mandatory Provisions shall become effective upon approval by the company approval authority authorized by the State Council and if applicable, the securities regulatory authority of the State Council. If company registration is involved, changes shall be registered in accordance with the law.</p>	<p>Article 216 For amendments to the Articles of Association to be approved by competent authorities, such amendments shall be submitted to competent authorities for approval. If company registration is involved, changes shall be registered in accordance with the law.</p>

Original Articles	Proposed Amendments
Chapter 16 Settlement of Disputes	Deleted, the chapter numbers and article numbers adjusted accordingly
<p>Article 269 The Company shall comply with the following principles of dispute resolution:</p> <p>(I) If any dispute or claim concerning the Company's business on the basis of the rights or obligations provided in the Articles of Association, the Company Law and other relevant laws and administrative regulations arises between a holder of overseas listed shares and the Company, between a holder of overseas listed shares listed and a director, a supervisor or other senior management of the Company, or between a holder of overseas listed foreign shares and a holder of domestic shares, the parties concerned shall resolve such dispute or claim through arbitration.</p> <p>When the aforementioned dispute or claim is to be resolved through arbitration, such dispute or claim shall be in its entirety, and all persons (in the capacity of the Company or its shareholders, directors, supervisors or senior management) that have a cause of action due to the same events or whose participation is necessary for the settlement of such dispute or claim shall abide by the arbitration.</p> <p>Disputes concerning the definition of shareholders and the register of shareholders shall not be required to be settled by means of arbitration.</p> <p>(II) The party seeking arbitration may elect to have the dispute or claim arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the party seeking arbitration submits a dispute or claim for arbitration, the other party must submit to the arbitral body selected by the party seeking the arbitration.</p>	

Original Articles	Proposed Amendments
<p>If the party seeking arbitration elects to arbitrate the dispute or claim at the Hong Kong International Arbitration Centre, then either party may apply to have such arbitration conducted in Shenzhen according to the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) The laws of the PRC shall apply to the arbitration of disputes or claims described in item (I) of this Article unless otherwise provided by laws and regulations.</p> <p>(IV) The award of the arbitral body is final and shall be binding on all parties thereto.</p> <p>(V) For any agreements reached between a director, a senior management and the Company containing provisions on settlement of disputes herein, the Company shall represent itself and each shareholder.</p> <p>(VI) Any arbitration submitted shall be deemed as an authorization to the arbitral court to conduct public hearing and announce its judgment.</p>	
Chapter 17 Supplementary Articles	Chapter 14 Supplementary Articles
<p>Article 270 Definition</p> <p>(I) A controlling shareholder refers to a person that satisfies any of the following conditions:</p> <ol style="list-style-type: none"> 1. a person acting alone or in concert with others, has the power to elect more than half of the number of the directors; 2. a person acting alone or in concert with others, has the power to exercise or control the exercise of 30% or more of the Company's total voting rights; 3. a person acting alone or in concert with others, holds 30% or more of the total issued public shares of the Company; 	<p>Article 217 Definition</p> <p>(I) A controlling shareholder refers to a shareholder whose ordinary shares (including preference shares with restored voting rights) represent no less than 50% of the total share capital of the Company, or a shareholder with shareholding ratio less than 50%, but the voting rights of the shares held by such shareholder are sufficient to have a significant impact on the resolutions of the general meeting.</p> <p>(II) An de facto controller refers to a person who is not a shareholder of the Company but can effectively control the Company through investments, agreements or other arrangements.</p>

Original Articles	Proposed Amendments
<p>4. a person acting alone or in concert with others, has de facto control over the Company in any other manner.</p> <p>(II) An de facto controller refers to a person who is not a shareholder of the Company but can effectively control the Company through investments, agreements or other arrangements.</p> <p>(III) Connected relations refer to relations between a controlling shareholder, de facto controller, director, supervisor, senior management of the Company and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having connected relations only because they are owned by the State.</p>	<p>(III) Connected relations refer to relations between a controlling shareholder, de facto controller, director, supervisor, senior management of the Company and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having connected relations only because they are owned by the State.</p>
<p>Article 274 After the Articles of Association is approved in the general meeting, it shall come into force from the date of listing of H Shares on Hong Kong Stock Exchange. Upon the effective date of this Articles of Association, the original Articles of Association shall automatically become invalid. The Articles of Association and its appendices shall be formulated and amended by the board of directors of the Company and shall take effect from the date of approval at the general meeting of the Company.</p>	<p>Article 221 After the Articles of Association is approved in the general meeting, it shall come into force and shall be implemented. Upon the effective date of this Articles of Association, the original Articles of Association shall automatically become invalid. The Articles of Association and its appendices shall be formulated and amended by the board of directors of the Company and shall take effect from the date of approval at the general meeting of the Company.</p>

Details of the proposed amendments to the Rules of Procedure for General Meetings of the Company are as follows:

Original Articles	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 In order to safeguard the legitimate rights and interests of China Tourism Group Duty Free Corporation Limited (“the Company”) and the shareholders, to clarify the responsibilities and authorities of the general meeting, and to ensure the regulated and effective operation of and the exercise of functions and powers according to the laws by the general meeting, these Rules are formulated in accordance with the relevant provisions of the Company Law of the People’s Republic of China, Securities Law of the People’s Republic of China, Guidelines for the Articles of Association of Listed Companies, Rules for the General Meeting of Listed Companies, Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies, Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other laws and regulations and the Articles of Association of China Tourism Group Duty Free Corporation Limited (the “Articles of Association”).</p>	<p>Article 1 In order to safeguard the legitimate rights and interests of China Tourism Group Duty Free Corporation Limited (“the Company”) and the shareholders, to clarify the responsibilities and authorities of the general meeting, and to ensure the regulated and effective operation of and the exercise of functions and powers according to the laws by the general meeting, these Rules are formulated in accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), Guidelines for the Articles of Association of Listed Companies, Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other laws and regulations and the Articles of Association of China Tourism Group Duty Free Corporation Limited (the “Articles of Association”).</p>
<p>Article 4 The board of directors of the Company shall strictly abide by the provisions of the Company Law and other laws and regulations on the convening of general meetings, earnestly perform its duties, and organize the general meetings in a serious and timely manner. All directors of the Company shall diligently perform their duties to ensure the normal convening of the general meeting and exercise of their functions and powers in accordance with the laws.</p>	<p>Article 4 The Company shall convene general meetings in strict accordance with the relevant provisions of laws, administrative regulations, the Articles of Association and these Rules to ensure that shareholders can exercise their rights in accordance with the laws.</p> <p>The board of directors of the Company shall earnestly perform its duties, and organize the general meetings in a serious and timely manner. All directors of the Company shall diligently perform their duties to ensure the normal convening of the general meeting and exercise of their functions and powers in accordance with the laws.</p>

Original Articles	Proposed Amendments
Addition, the article numbers adjusted accordingly	Article 5 The general meeting shall exercise its functions and powers within the scope of provisions of the Company Law and the Articles of Association.
Chapter 2 Convening of General Meeting	Chapter 2 Convening of General Meeting
<p>Article 12 Where the supervisory board or shareholders decide to convene a general meeting on their own, they shall notify the board of directors in writing and file with the local office of the CSRC in the place where the Company is located and the stock exchange in the place where the Company's shares are listed.</p> <p>Before the announcement of the resolutions of the general meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.</p> <p>When issuing the notice of the general meeting and publishing the announcement of the resolutions of the general meeting, the supervisory board and the convening shareholders shall submit relevant supporting materials to the local office of the CSRC in the place where the Company is located and the stock exchange in the place where the Company's shares are listed.</p>	<p>Article 13 Where the supervisory board or shareholders decide to convene a general meeting on their own, they shall notify the board of directors in writing and file with the stock exchange in the place where the Company's shares are listed.</p> <p>Before the announcement of the resolutions of the general meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.</p> <p>When issuing the notice of the general meeting and publishing the announcement of the resolutions of the general meeting, the supervisory board and the convening shareholders shall submit relevant supporting materials to the stock exchange in the place where the Company's shares are listed.</p>
Chapter 3 Proposals and Notices of General Meeting	Chapter 3 Proposals and Notices of General Meeting
<p>Article 16 Shareholders individually or jointly holding not less than 3% of the Company's shares may submit provisional proposals in writing to the convener 10 days before the general meeting. The convener shall issue a supplementary notice of the general meeting within two days upon receiving such proposals to announce the contents of the provisional proposals.</p> <p>Save as provided in the preceding paragraph, the convener shall not amend the proposals set out in the notice of general meeting or add new proposals after issuing the notice of general meeting.</p> <p>Proposals not set out in the notice of general meeting or not complying with Article 15 hereof shall not be voted on and resolved at the general meeting.</p>	<p>Article 17 When the Company convenes a general meeting, the board of directors, the supervisory board and shareholders individually or jointly holding not less than 3% of the Company's shares shall have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding not less than 3% of the Company's shares may submit provisional proposals in writing to the convener 10 days before the general meeting. If the qualifications of the proposing shareholders are genuine and the relevant proposals comply with the Company Law and other relevant requirements, the convener shall submit the same to the general meeting for consideration. The convener shall issue a supplementary notice of the general meeting within two days upon receiving such proposals to announce the contents of the provisional proposals.</p>

Original Articles	Proposed Amendments
	<p>Save as provided in the preceding paragraph, the convener shall not amend the proposals set out in the notice of general meeting or add new proposals after issuing the notice of general meeting.</p> <p>Before the convening of the general meeting, if eligible shareholders put forward provisional proposals, the shareholding ratio during the period from the issuance of the proposal notice to the announcement of the meeting resolutions shall not be less than 3%, and the supporting documents for holding not less than 3% of the Company's shares shall be provided to the convener.</p> <p>Proposals not set out in the notice of general meeting or not complying with Article 16 hereof shall not be voted on and resolved at the general meeting.</p>
<p>Article 17 Where the Company convenes an annual general meeting, a written notice shall be given 20 business days before the date of the meeting to notify all shareholders of the time and venue of the meeting and the matters to be considered. For an extraordinary general meeting, a notice shall be given 15 days (and not less than 10 business days) before the date of the meeting to notify all shareholders in writing. When calculating the start of such period, the date of the meeting shall not be included.</p> <p>The aforesaid business day refers to a day on which the Hong Kong Stock Exchange is open for the business of dealing in securities.</p>	<p>Article 18 Where the Company convenes an annual general meeting, a notice shall be given by the convener by way of announcement 20 days before the date of the meeting to notify all shareholders. For an extraordinary general meeting, a notice shall be given by way of announcement 15 days before the date of the meeting to notify all shareholders. When calculating the start of such period, the date of the meeting shall not be included.</p> <p>Where the laws, administrative regulations, departmental rules, the rules of the securities regulatory authorities or the stock exchange in the place where the Company's shares are listed provide otherwise, such provisions shall prevail.</p>
<p>Article 18 The notice and supplementary notice of the general meeting shall fully and completely disclose the specific contents of all proposals and all information or explanations necessary for the shareholders to make reasonable judgments on the matters to be discussed. Where the matters to be discussed require the opinions of independent directors, the opinions of independent directors and the reasons thereof shall be disclosed at the same time when the notice or supplementary notice of the general meeting is issued.</p>	<p>Article 19 The notice and supplementary notice of the general meeting shall fully and completely disclose the specific contents of all proposals. Where the matters to be discussed require the opinions of independent directors, the opinions of independent directors and the reasons thereof shall be disclosed at the same time when the notice or supplementary notice of the general meeting is issued.</p>

Original Articles	Proposed Amendments
<p>Article 20 The notice of the general meeting shall specify the time and place of the meeting and determine the equity registration date.</p> <p>The notice of a general meeting shall meet the following requirements:</p> <p>(I) be made in writing;</p> <p>(II) specify the time, venue and duration of the meeting;</p> <p>(III) state the matters and proposals submitted to the meeting for consideration;</p> <p>(IV) provide the shareholders with such information and explanations as are necessary for the shareholders to make an informed decision on the matters to be discussed. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to restructure the share capital, or to restructure the Company in any other way, the terms of the proposed transaction shall be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal shall be properly explained;</p> <p>(V) contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, general manager or other senior management in the matters to be discussed, and the effect of the matters to be discussed on such director, supervisor, general manager or other senior management in their capacity as shareholders in so far as it is different from the effect on other shareholders of the same class;</p> <p>(VI) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VII) contain a clear statement that all shareholders are entitled to attend the general meeting and may appoint one or more proxies in writing to attend the meeting and vote on their behalf and that such proxies need not be shareholders;</p>	<p>Article 21 The notice of the general meeting shall specify the time and place of the meeting and determine the equity registration date. The interval between the equity registration date and the date of the meeting shall not be more than 7 working days. Once the equity registration date is confirmed, it shall not be changed.</p> <p>The notice of a general meeting shall meet the following requirements:</p> <p>(I) the time, venue and duration of the meeting and form of the meeting;</p> <p>(II) the matters and proposals submitted to the meeting for consideration;</p> <p>(III) contain a clear statement that all shareholders are entitled to attend the general meeting and may appoint proxies in writing to attend the meeting and vote and that such proxies need not be shareholders;</p> <p>(IV) the equity registration date for shareholders entitled to attend the general meeting;</p> <p>(V) the name and telephone number of the contact person of the meeting;</p> <p>(VI) the time and procedures for voting held online or by other means;</p> <p>(VII) Where the laws, administrative regulations, departmental rules, normative documents, the rules of the stock exchange in the place where the Company's shares are listed provide otherwise, such provisions shall prevail.</p> <p>It shall contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, general manager or other senior management in the matters to be discussed, and the effect of the matters to be discussed on such director, supervisor, general manager or other senior management in their capacity as shareholders in so far as it is different from the effect on other shareholders of the same class.</p>

Original Articles	Proposed Amendments
<p>(VIII) specify the equity registration date (the interval between the equity registration date and the date of the meeting shall not be more than 7 working days) for shareholders entitled to attend the general meeting. Once the equity registration date is confirmed, it shall not be changed;</p> <p>(IX) specify the time and place for lodging proxy forms for the meeting;</p> <p>(X) specify the name and telephone number of the contact person of the meeting.</p>	
<p>Article 21 Save as otherwise provided in the laws, administrative regulations, rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association, the notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For holders of domestic shares, the notice of general meeting may also be made by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published on the website of the stock exchange and the media meeting the conditions prescribed by the securities regulatory authority of the State Council. Once the announcement is made, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of foreign shares, the Company may issue a notice in an appropriate manner in accordance with the relevant provisions of the overseas listing place of the Company.</p> <p>The accidental failure to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>	<p>Article 22 The notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the general meeting) by way of announcement or other ways permitted by the stock exchange in the place where the Company's shares are listed.</p> <p>The announcement referred to in the preceding paragraph shall be published on the website of the stock exchange and the media meeting the conditions prescribed by the securities regulatory authority of the State Council. Once the announcement is made, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p>

Original Articles	Proposed Amendments
<p>Chapter 4 Convening of General Meeting</p>	<p>Chapter 4 Convening of General Meeting</p>
<p>Article 23 The Company shall hold a general meeting at its domicile or at the place specified in the Articles of Association.</p> <p>...</p> <p>After the notice of the general meeting is issued, the venue of the on-site general meeting shall not be changed without proper reasons. If it is necessary to change, the convener shall make an announcement and explain the reasons at least 2 working days prior to the date of the on-site meeting.</p> <p>Shareholders may attend the general meeting in person and exercise their voting rights, or may appoint one or more persons (who may not be shareholders) as their proxies to attend and vote on their behalf. Such proxy shall be entitled to exercise the following rights in accordance with the authorization from the shareholder:</p> <p>(I) the right of shareholders to speak at the general meeting;</p> <p>(II) the right to demand or join in demanding a poll;</p> <p>(III) to exercise voting rights in accordance with relevant laws and regulations and the Articles of Association.</p> <p>However, when more than one proxy is appointed, such proxies may only exercise their voting rights on a poll.</p>	<p>Article 24 The Company shall hold a general meeting at its domicile or at the place specified in the Articles of Association.</p> <p>...</p> <p>After the notice of the general meeting is issued, the venue of the on-site general meeting shall not be changed without proper reasons. If it is necessary to change, the convener shall make an announcement and explain the reasons at least 2 working days prior to the date of the on-site meeting.</p>

Original Articles	Proposed Amendments
<p>Article 24 Individual shareholders attending the meeting in person shall present their identity cards or other valid documents or evidence of their identities as well as stock account cards. Proxies attending the meeting shall present their valid identity cards and power of attorney.</p> <p>A corporate shareholder shall be represented by its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall present his/her identity card and valid evidence showing his/her capacity as a legal representative. If a proxy is appointed to attend the meeting, the proxy shall present his/her identity card and the power of attorney issued by the legal representative of the corporate shareholder in accordance with the laws.</p>	<p>Article 25 Shareholders may attend the general meeting in person and exercise their voting rights, or entrust proxies to attend and exercise their voting rights within the scope of authorization. Individual shareholders attending the meeting in person shall present their identity cards or other valid documents or evidence of their identities as well as stock account cards. Proxies attending the meeting shall present their valid identity cards and power of attorney.</p> <p>A corporate shareholder shall be represented by its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall present his/her identity card and valid evidence showing his/her capacity as a legal representative. If a proxy is appointed to attend the meeting, the proxy shall present his/her identity card and the power of attorney issued by the legal representative of the corporate shareholder in accordance with the laws. The above requirements do not apply to a recognized clearing house or its agent.</p>
<p>Article 25 The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal person, either under corporate seal or under the hand of a director or attorney duly authorized.</p> <p>The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:</p> <p>(I) name of the proxy;</p> <p>(II) with or without voting rights;</p> <p>(III) instructions to vote for, against or abstain from voting on each matter to be considered on the agenda of the general meeting;</p> <p>(IV) the date of issuance and validity period of the power of attorney;</p>	<p>Article 26 The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:</p> <p>(I) name of the proxy;</p> <p>(II) with or without voting rights;</p> <p>(III) instructions to vote for, against or abstain from voting on each matter to be considered on the agenda of the general meeting;</p> <p>(IV) the date of issuance and validity period of the power of attorney;</p> <p>(V) signature (or seal) of the appointer. If the appointer is a corporate shareholder, the corporate seal shall be affixed;</p> <p>(VI) state the number of shares of the appointer represented by the proxy.</p>

Original Articles	Proposed Amendments
<p>(V) signature (or seal) of the appointer. If the appointer is a corporate shareholder, the corporate seal shall be affixed;</p> <p>(VI) state the number of shares of the appointer represented by the proxy;</p> <p>(VII) if several persons are appointed as proxies, the instrument shall specify the number of shares represented by each proxy.</p>	
<p>Article 26 The power of attorney shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the scheduled voting time. Where the power of attorney is signed by a person authorized by the appointer, the power of attorney or other authorization documents shall be notarized. The power of attorney or other authorization documents notarized shall, together with the instrument appointing the voting proxy, be deposited at the domicile of the Company or such other place as specified in the notice of meeting.</p> <p>If the appointer is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other decision-making body shall attend the general meeting of the Company as a representative.</p>	<p>Article 27 The power of attorney of shareholders of H Shares shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the scheduled voting time.</p> <p>Where the power of attorney for attendance by proxy is signed by a person authorized by the appointer, the power of attorney or other authorization documents shall be notarized. The power of attorney or other authorization documents notarized shall, together with the instrument appointing the voting proxy, be deposited at the domicile of the Company or such other place as specified in the notice of meeting.</p> <p>If the appointer is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other decision-making body shall attend the general meeting of the Company as a representative.</p> <p>If the shareholder is a recognized clearing house or its agent, the shareholder may authorize more than one person it considers appropriate to act as its proxy at any general meeting or any class meeting; however, if more than two persons are authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The power of attorney shall be signed by an authorized officer of the recognized clearing house. The person so authorized may attend the meeting on behalf of the recognized clearing house or its agent (without being required to present share certificates, notarized authorization and/or further evidence to prove that he/she is duly authorized) to exercise the rights as if such person was a natural person shareholder of the Company.</p>

Original Articles	Proposed Amendments
<p>Article 27 Any form of power of attorney issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote for or against or abstain from voting, and enable the shareholders to give separate instructions on each matter to be voted on at the meeting. The power of attorney shall specify whether the proxy may vote as he/she thinks fit in the absence of specific instructions from the shareholder.</p>	<p>Article 28 The power of attorney shall specify whether the proxy may vote as he/she thinks fit in the absence of specific instructions from the shareholder.</p>
<p>Article 28 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or loss of capacity of the appointor or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company before the commencement of the meeting at which the proxy is used.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 29 Where a general meeting of the Company is held online or by other means, the notice of the general meeting shall clearly state the voting time and voting procedures of the meeting held online or by other means.</p> <p>...</p>	<p>Article 29 The notice of the general meeting shall clearly state the voting time and voting procedures of the meeting held online or by other means.</p> <p>...</p>
<p>Article 31 All shareholders registered on the equity registration date or their proxies shall be entitled to attend the general meeting, and the Company and the convener shall not refuse for any reason.</p>	<p>Article 31 All shareholders registered on the equity registration date or their proxies shall be entitled to attend the general meeting, and to exercise voting rights in accordance with the provisions of the relevant laws, administrative regulations, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association.</p>

Original Articles	Proposed Amendments
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 32 A register of attendees at the meeting shall be prepared by the Company. The meeting register shall state the participants’ names (or names of entities), identity card numbers, residential addresses, the number of shares with voting rights held or represented, and the appointors’ names (or names of entities).</p>
<p>Article 34 The general meeting shall be chaired by the chairman of the board of directors. Where the chairman is unable or fails to perform his/her duties, a director elected by not less than half of the directors shall preside over the meeting.</p> <p>A general meeting convened by the supervisory board itself shall be presided over by the chairman of the supervisory board. If the chairman of the supervisory board is unable or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall preside over the meeting.</p> <p>A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the conveners. If, for any reason, the conveners are unable to elect a representative to chair the meeting, the shareholder (including the proxy) holding the largest number of voting shares among the conveners shall chair the meeting.</p> <p>When the Company convenes a general meeting, if the chairman of the meeting violates the Articles of Association and these Rules such that the general meeting cannot proceed, with the consent of more than half of the shareholders with voting rights present at the on-site meeting, the general meeting may elect a person to be the chairman of the meeting and continue the meeting.</p>	<p>Article 35 The general meeting shall be chaired by the chairman of the board of directors. Where the chairman is unable or fails to perform his/her duties, the vice chairman shall preside over the meeting; where the vice chairman is unable or fails to perform his/her duties, a director elected by not less than half of the directors shall preside over the meeting.</p> <p>A general meeting convened by the supervisory board itself shall be presided over by the chairman of the supervisory board. If the chairman of the supervisory board is unable or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall preside over the meeting.</p> <p>A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the conveners.</p> <p>When the Company convenes a general meeting, if the chairman of the meeting violates the Articles of Association and these Rules such that the general meeting cannot proceed, with the consent of more than half of the shareholders with voting rights present at the on-site meeting, the general meeting may elect a person to be the chairman of the meeting and continue the meeting.</p>

Original Articles	Proposed Amendments
Chapter 5 Voting and Resolutions of General Meeting	Chapter 5 Voting and Resolutions of General Meeting
<p>Article 39 The following matters shall be resolved by special resolutions at a general meeting:</p> <p>(I) the increase or reduction of the Company's registered capital and the issuance of any class of shares, warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) the division, merger, dissolution and liquidation or change of corporate form of the Company;</p> <p>(IV) amendments to the Articles of Association;</p> <p>(V) the Company's purchase or disposal of major assets or guarantee within one year with an amount exceeding 30% of the Company's latest audited total assets;</p> <p>(VI) share incentive scheme;</p> <p>(VII) adjustment or change of profit distribution policy;</p> <p>(VIII) other matters stipulated by laws, administrative regulations, rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association, and other matters determined by the general meeting by an ordinary resolution that shall have a significant impact on the Company and need to be approved by a special resolution.</p>	<p>Article 40 The following matters shall be resolved by special resolutions at a general meeting:</p> <p>(I) the increase or reduction of the Company's registered capital;</p> <p>(II) the demerger, division, merger, dissolution and liquidation of the Company;</p> <p>(III) amendments to the Articles of Association;</p> <p>(IV) the Company's purchase or disposal of major assets or guarantee within one year with an amount exceeding 30% of the Company's latest audited total assets;</p> <p>(V) share incentive scheme;</p> <p>(VI) adjustment or change of profit distribution policy;</p> <p>(VII) other matters stipulated by laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association, and other matters determined by the general meeting by an ordinary resolution that shall have a significant impact on the Company and need to be approved by a special resolution.</p>

Original Articles	Proposed Amendments
<p>Article 41 When a shareholder has a related party relationship with a matter to be considered at a general meeting, he/she shall abstain from voting, and his/her voting shares shall not be counted in the total number of voting shares present at the general meeting. The announcement on the resolutions of the general meeting shall fully disclose the voting of non-related shareholders.</p> <p>The listed company shall have no voting rights for its own shares, and such shares shall not be counted in the total number of voting shares present at the general meeting.</p>	<p>Article 42 Shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares they represent, and each share shall have one vote (except for the cumulative voting system).</p> <p>When a shareholder has a related party relationship with a matter to be considered at a general meeting, he/she shall abstain from voting, and his/her voting shares shall not be counted in the total number of voting shares present at the general meeting. The announcement on the resolutions of the general meeting shall fully disclose the voting of non-related shareholders.</p> <p>When the general meeting considers major matters affecting the interests of minority shareholders, the voting of minority shareholders shall be counted separately. The results of separate vote counting shall be disclosed publicly in a timely manner in accordance with relevant laws, regulations and the rules of the stock exchange in the place where the Company's shares are listed.</p> <p>The Company shall have no voting rights for its own shares, and such shares shall not be counted in the total number of voting shares present at the general meeting.</p> <p>If a shareholder's purchase of the Company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares in excess of the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares shall not be included in the total number of voting shares present at the general meeting.</p>

Original Articles	Proposed Amendments
	<p>A controlled subsidiary of the Company shall not acquire shares issued by the Company. If the shares are held for special reasons, such circumstances shall be eliminated in accordance with the laws within one year. Before the aforesaid circumstances are eliminated, the relevant subsidiary shall not exercise the voting rights corresponding to the shares held.</p> <p>The board of directors, independent directors and shareholders holding not less than 1% of the voting shares of the Company or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit voting rights from shareholders. When soliciting shareholders' voting rights, information such as specific voting intentions shall be fully disclosed to the shareholders being solicited. Soliciting shareholders' voting rights with compensation or disguised compensation is prohibited. Except for the statutory conditions, the Company shall not impose a minimum shareholding limit for the solicitation of voting rights.</p> <p>Where shareholders' rights are solicited in accordance with the preceding paragraph, the solicitor shall disclose the solicitation documents and fully disclose the specific voting intentions and other information to the person being solicited, and the Company shall cooperate. Where the public solicitation of shareholders' rights violates the laws, administrative regulations or the relevant provisions of the securities regulatory authorities of the State Council, resulting in losses to the Company or its shareholders, the solicitor shall be liable for compensation in accordance with the laws.</p> <p>Where any shareholder is, under the Hong Kong Listing Rules, 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>

Original Articles	Proposed Amendments
<p>Article 42 When voting on the election of directors and supervisors at the general meeting, the cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.</p> <p>...</p>	<p>Article 43 When voting on the election of not less than 2 directors (including independent directors) and shareholder representative supervisors at the general meeting, the cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.</p> <p>...</p>
<p>Article 47 A poll demanded on the election of the chairman of the meeting, or on the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matter shall be taken at such time as the chairman of the meeting decides, and the meeting may proceed to discuss other matters, the poll results of which shall be deemed to be resolutions passed at the meeting.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 48 To the extent permitted by applicable laws and regulations, on a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes needs not cast all his/her votes in the same way.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 49 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to an additional vote.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 51 Before voting on a proposal at a general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutiny. Where any shareholder has an interest in any matter under consideration, such shareholder and his/her proxy shall not participate in vote counting or scrutiny.</p> <p>...</p>	<p>Article 49 Before voting on a proposal at a general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutiny. Where any shareholder has related relationship in any matter under consideration, such shareholder and his/her proxy shall not participate in vote counting or scrutiny.</p> <p>...</p>
<p>Article 52 The on-site general meeting shall not end earlier than the meeting held online or by other means. The chairman of the meeting shall announce the voting status and results of each proposal on the meeting site, and announce whether the proposal is passed according to the voting results. The decision announced shall be final and shall be recorded in the minutes of the meeting.</p> <p>...</p>	<p>Article 50 The on-site general meeting shall not end earlier than the meeting held online or by other means. The chairman of the meeting shall announce the voting status and results of each proposal on the meeting site, and announce whether the proposal is passed according to the voting results.</p> <p>...</p>

Original Articles	Proposed Amendments
<p>Article 53 If the chairman of the meeting has any doubt as to the result of a resolution submitted for voting, he/she may have the votes counted. If the chairman of the meeting has not counted the votes, and the shareholders or their proxies present at the meeting have any objection to the result announced by the chairman of the meeting, they shall have the right to require the votes to be counted immediately after the announcement of the voting results, and the chairman of the meeting shall have the votes counted immediately.</p> <p>If the votes are counted at the general meeting, the counting results shall be recorded in the minutes. The minutes, the signature book of attending shareholders and the proxy forms shall be kept at the Company's domicile.</p>	<p>Article 51 If the chairman of the meeting has any doubt as to the result of a resolution submitted for voting, he/she may have the votes counted. If the chairman of the meeting has not counted the votes, and the shareholders or their proxies present at the meeting have any objection to the result announced by the chairman of the meeting, they shall have the right to require the votes to be counted immediately after the announcement of the voting results, and the chairman of the meeting shall have the votes counted immediately.</p>
<p>Article 54 The resolutions of the general meeting shall be announced in a timely manner, and the announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the proportion to the total number of voting shares of the Company, the total number of shares required by the securities regulatory authorities of the place where the Company's shares are listed to abstain from voting in favor and/or abstain from voting on a particular resolution (if any) and whether the shareholders who shall abstain from voting have abstained from voting, the voting method, the voting results of each proposal and the details of each resolution passed.</p>	<p>Article 52 The resolutions of the general meeting shall be announced in a timely manner in accordance with the laws, administrative regulations, departmental rules, normative documents, rules of the securities regulatory authorities in the place where the Company's shares are listed and the provisions of the Articles of Association, and the announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the proportion to the total number of voting shares of the Company, the total number of shares required by the securities regulatory authorities of the place where the Company's shares are listed to abstain from voting in favor and/or abstain from voting on a particular resolution (if any) and whether the shareholders who shall abstain from voting have abstained from voting, the voting method, the voting results of each proposal and the details of each resolution passed.</p> <p>The Company shall compile and announce statistics on the attendance and voting of holders of domestic shares and holders of H Shares, respectively.</p>

Original Articles	Proposed Amendments
Some of the contents of the original Article 70 are moved to here	Article 53 The resolution on the shareholders' proposal shall state the name of the proposing shareholders, the shareholding ratio and the content of the proposal. If the shareholders' proposal is not included in the agenda of the general meeting, the content of the proposal and the explanations by the board of directors or the chairman of the general meeting at the general meeting shall be announced together with the resolutions of the general meeting.
<p>Article 56 The secretary to the board of directors shall be responsible for the minutes of the general meeting, which shall include the following contents:</p> <p>...</p> <p>The convener shall ensure that the minutes are true, accurate and complete. The attending directors, supervisors, the secretary to the board of directors, the convener or his/her representative and the chairman of the meeting shall sign the minutes. The minutes of the meeting shall be kept together with the signature book of the shareholders present at the meeting, the power of attorney for attendance by proxy, and the valid information on voting held online and by other means for a period of not less than 10 years.</p>	<p>Article 55 The secretary to the board of directors shall be responsible for the minutes of the general meeting, which shall include the following contents:</p> <p>...</p> <p>The attending directors, supervisors, the secretary to the board of directors, the convener or his/her representative and the chairman of the meeting shall sign the minutes, and ensure that the minutes are true, accurate and complete. The minutes of the meeting shall be kept together with the signature book of the shareholders present at the meeting, the power of attorney for attendance by proxy, and the valid information on voting held online and by other means for a period of not less than 10 years.</p>
<p>Article 57 The convener shall ensure that the general meeting is held continuously until a final resolution is reached. If the general meeting is suspended, cannot be held normally or cannot be resolved due to special reasons such as emergencies or force majeure, necessary measures shall be taken to resume the general meeting as soon as possible or directly terminate the general meeting, and an announcement shall be made in a timely manner. At the same time, the convener shall report to the local office of the CSRC in the place where the Company is located and the stock exchange in the place where the shares are listed, explain the reasons and disclose the relevant information and the special legal opinion issued by the lawyer.</p>	<p>Article 56 The convener shall ensure that the general meeting is held continuously until a final resolution is reached. If the general meeting is suspended, cannot be held normally or cannot be resolved due to special reasons such as emergencies or force majeure, necessary measures shall be taken to resume the general meeting as soon as possible or directly terminate the general meeting, and an announcement shall be made in a timely manner. At the same time, the convener shall report to the local office of the CSRC in the place where the Company is located and the stock exchange in the place where the shares are listed.</p>

Original Articles	Proposed Amendments
<p>Article 60 If the contents of the resolutions of the general meeting of the Company violate the laws and regulations, the shareholders shall have the right to request the People's Court to deem such resolutions invalid.</p> <p>If the convening procedures and voting methods of the general meeting violate laws, regulations or the Articles of Association, or the contents of the resolutions violate the Articles of Association, the shareholders may request the People's Court to revoke such resolutions within 60 days from the date of their adoption.</p>	<p>Article 59 If the contents of the resolutions of the general meeting of the Company violate the laws and administrative regulations, such resolutions shall be invalid.</p> <p>The controlling shareholder and de facto controller of the Company shall not restrict or obstruct the exercise of voting rights by minority shareholders in accordance with the laws, and shall not harm the legitimate rights and interests of the Company and minority shareholders.</p> <p>If the convening procedures and voting methods of the general meeting violate laws, administrative regulations or the Articles of Association, or the contents of the resolutions violate the Articles of Association, the shareholders may request the People's Court to revoke such resolutions within 60 days from the date of their adoption.</p>
Chapter 6 Special Procedures for Voting by Class Shareholders	Chapter 6 Special Procedures for Voting by Class Shareholders
<p>Article 62 The Company shall not proceed to change or abrogate the rights of class shareholders unless such change or abrogation has been approved by way of a special resolution at a general meeting and by the class shareholders so affected at a separate general meeting convened in accordance with Article 130 to Article 134 of the Articles of Association.</p>	<p>Article 61 The Company shall not proceed to change or abrogate the rights of class shareholders unless such change or abrogation has been approved by way of a special resolution at a general meeting and by the class shareholders so affected at a separate general meeting convened in accordance with Article 104 to Article 108 of the Articles of Association.</p>

Original Articles	Proposed Amendments
<p>Article 64 Shareholders of the affected class, whether or not otherwise having the right to vote at the general meeting, shall have the right to vote at the class meeting in respect of the matters concerning items (II) to (VIII), (XI) and (XII) of Article 129 of the Articles of Association, except that interested shareholders shall not have the right to vote at the class meeting.</p> <p>The interested shareholders referred to in the preceding paragraph shall have the following meanings:</p> <p>(I) in the case of a repurchase of its own shares by way of a general offer to all shareholders on a pro rata basis or by way of public dealing on a stock exchange in accordance with Article 28 of the Articles of Association, an “interested shareholder” refers to the controlling shareholder as defined in Article 266 of the Articles of Association;</p> <p>(II) in the case of a repurchase of its own shares by an off-market agreement in accordance with Article 28 of the Articles of Association, an “interested shareholder” refers to a shareholder to which such agreement relates;</p> <p>(III) in the case of the restructuring plan of the Company, an “interested shareholder” refers to a shareholder who assumes responsibilities in a lower proportion than other shareholders of the same class or a shareholder who has different interests from other shareholders of the same class.</p>	<p>Article 63 Shareholders of the affected class, whether or not otherwise having the right to vote at the general meeting, shall have the right to vote at the class meeting in respect of the matters concerning items (II) to (VIII), (XI) and (XII) of Article 103 of the Articles of Association, except that interested shareholders shall not have the right to vote at the class meeting.</p> <p>The interested shareholders referred to in the preceding paragraph shall have the following meanings:</p> <p>(I) in the case of a repurchase of its own shares by way of a general offer to all shareholders on a pro rata basis or by way of public dealing on a stock exchange in accordance with Article 27 of the Articles of Association, an “interested shareholder” refers to the controlling shareholder as defined in Article 217 of the Articles of Association;</p> <p>(II) in the case of a repurchase of its own shares by an off-market agreement in accordance with Article 27 of the Articles of Association, an “interested shareholder” refers to a shareholder to which such agreement relates;</p> <p>(III) in the case of the restructuring plan of the Company, an “interested shareholder” refers to a shareholder who assumes responsibilities in a lower proportion than other shareholders of the same class or a shareholder who has different interests from other shareholders of the same class.</p>
<p>Article 65 Resolutions of a class meeting shall be passed by votes representing more than two-thirds of the voting rights of shareholders present at the class meeting in accordance with Article 130 of the Articles of Association.</p>	<p>Article 64 Resolutions of a class meeting shall be passed by votes representing more than 2/3 of the voting rights of shareholders present at the class meeting in accordance with Article 104 of the Articles of Association.</p>

Original Articles	Proposed Amendments
<p>Article 66 When the Company is to hold a class meeting, it shall issue a written notice 20 business days prior to the annual general meeting or 15 days (and not less than 10 business days) prior to the extraordinary general meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. When calculating the start of such period, the date of the meeting and the date of the notice shall not be included. The aforesaid business day refers to a day on which the Hong Kong Stock Exchange is open for the business of dealing in securities.</p> <p>If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. Otherwise, the Company shall within 5 days notify the shareholders again by way of announcement of the matters to be considered, the date and place of the meeting. The Company may then hold the class meeting after such announcement has been published.</p> <p>Where the rules of the stock exchange in the place where the Company's shares are listed have special provisions, such provisions shall prevail.</p>	<p>Article 65 When the Company is to hold a class meeting, it shall issue a written notice 20 days prior to the annual general meeting or 15 days prior to the extraordinary general meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting.</p> <p>If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than 1/2 of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. Otherwise, the Company shall within 5 days notify the shareholders again by way of announcement of the matters to be considered, the date and place of the meeting. The Company may then hold the class meeting after such announcement has been published.</p> <p>Where the rules of the stock exchange in the place where the Company's shares are listed have special provisions, such provisions shall prevail.</p>
<p>Article 68 The special procedures for voting by class shareholders shall not apply in the following circumstances:</p> <p>(I) where the Company issues, upon the approval by a special resolution of the general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas listed foreign shares;</p> <p>(II) where the Company's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is completed within 15 months from the date of approval by the securities committee of the State Council.</p>	<p>Article 67 The special procedures for voting by class shareholders shall not apply where the Company issues, upon the approval by a special resolution of the general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas listed foreign shares.</p>

Original Articles	Proposed Amendments
Chapter 7 Subsequent Events and Announcements	Deleted, some of the contents are combined with other chapters
Chapter 9 Supplementary Articles	Chapter 8 Supplementary Articles
<p>Article 76 The announcement or notice referred to herein refers to the information disclosed in accordance with the laws, which shall be published on the website of the stock exchange and the media that meet the requirements of the securities regulatory authority of the State Council, and shall be kept at the Company's domicile and the stock exchange for public inspection.</p> <p>The supplementary notice of the general meeting referred to herein shall be announced on the same media where the notice of the meeting is published.</p>	<p>Article 72 The announcement or notice or supplementary notice of the general meeting referred to herein refers to the relevant information disclosure which shall be published on the website of the stock exchange in the place where the Company's shares are listed and the media that meet the requirements of the securities regulatory authority of the State Council.</p>
<p>Article 78 These Rules have been considered and approved by the general meeting of the Company and shall take effect from the date when the H shares publicly issued by the Company are listed on The Stock Exchange of Hong Kong Limited. When amendments are to be made to these Rules, the board of directors shall propose amendments for consideration and approval at the general meeting. From the effective date of these Rules, the original Rules of Procedure for General Meetings of the Company shall automatically become invalid.</p>	<p>Article 74 These Rules have been considered and approved by the general meeting of the Company and shall take effect and be implemented immediately. When amendments are to be made to these Rules, the board of directors shall propose amendments for consideration and approval at the general meeting. From the effective date of these Rules, the original Rules of Procedure for General Meetings of the Company shall automatically become invalid.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Details of the proposed amendments to the Rules of Procedure for the Board of Directors of the Company are as follows:

Original Articles	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 In order to further regulate the deliberation and decision-making procedures of the board of directors of China Tourism Group Duty Free Corporation Limited (“the Company”), to promote the effective performance of duties by the directors and the board of directors, and to enhance the level of standardized operation and scientific decision-making of the board of directors, these Rules are formulated in accordance with the relevant provisions of the Company Law of the People’s Republic of China, Securities Law of the People’s Republic of China, Governance Guidelines for Listed Companies, Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies, Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other regulations and the Articles of Association of China Tourism Group Duty Free Corporation Limited (the “Articles of Association”).</p>	<p>Article 1 In order to regulate the deliberation and decision-making procedures of the board of directors of China Tourism Group Duty Free Corporation Limited (“the Company”), to promote the effective performance of duties by the directors and the board of directors, and to enhance the level of standardized operation and scientific decision-making of the board of directors, these Rules are formulated in accordance with the relevant provisions of the Company Law of the People’s Republic of China, Securities Law of the People’s Republic of China, Governance Guidelines for Listed Companies, Guidelines for the Articles of Association of Listed Companies, Measures for the Administration of Independent Directors of Listed Companies, Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other regulations and the Articles of Association of China Tourism Group Duty Free Corporation Limited (the “Articles of Association”).</p>
<p>Article 3 The board of directors has established the board office to handle the daily affairs of the board of directors.</p> <p>The secretary to the board of directors is responsible for leading the work of the board office and keeping the seals of the board of directors and the board office. The secretary to the board of directors may designate securities affairs representatives and other relevant personnel to assist in handling daily affairs.</p>	<p>Article 3 The Company has one secretary to the board of directors, who is mainly responsible for promoting the improvement of corporate governance and the information disclosure of the Company. The Company has established the board office as the daily work body for the secretary to the board of directors to perform his/her duties, assisting the secretary to the board of directors in handling the daily affairs of the board of directors.</p> <p>The secretary to the board of directors shall lead the work of the board office and keep the seals of the board of directors and the board office. The secretary to the board of directors may designate securities affairs representatives and other relevant personnel to assist in handling daily affairs.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Addition of a chapter, the chapter and article numbers adjusted accordingly</p>	<p align="center">Chapter 2 Composition of the Board of Directors and Its Subordinate Bodies</p>
	<p>Article 4 The composition of the board of directors shall be set in accordance with the laws, administrative regulations, departmental rules, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association, including an appropriate proportion of independent directors and external directors.</p>
	<p>The appointment and removal of directors and their terms of office shall be governed by the Articles of Association. The general meeting may remove a director before his/her term of office expires. The term of office of a director shall commence from the date of passing the resolution at the general meeting until the expiry of the term of office of the current session of the board of directors.</p>
	<p>Article 5 The board of directors shall have one chairman and may have a vice chairman, who shall be elected by more than half of all directors.</p>
<p>Article 6 The board of directors shall establish the strategy and sustainability committee, the audit and risk management committee, the nomination committee and the remuneration and evaluation committee. The special committees of the board of directors are responsible for conducting research on relevant special issues and providing opinions and suggestions for the decision-making reference of the board of directors.</p>	
<p>The board of directors is responsible for formulating the rules of procedure for each special committee, and stipulating the composition, powers and procedures of the special committees.</p>	

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
Chapter 2 Powers and Obligations of the Board of Directors	Chapter 3 Convening and Holding of Board Meetings
<p>Article 4 Board meetings are divided into regular meetings and extraordinary meetings.</p> <p>The board of directors shall hold at least four regular meetings a year at approximately quarterly intervals.</p>	<p>Article 7 Board meetings are divided into regular meetings and extraordinary meetings.</p> <p>The board of directors shall hold at least four regular meetings a year, which shall be convened by the chairman.</p> <p>The chairman of the board of directors shall hold at least one meeting with independent directors without the presence of other directors every year.</p>
<p>Article 5 Before issuing the notice of convening a regular meeting of the board of directors, the board office shall seek the opinions of each director, and initially form the meeting proposal and submit it to the chairman of the board of directors for consideration.</p> <p>The chairman of the board of directors shall, if necessary, seek the opinions of the general manager and other senior management before preparing the proposal.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 6 Under any of the following circumstances, the board of directors shall convene an extraordinary meeting within ten working days upon receipt of the proposal:</p> <p>(I) proposed by shareholders representing no less than one-tenth of the voting rights;</p> <p>(II) jointly proposed by not less than one-third of the directors;</p> <p>(III) proposed by the chairman of the supervisory board;</p> <p>(IV) when the chairman of the board of directors deems necessary;</p> <p>(V) proposed by not less than half of the independent directors;</p> <p>(VI) proposed by the general manager;</p> <p>(VII) required by the securities regulatory authorities;</p> <p>(VIII) other circumstances provided for in the Articles of Association.</p>	<p>Article 8 Under any of the following circumstances, the board of directors shall convene an extraordinary meeting within ten working days upon receipt of the proposal:</p> <p>(I) proposed by shareholders representing no less than one-tenth of the voting rights;</p> <p>(II) jointly proposed by not less than one-third of the directors;</p> <p>(III) proposed by the chairman of the supervisory board;</p> <p>(IV) when the chairman of the board of directors deems necessary;</p> <p>(V) proposed by more than half of the independent directors;</p> <p>(VI) proposed by the general manager;</p> <p>(VII) required by the securities regulatory authorities;</p> <p>(VIII) other circumstances provided for in the laws, administrative regulations, departmental rules, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 7 Where an extraordinary board meeting is proposed in accordance with the preceding article (other than proposed by the chairman of the board of directors), a written proposal signed (sealed) by the proposer shall be submitted through the board office or directly to the chairman of the board of directors. The written proposal shall state the following matters:</p> <p>(I) the name of the proposer;</p> <p>(II) the reasons for the proposal or the objective reasons for the proposal;</p> <p>(III) time or period of time, venue and format of the proposed meeting;</p> <p>(IV) a clear and specific proposal;</p> <p>(V) contact information of the proposer and the date of proposal, etc.</p> <p>The content of the proposal shall be matters within the scope of authority of the board of directors as stipulated by laws, regulations, departmental rules, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association, and the materials related to the proposal shall be submitted together.</p> <p>Upon receipt of the aforesaid written proposal and relevant materials, the board office shall forward the same to the chairman of the board of directors on the same day. If the chairman considers that the content of the proposal is not clear, specific or the relevant materials are insufficient, he/she may require the proposer to amend or supplement.</p> <p>The chairman of the board of directors shall convene and preside over a board meeting within ten days after receiving the proposal or the request of the securities regulatory authorities.</p>	<p>Article 9 Where an extraordinary board meeting is proposed in accordance with the preceding article (other than deemed necessary by the chairman of the board of directors or required by the securities regulatory authorities), a written proposal signed (sealed) by the proposer shall be submitted to the board office. The written proposal shall state the following matters:</p> <p>(I) the name of the proposer;</p> <p>(II) the reasons for the proposal or the objective reasons for the proposal;</p> <p>(III) time or period of time, venue and format of the proposed meeting;</p> <p>(IV) a clear and specific proposal;</p> <p>(V) contact information of the proposer and the date of proposal, etc.</p> <p>Upon receipt of the aforesaid written proposal and relevant materials, the board office shall forward the same to the secretary to the board of directors in a timely manner for approval before submission to the chairman of the board of directors. If the secretary to the board of directors or the chairman considers that the content of the proposal is not clear, specific or the relevant materials are insufficient, he/she may require the proposer to amend or supplement.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 8 Board meetings shall be convened and presided over by the chairman of the board of directors. Where the chairman is unable or fails to perform his/her duties, a director jointly elected by not less than half of the directors shall convene and preside over the meeting.</p>	<p>Article 10 Board meetings shall be convened and presided over by the chairman of the board of directors. Where the chairman is unable or fails to perform his/her duties, the vice chairman shall perform the duties; where the vice chairman is unable or fails to perform his/her duties, a director jointly elected by not less than half of the directors shall perform the duties.</p>
<p>Article 9 To convene a regular meeting and an extraordinary meeting of the board of directors, the board office shall send a notice of the meeting to all directors; supervisors, the general manager, the secretary to the board of directors and other relevant senior management in written forms (including mail, e-mail, fax or personal delivery) 14 days and five days in advance, respectively. If it is not directly delivered, it shall also be confirmed by telephone and recorded accordingly.</p> <p>Where an extraordinary board meeting needs to be convened in emergency, the notice of meeting may be given by telephone or other verbal means at any time, but the convener shall explain at the meeting.</p>	<p>Article 11 The board of directors shall notify all directors within the notification period prescribed by the laws, administrative regulations, departmental rules, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association.</p> <p>To convene a regular meeting and an extraordinary meeting of the board of directors, the board office shall send a notice of the meeting to all directors and supervisors in written forms (including mail, e-mail, fax or personal delivery) 14 days and five days in advance, respectively.</p> <p>Where an extraordinary board meeting needs to be convened in emergency, the notice of meeting may be given by telephone or other verbal means at any time, but the convener shall explain at the meeting.</p>
<p>Article 10 The written notice of meeting shall at least include the following:</p> <p>(I) the time and venue of the meeting;</p> <p>(II) the method of convening the meeting;</p> <p>(III) matters to be considered (meeting proposals);</p> <p>(IV) the duration of the meeting;</p> <p>(V) the convener and chairman of the meeting, the proposer of an extraordinary meeting and his/her written proposal;</p> <p>(VI) meeting materials necessary for voting by directors;</p> <p>(VII) the requirement that a director shall attend the meeting in person or by proxy;</p> <p>(VIII) the date of the notice;</p> <p>(IX) contact person and contact information.</p> <p>Verbal notice of meeting shall at least include items (I), (II) and (III) above, as well as an explanation of the circumstances under which an extraordinary board meeting is required to be convened as soon as possible.</p>	<p>Article 12 The notice of board meeting shall at least include the following:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) reasons and agenda;</p> <p>(III) the duration of the meeting;</p> <p>(IV) the date of the notice.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 11 After the written notice of a regular board meeting is issued, if it is necessary to change the time, venue and other matters of the meeting or add, change or cancel the meeting proposals, a written notice of change shall be issued three days before the original meeting date to explain the situation and the relevant contents and materials of the new proposals. If it is less than three days, the date of the meeting shall be postponed accordingly or, after obtaining the written approval by all the attending directors, be held on the original date.</p> <p>After the notice of an extraordinary board meeting is issued, if it is necessary to change the time, venue and other matters of the meeting or add, change or cancel the meeting proposals, prior approval by all the attending directors shall be obtained and recorded accordingly.</p>	<p>Article 13 After the written notice of a regular board meeting is issued, if it is necessary to change the time, venue and other matters of the meeting or add, change or cancel the meeting proposals, a written notice of change shall be issued three days before the original meeting date to explain the situation and the relevant contents and materials of the new proposals. If it is less than three days, the date of the meeting shall be postponed accordingly or, after obtaining the approval by all the attending directors, be held on the original date.</p> <p>After the notice of an extraordinary board meeting is issued, if it is necessary to change the time, venue and other matters of the meeting or add, change or cancel the meeting proposals, prior approval by all the attending directors shall be obtained.</p>
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 14 If two or more independent directors consider that the meeting materials are incomplete, the argumentation is insufficient or the provision is not timely, they may propose in writing to the board of directors to postpone the convening of the meeting or postpone the consideration of the matter, and the board of directors shall adopt such proposal.</p> <p>Article 15 Before convening a board meeting, independent directors may communicate with the secretary to the board of directors to make inquiries, require supplementary materials and put forward opinions and suggestions on the matters to be considered. The board of directors and relevant personnel shall carefully study the questions, requirements and opinions raised by independent directors, and timely report to independent directors on the implementation of the amendments to the resolutions, etc.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 12 A board meeting shall not be held unless more than half of the directors are present. However, a resolution on the matters set out in item (VIII) of Article 148 of the Articles of Association shall not be held unless not less than two-thirds of the directors are present. If the quorum of the meeting cannot be met due to the refusal or failure of the relevant directors to attend the meeting, the chairman of the board of directors and the secretary to the board of directors shall report to the regulatory authorities in a timely manner.</p> <p>Supervisors may attend board meetings; the general manager and the secretary to the board of directors shall attend board meetings. If the chairman of the meeting considers it necessary, he/she may notify other relevant personnel to attend board meetings.</p>	<p>Article 16 A board meeting shall not be held unless more than half of the directors are present. Where the laws, administrative regulations, departmental rules, the rules of the stock exchange in the place where the Company’s shares are listed and the Articles of Association provide otherwise, such provisions shall prevail.</p> <p>Supervisors may attend board meetings; the general manager and the secretary to the board of directors shall attend board meetings. If the chairman of the meeting considers it necessary, he/she may notify other relevant personnel to attend board meetings.</p>
<p>Article 13 In principle, directors shall attend board meetings in person. If they are unable to attend the meeting for any reason, they shall review the meeting materials in advance to form a clear opinion and entrust other directors in writing to attend the meeting on their behalf.</p> <p>The power of attorney shall specify:</p> <p>(I) the name and identity card number of the appointer and the appointee;</p> <p>(II) the reason why the appointer is unable to attend the meeting;</p> <p>(III) agency matters and validity period;</p> <p>(IV) the appointer’s brief opinion on each proposal;</p> <p>(V) the scope of authorization by the appointer and instructions on the voting intentions of proposals;</p> <p>(VI) the signature/seal of the appointer and the appointee, date, etc.</p> <p>The entrusted directors shall submit the written power of attorney to the chairman of the meeting and explain the entrusted attendance in the attendance book.</p>	<p>Article 17 Directors shall attend board meetings in person. If they are unable to attend the meeting for any reason, they shall review the meeting materials in advance to form a clear opinion and entrust other directors in writing to attend the meeting on their behalf. The power of attorney shall specify the name of the proxy, the matters to be authorized, the scope of authorization and the validity period, and shall be signed or sealed by the appointer. The proxy director attending the meeting shall exercise the rights of a director within the scope of authorization.</p> <p>If a director fails to attend a board meeting and does not appoint a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her right to vote at such meeting.</p> <p>If a director fails to attend in person for two consecutive times and does not appoint another director to attend the board meetings, he/she shall be deemed unable to perform his/her duties and the board of directors shall propose to the general meeting to remove him/her.</p> <p>The attendance in person referred to in this article includes attendance by directors in person and attendance by means of telecommunication.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 14 Proxy attendance at board meetings shall follow the following principles:</p> <p>(I) When deliberating on related party transactions, a non-related director shall not entrust a related director to attend the meeting on his/her behalf, and a related director shall not accept the entrustment of a non-related director;</p> <p>(II) An independent director shall not appoint a non-independent director to attend the meeting on his/her behalf, and a non-independent director shall not accept the entrustment of an independent director;</p> <p>(III) A director shall not authorize other directors to attend the meeting on his/her behalf with full power but without stating his/her personal opinion and voting intention on the proposals, and the relevant director shall not accept the entrustment with full power and unclear authorization.</p> <p>(IV) A director shall not accept entrustment of more than two directors, and a director shall not entrust another director who has been entrusted by two other directors already to attend the meeting on his/her behalf.</p>	<p>Article 18 Proxy attendance at board meetings shall follow the following principles:</p> <p>(I) When deliberating on related party transactions, a non-related director shall not entrust a related director to attend the meeting on his/her behalf, and a related director shall not accept the entrustment of a non-related director;</p> <p>(II) An independent director shall not appoint a non-independent director to attend the meeting on his/her behalf, and a non-independent director shall not accept the entrustment of an independent director;</p> <p>(III) In the event that voting is involved, the appointer shall clearly express his/her opinion on whether to vote for, against or abstain from voting on each matter in the power of attorney. A director shall not authorize other directors to attend the meeting on his/her behalf with full power but without stating his/her personal opinion and voting intention on the proposals, and the relevant director shall not accept the entrustment with full power and unclear authorization.</p> <p>(IV) A director shall not accept entrustment of more than two directors in the same board meeting, and a director shall not entrust another director who has been entrusted by two other directors already to attend the meeting on his/her behalf.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 15 Board meetings shall be held on-site. If necessary, except as otherwise provided by laws, administrative regulations, departmental rules and the rules of the stock exchange in the place where the Company's shares are listed, on the premise of ensuring that the directors fully express their opinions, the meeting may also be held by means of video, telephone, fax or email voting with the consent of the convener (chairman) and the proposer. Board meetings may also be held both on-site and by other means at the same time.</p> <p>...</p>	<p>Article 19 Board meetings shall be held on-site. On the premise of ensuring that all the attending directors are able to fully communicate and express their opinions, the meeting may also be held by means of video, telephone, fax, email or other formats, if necessary, according to the established procedures. Board meetings may also be held both on-site and by other means at the same time.</p> <p>...</p>
Chapter 3 Powers of the Board of Directors	Deleted, the chapter and article numbers adjusted accordingly
Chapter 4 Board Meeting System	Chapter 4 Voting of the Board of Directors
<p>Article 18 The chairman of the meeting shall ask the directors attending the board meeting one by one to express clear opinions on each proposal.</p> <p>For proposals that require prior approval of independent directors in accordance with the provisions, the chairman of the meeting shall, before discussing the relevant proposals, designate an independent director to read out the written approval opinions reached by the independent directors.</p> <p>If a director speaks repeatedly on the same proposal and beyond the scope of the proposal, which affects the speech of other directors or hinders the normal progress of the meeting, the chairman of the meeting shall stop it in a timely manner.</p> <p>Except with the unanimous consent of all attending directors, the board meeting shall not vote on proposals not included in the notice of the meeting.</p>	<p>Article 20 The chairman of the meeting shall ask the directors attending the board meeting one by one to express clear opinions on each proposal.</p> <p>For proposals that require prior approval of independent directors in accordance with the provisions, the chairman of the meeting shall, before discussing the relevant proposals, designate an independent director to read out the written approval opinions reached by the independent directors.</p> <p>If a director affects the speech of other directors or hinders the normal progress of the meeting, the chairman of the meeting shall stop it in a timely manner.</p> <p>Except with the unanimous consent of all attending directors, the board meeting shall not vote on proposals not included in the notice of the meeting. Where a director accepts the entrustment of another director to attend a board meeting on his/her behalf, he/she shall not vote on the proposals not included in the notice of the meeting on behalf of the other director.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 19 Directors shall carefully read the relevant meeting materials and express their opinions independently and prudently on the basis of fully understanding the situation.</p> <p>Directors may, before the meeting, learn the information required for decision-making from the board office, the convener of the meeting, the general manager and other senior management, special committees, accounting firms, law firms and other relevant personnel and institutions, and may, during the course of the meeting, propose to the chairman of the meeting to invite the above personnel and representatives of the above institutions to attend the meeting and explain the relevant situation.</p>	<p>Article 21 When the Company convenes a board meeting, it shall provide sufficient meeting materials, including the relevant background materials of the meeting agenda, the consideration by the special meeting of independent directors (if any), the opinions of the special committees under the board of directors (if any) and all information, data and materials required for the directors to vote on the resolutions, reply to the inquiries raised by the directors in a timely manner, and supplement the relevant meeting materials according to the requirements of the directors before the meeting.</p> <p>Directors shall carefully read the relevant meeting materials and express their opinions independently and prudently on the basis of fully understanding the situation.</p> <p>Directors may, before the meeting, learn the information required for decision-making from the board office, the convener of the meeting, the general manager and other senior management, special committees under the board of directors, accounting firms, law firms and other relevant personnel and institutions, and may, during the course of the meeting, propose to the chairman of the meeting to invite the above personnel and representatives of the above institutions to attend the meeting and explain the relevant situation.</p>
<p>Article 20 After the proposals have been fully discussed, the chairman of the meeting shall timely ask the attending directors to vote on the proposals one by one.</p> <p>Voting at the meeting shall be conducted by one person with one vote, which shall be conducted in registered and written form.</p>	<p>Article 22 After each of the proposals have been fully discussed, the chairman of the meeting shall timely ask the attending directors to vote.</p> <p>Voting at the meeting shall be conducted by one person with one vote, which shall be conducted by show of hands or open ballot.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 21 The voting intentions of directors are divided into for, against and abstention. The attending directors shall choose one of the aforesaid intentions. If the attending directors fail to choose or choose not less than two intentions at the same time, the chairman of the meeting shall require the relevant directors to make a new choice. If they refuse to choose, they shall be deemed as abstention. If they leave the meeting venue in the middle way without making a choice, they shall be deemed as abstention.</p>	<p>Article 23 The voting intentions of directors are divided into for, against and abstention. The attending directors shall choose one of the aforesaid intentions. If the attending directors fail to choose or choose not less than two intentions at the same time, the chairman of the meeting shall require the relevant directors to make a new choice. If they refuse to choose, they shall be deemed as abstention. If they leave the meeting venue in the middle way without making a choice, they shall be deemed as abstention.</p> <p>Where an independent director votes against or abstains from voting on a resolution of the board of directors, he/she shall explain the specific reasons and basis, the legality and compliance of the matters involved in the resolution, the possible risks and the impact on the rights and interests of the Company and minority shareholders. When disclosing the resolution of the board of directors, the Company shall also disclose the objection by such independent director and state the same in the resolution of the board of directors and minutes of meeting.</p>
<p>Article 22 After the voting of the attending directors is completed, the representative of securities affairs and relevant staff of the board office shall collect the votes of the directors in a timely manner and pass them to the secretary to the board of directors for counting under the supervision of an independent director or other directors.</p> <p>Where a meeting is held onsite, the chairman of the meeting shall announce the counting results on the spot. In other cases, the chairman of the meeting shall require the secretary to the board of directors to inform the directors of the voting results before the next working day after the prescribed voting deadline.</p> <p>If a director votes after the chairman of the meeting announces the voting results or after the prescribed voting deadline, his/her votes shall not be counted.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 23 Except for the circumstances specified in Article 148 of the Articles of Association and Article 25 of these Rules, where the board of directors considers and approves a proposal and forms a relevant resolution, more than half of all the directors of the Company shall vote in favor of such proposal. Where the laws, administrative regulations, the rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association require the consent of more directors in order to form a resolution, such provisions shall prevail.</p> <p>In accordance with the provisions of the Articles of Association of the Company, the resolution of the board of directors on the guarantee matters within its scope of authority shall be subject to the consent of more than two-thirds of the directors present at the meeting in addition to the consent of more than half of all the directors of the Company.</p> <p>Where the Company acquires its own shares under the circumstances set out in items (III), (V) and (VI) of the first paragraph of Article 27 of the Articles of Association, the same shall be resolved at a board meeting attended by not less than two-thirds of the directors.</p> <p>If different resolutions conflict in terms of content and meaning, the resolution formed later in time shall prevail.</p>	<p>Article 24 Resolutions made by the board of directors shall be passed by more than half of all directors. Where the laws, administrative regulations, departmental rules, the rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association provide otherwise in relation to the formation of resolutions by the board of directors, such provisions shall prevail.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 24 The board of directors shall not, without the prior approval of the general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the fixed assets to be disposed of and the value of the fixed assets disposed of within four months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets as shown in the latest balance sheet considered at the general meeting.</p> <p>The disposal of fixed assets referred to in this Article includes the transfer of certain asset interests, but does not include the provision of guarantees with fixed assets.</p> <p>The validity of a transaction for the disposal of fixed assets by the Company shall not be affected by the breach of the first paragraph of this Article.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 25 Where any of the following circumstances occurs, the directors shall abstain from voting on the relevant proposals and shall not exercise the voting rights on behalf of other directors:</p> <p>(I) circumstances under which a director shall abstain from voting as prescribed by the listing rules of the place where the shares are listed;</p> <p>(II) circumstances under which a director himself/herself considers that he/she should abstain from voting;</p> <p>(III) other circumstances under which a director shall abstain from voting due to his/her related relationship with the enterprises involved in a proposal of the meeting as prescribed by the Articles of Association of the Company.</p> <p>Where a director abstains from voting, the relevant board meeting may be held with the attendance of more than half of the unrelated directors, and the formation of resolution shall be approved by more than half of the unrelated directors. However, if the matter to be considered shall be approved by not less than two-thirds of the board of directors, the same shall be approved by not less than two-thirds of the unrelated directors. If the number of unrelated directors present at the meeting is less than three, the relevant proposal shall not be voted on, and the matter shall be submitted to the general meeting for consideration.</p>	<p>Article 25 Where a director is related to an enterprise involved in a resolution of the board of directors, he/she shall not exercise his/her voting rights on such resolution, and he/she shall also not exercise voting rights on behalf of other directors. The board meeting may be held with the attendance of more than half of the unrelated directors, and the formation of resolution shall be approved by more than half of the unrelated directors. However, if the matter to be considered shall be approved by not less than two-thirds of the board of directors, the same shall be approved by not less than two-thirds of the unrelated directors.</p> <p>If the number of unrelated directors present at the meeting is less than three, the matter shall be submitted to the general meeting for consideration.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 27 The board meeting shall resolve on the profit distribution and conversion of capital reserve into share capital of the Company. However, if the certified public accountant has not yet issued a formal audit report, the meeting shall first resolve on the relevant matters in accordance with the draft audit report provided by the certified public accountant (all financial data other than those involving profit distribution and conversion of capital reserve into share capital have been determined). Upon the issuance of a formal audit report by the certified public accountant, a resolution on the relevant matters shall be made again.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 28 If a proposal is not passed, the board meeting shall not consider another proposal with the same content within one month if the relevant conditions and factors have not changed significantly.</p>	
<p>Article 29 Board meetings shall be conducted in strict accordance with the prescribed procedures. The board of directors shall notify all directors in advance within the prescribed time limit and provide sufficient information. If not less than half of the attending directors or not less than two independent directors consider that the information is incomplete or the argumentation is insufficient, they may jointly propose in writing to the board of directors to postpone the convening of the meeting or the consideration of the matter. The board of directors shall adopt such request and the Company shall disclose the relevant situation in a timely manner.</p> <p>The director proposing to postpone the convening of the meeting or postpone the consideration of the matter shall put forward clear requirements of the conditions for the proposal to be submitted again for consideration.</p>	

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
New chapter	Chapter 5 Resolutions and Minutes of Meetings
Addition, the article numbers adjusted accordingly	Article 27 The board of directors shall form meeting resolutions in accordance with voting results.
<p>Article 30 The secretary to the board of directors shall arrange the staff of the board office to take proper minutes of the board meetings. The minutes shall include the following:</p> <p>(I) session, time, venue and format of the meeting;</p> <p>(II) the issuance of the notice of the meeting;</p> <p>(III) the convener and the chairman of the meeting;</p> <p>(IV) attendance of directors in person or by proxy;</p> <p>(V) explanation on the procedures and convening of the meeting;</p> <p>(VI) the proposals considered at the meeting, the key points of speech and main opinions of each director on the relevant matters (including any doubts or objections raised by the directors), and the voting intention on the proposals;</p> <p>(VII) the voting method and results of each proposal (stating the specific number of affirmative, negative and abstention votes);</p> <p>(VIII) other matters that the attending directors consider should be recorded.</p> <p>Draft and final versions of minutes of board meetings shall be sent to all directors for their comments and record, respectively, within a reasonable time after such meetings.</p>	<p>Article 28 The secretary to the board of directors shall arrange the staff of the board office to take proper minutes of the board meetings. The minutes shall include the following:</p> <p>(I) session, date, venue and name of the convener of the meeting;</p> <p>(II) names of the attending directors and names of the directors (proxies) entrusted by others to attend the board meeting;</p> <p>(III) meeting agenda;</p> <p>(VI) the key points of speech of directors;</p> <p>(V) the voting method and results of each resolution (the voting results shall specify the number of affirmative, negative and abstention votes);</p> <p>(VI) other matters that the attending directors consider should be recorded.</p> <p>Draft and final versions of minutes of board meetings shall be sent to all directors for their comments and record, respectively, within a reasonable time after such meetings.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 31 The attending directors, the secretary to the board of directors and the person taking the minutes shall sign on the minutes of the meeting. A director who has expressed his/her objection in the voting at the meeting shall have the right to require his/her objection to be recorded in the minutes of the meeting.</p> <p>If any director has any opinion or objection to the meeting minutes and resolutions, he/she may not sign the same but shall send his/her written opinions to the secretary to the board of directors within three days. Where necessary, the directors shall report to the regulatory authorities in a timely manner or make public statements. Such minutes shall be open for inspection during any reasonable time period on reasonable notice by any directors.</p> <p>In case of errors or omissions in the records by the staff of the board office, the recording staff shall make amendments and the directors shall sign the revised minutes and resolutions.</p> <p>If a director neither signs as provided for by the preceding two paragraphs nor provides his/her different opinions in writing nor reports to the regulatory authorities nor makes public statements, he/she shall be deemed to have fully agreed with the contents of the meeting minutes and resolutions.</p>	<p>Article 29 The attending directors, the secretary to the board of directors and the person taking the minutes shall sign on the minutes of the meeting for confirmation. A director who has expressed his/her objection in the voting at the meeting shall have the right to require his/her objection to be recorded in the minutes of the meeting.</p> <p>If a director considers that the relevant decision-making matters are not in compliance with laws and regulations, he/she shall put forward such matters at the board meeting. If the board of directors insists on adopting the resolution on such matters, the dissenting director shall promptly report the same to the stock exchange in the place where the Company's shares are listed and the relevant regulatory authorities.</p> <p>If a director neither signs nor provides his/her different opinions in writing nor reports to the regulatory authorities, he/she shall be deemed to have fully agreed with the contents of the meeting minutes and resolutions.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 32 Directors shall be responsible for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, regulations, the rules of the stock exchange in the place where the Company’s shares are listed or the Articles of Association or the resolutions of the general meeting, which results in serious losses to the Company, the directors participating in the resolution shall be liable to compensate the Company. However, a director may be exempted from liability if it is proved that he/she has expressed an objection to the resolution in the voting and that such objection is recorded in the minutes of the meeting. A director may not be exempted from liability for the resolutions of the board of directors by abstaining from voting.</p> <p>Subject to the approval of the general meeting, the Company may purchase liability insurance for the directors. The scope of liability insurance is stipulated in the contract, except for the liabilities caused by the directors’ violation of laws, regulations and the Articles of Association.</p> <p>If a director fails to attend a meeting, does not entrust a representative, and does not submit a written objection to the matters discussed on or before the date of the meeting, he/she shall be deemed to have abstained from voting and shall not be exempted from liability.</p>	<p>Article 30 Directors shall be responsible for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations, departmental rules, the rules of the stock exchange in the place where the Company’s shares are listed or the Articles of Association, which results in serious losses to the Company, the directors participating in the resolution shall be liable to compensate the Company. However, a director may be exempted from liability if it is proved that he/she has expressed an objection to the resolution in the voting and that such objection is recorded in the minutes of the meeting. A director may not be exempted from liability for the resolutions of the board of directors by abstaining from voting.</p> <p>Article 31 Upon performance of the relevant procedures, the Company may purchase liability insurance for the directors. The scope of liability insurance is stipulated in the contract, except for the liabilities caused by the directors’ violation of laws, regulations and the Articles of Association.</p> <p>Article 32 If a director fails to attend a meeting, does not entrust a representative, and does not submit a written objection to the matters discussed on or before the date of the meeting, he/she shall be deemed to have abstained from voting and shall not be exempted from liability.</p>
<p>Article 33 In addition to the meeting minutes, the secretary to the board of directors may also arrange the staff of the board office to prepare a concise summary of the meeting, and make separate records of the resolutions formed by the meeting based on the voting results.</p>	<p>Article 33 After the board meeting, the secretary to the board of directors may arrange the staff of the board office to prepare a concise summary of the meeting.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 34 The announcement of resolutions of the board of directors shall be handled by the secretary to the board of directors in accordance with the relevant provisions of the listing rules of the place where the shares are listed. Before the disclosure of the announcement of resolutions, the attending directors, the personnel attending the meeting, the recording and service personnel shall be obliged to keep the contents of the resolutions confidential.</p>	<p>Article 34 The announcement of resolutions of the board of directors shall be handled by the secretary to the board of directors in accordance with the rules of the stock exchange in the place where the Company's shares are listed. Before the disclosure of the announcement of resolutions, the attending directors, the personnel attending the meeting, the recording and service personnel shall be obliged to keep it confidential.</p> <p>Where the resolutions of the board of directors involve matters to be considered at the general meeting or material matters stipulated by laws, administrative regulations, departmental rules and the rules of the stock exchange in the place where the Company's shares are listed, the Company shall disclose the announcements of resolutions of the board of directors and relevant material matters separately.</p>
<p>The contents of the original Article 37 moved to here</p>	<p>Article 35 Archives of board meetings, including meeting notices and meeting materials, powers of attorney for directors attending on behalf of others, meeting recordings, voting ballots, meeting minutes signed and confirmed by the attending directors, meeting summaries, meeting resolutions, resolution announcements, etc., shall be kept by the board office.</p> <p>Archives of board meetings shall be kept for not less than ten years.</p>
<p>New chapter</p>	<p>Chapter 6 Execution and Implementation of Meeting Resolutions</p>
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 36 After consideration and approval by the board of directors, if the relevant matters also need to be approved by the general meeting, they shall be submitted to the general meeting for approval before implementation.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 35 The chairman of the board of directors shall urge relevant personnel to implement resolutions of the board of directors, inspect the implementation of resolutions, and report the implementation of the resolutions formed at the subsequent board meetings.</p>	<p>Article 37 After the board of directors make the resolutions, the chairman of the board of directors shall urge relevant personnel to implement resolutions of the board of directors. In particular, the general manager shall be responsible for organizing the implementation of matters that fall within the scope of the general manager’s duties or that the management has been authorized by the board of directors to handle, and reporting the implementation situation to the board of directors. The implementation of other matters shall be organized by relevant departments as arranged by the board of directors, and the board of directors shall listen to the report by such departments.</p>
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 38 Independent directors shall continue to pay attention to the implementation of resolutions of the board of directors in relation to the matters set out in Articles 23, 26, 27 and 28 of the Measures for the Administration of Independent Directors of Listed Companies, and shall report to the board of directors in a timely manner and may require the Company to provide written statements if they find any violation of laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange in the place where the Company’s shares are listed and the Articles of Association, or violation of the resolutions of the general meeting and the board of directors. Where disclosure is involved, the Company shall disclose in a timely manner.</p> <p>If the Company fails to make a statement or timely disclose in accordance with the preceding paragraph, independent directors may report to the CSRC and the stock exchange in the place where the Company’s shares are listed.</p>

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS OF THE COMPANY**

Original Articles	Proposed Amendments
<p>Article 37 Archives of board meetings, including meeting notices and meeting materials, meeting attendance book, powers of attorney for directors attending on behalf of others, meeting recordings, voting ballots, meeting minutes signed and confirmed by the attending directors, meeting summaries, resolution records, resolution announcements, etc., shall be kept by the secretary to the board of directors.</p> <p>Archives of board meetings shall be kept for not less than ten years.</p>	<p>Deleted and moved to Article 35</p>
<p>Chapter 5 Expenses of the Board of Directors</p>	<p>Deleted, the chapter and article numbers adjusted accordingly</p>
<p>Chapter 6 Supplementary Provisions</p>	<p>Chapter 7 Supplementary Provisions</p>
<p>Article 43 These Rules have been considered and approved by the general meeting of the Company and shall take effect from the date when the H Shares publicly issued by the Company are listed on The Stock Exchange of Hong Kong Limited. When these Rules are amended, the board of directors shall propose amendments for consideration and approval at the general meeting. From the effective date of these Rules, the original Rules of Procedure for the Board of Directors of the Company shall automatically become invalid.</p>	<p>Article 42 These Rules have been considered and approved by the general meeting of the Company and shall take effect and be implemented immediately. When these Rules are amended, the board of directors shall propose amendments for consideration and approval at the general meeting. From the effective date of these Rules, the original Rules of Procedure for the Board of Directors of the Company shall automatically become invalid.</p>

Details of the proposed amendments to the Rules of Independent Directors of the Company are as follows:

Original Articles	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 In order to further improve the governance structure of China Tourism Group Duty Free Corporation Limited (the “Company”), promote the standardized operation of the Company and ensure the performance of duties by independent directors, these Rules are formulated in accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “Company Law”), the Guiding Opinions on the Establishment of Rules for Independent Directors in Listed Companies issued by the China Securities Regulatory Commission (the “Guiding Opinions”), Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “SSE Listing Rules”), Guidelines of Shanghai Stock Exchange on the Filing and Training of Independent Directors of Listed Companies and the Articles of Association of China Tourism Group Duty Free Corporation Limited (the “Articles of Association”).</p>	<p>Article 1 In order to further improve the governance structure of China Tourism Group Duty Free Corporation Limited (the “Company”), regulate the behavior of independent directors, give full play to the role of independent directors in corporate governance, and promote the improvement of the quality of the Company, these Rules are formulated in accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “Company Law”), Opinions of the General Office of the State Council on the Reform of the Rules for Independent Directors of Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies (the “Administrative Measures for Independent Directors”), Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Guideline No. 1 for the Self-regulation of Listed Companies on the Shanghai Stock Exchange – Standardized Operation and the Articles of Association.</p>
<p>Article 2 An independent director refers to a director who does not hold any position in the Company other than a director and member of special committees under the board of directors, and does not have any relationship with the Company and its substantial shareholders that may hinder his independent and objective judgments.</p>	<p>Article 2 An independent director refers to a director who does not hold any position in the Company other than a director, and has no direct or indirect interest in the Company and its substantial shareholders or de facto controller, or any other relationship that may affect his independent and objective judgments. An independent director shall perform his duties independently and shall not be affected by the Company and its substantial shareholders, de facto controller and other entities or individuals.</p>

Original Articles	Proposed Amendments
<p>Article 3 The provisions on directors in the Articles of Association shall apply to independent directors, except as otherwise provided herein.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 19 Independent directors shall have the obligations of good faith and diligence to the Company and all shareholders. Independent directors shall, in accordance with the requirements of relevant laws and regulations, the Guiding Opinions and the Articles of Association, fully understand the operations of the Company and the agenda of the board meetings, earnestly perform their duties, safeguard the interests of the Company and all shareholders, especially pay attention to the legitimate rights and interests of minority shareholders. Independent directors shall perform their independently and shall not be affected by the Company's substantial shareholders, de facto controller and other entities or individuals who have interests in the Company. The Company shall ensure that independent directors perform their duties in accordance with the laws.</p> <p>If there is a conflict between shareholders or directors of the Company which has a material impact on the operations and management of the Company, the independent directors shall take the initiative to perform their duties and safeguard the interests of the Company as a whole.</p>	<p>Article 3 Independent directors shall have the obligations of loyalty and diligence to the Company and all shareholders. Independent directors shall conscientiously perform their duties in accordance with the laws, administrative regulations, the provisions of the China Securities Regulatory Commission (the "CSRC"), the rules of the stock exchange in the place where the Company's securities are listed and the Articles of Association, give play to the role of participating in decision-making, supervision and checks and balances, and professional consultation in the board of directors, safeguard the interests of the Company as a whole and protect the legitimate rights and interests of minority shareholders.</p>

Original Articles	Proposed Amendments
<p>Article 5 The board of directors of the Company shall consist of at least one-third of independent directors and shall not be less than three. At least one of them shall be an accounting professional.</p> <p>...</p>	<p>Article 4 The independent directors shall account for no less than one-third of the members in the board of directors and shall not be less than three, including at least one accounting professional. The board of directors of the Company has established the audit and risk management committee, the nomination committee, the remuneration and evaluation committee and the strategy and sustainability committee. All members of the special committees shall be directors, and more than half of the members of the audit and risk management committee, the nomination committee and the remuneration and evaluation committee shall be independent directors, who shall serve as the convener/chairman.</p>
<p>Article 15</p> <p>...</p> <p>Among the audit committee, the remuneration and evaluation committee and the nomination committee under the board of directors of the Company, independent directors shall account for the majority of the members of the committees and act as the convener, and the convener of the audit committee shall be an accounting professional.</p>	<p>The members of the audit and risk management committee shall be directors who do not serve as senior management of the Company, at least one of whom shall have appropriate professional qualifications as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or appropriate accounting or related financial management expertise, and the convener/chairman of the audit and risk management committee shall be an accounting professional.</p>

Original Articles	Proposed Amendments
Chapter 2 Job Requirements of Independent Directors	Chapter 2 Qualifications of Independent directors
Addition, the article numbers adjusted accordingly	<p>Article 5 Candidates for independent directors shall meet the requirements of the following laws and regulations:</p> <p>(I) the Company Law and other regulations on the qualifications of directors;</p> <p>(II) the provisions of the Civil Servants Law of the People’s Republic of China on the concurrent positions of civil servants (if applicable);</p> <p>(III) the relevant provisions of the Administrative Measures for Independent Directors of the CSRC;</p> <p>(IV) the requirements under the Notice on Regulating State Official’s Service as Independent Directors and Independent Supervisors of Listed Companies and Fund Management Companies after Resignation or Retirement issued by CPC Central Commission for Discipline Inspection and Organization Department of the CPC Central Committee (if applicable);</p> <p>(V) the provisions of the Opinions on Further Regulating the Concurrent Corporate Positions Undertaken by the Party and Government Leaders in Enterprises issued by the Organization Department of the CPC Central Committee (if applicable);</p> <p>(VI) the provisions of the Opinions on Enhancing the Anti-corruption and Encouraging Honesty Work of Colleges and Universities issued by the CPC Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision (if applicable);</p>

Original Articles	Proposed Amendments
	<p>(VII) the relevant provisions of the Guidelines for the Rules for Independent Directors and External Supervisors of Joint Stock Commercial Banks issued by the People’s Bank of China (if applicable);</p> <p>(VIII) the relevant provisions of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions issued by the CSRC (if applicable);</p> <p>(IX) the relevant provisions of the Administrative Measures for Qualifications of Directors and Senior Management of Banking and Financial Institutions, the Administrative Measures for Qualifications of Directors, Supervisors and Senior Management of Insurance Companies, and the Administrative Measures for Independent Directors of Insurance Companies (if applicable);</p> <p>(X) other circumstances stipulated by the laws and regulations, departmental rules, rules of the stock exchange in the place where the Company’s securities are listed and the Articles of Association.</p>

Original Articles	Proposed Amendments
<p>Article 4 An independent director of the Company shall meet the following basic conditions:</p> <p>(I) be qualified to serve as a director of a listed company in accordance with the laws, administrative regulations and other relevant provisions of the place where the shares of the Company are listed;</p> <p>(II) be independent as required by Article 7 of these Rules;</p> <p>(III) have the basic knowledge of the operations of a listed company and be familiar with relevant laws, administrative regulations, departmental rules and other normative documents;</p> <p>(IV) have more than five years of working experience in law, economics, finance, management or other work experience necessary to perform the duties of an independent director;</p> <p>(V) have obtained the qualifications of independent directors in accordance with the Guidelines for the Training of Senior Management of Listed Companies issued by the China Securities Regulatory Commission and relevant regulations;</p> <p>(VI) other conditions stipulated in the Articles of Association.</p> <p>If the candidate for independent director fails to obtain the independent director qualifications at the time of nomination, he shall undertake in writing to participate in the latest independent director qualifications training and obtain the independent director qualifications.</p>	<p>Article 6 An independent director of the Company shall meet the following basic conditions:</p> <p>(I) be qualified to serve as a director of a listed company in accordance with the laws, administrative regulations and other relevant provisions;</p> <p>(II) meet the independence requirements stipulated in Article 7 of these Rules;</p> <p>(III) have the basic knowledge of the operations of a listed company and be familiar with relevant laws, administrative regulations, departmental rules and other normative documents;</p> <p>(IV) have more than five years of working experience in law, economics, accounting, finance and management necessary to perform the duties of an independent director;</p> <p>(V) have good personal morality and no bad records such as major dishonesty;</p> <p>(VI) other conditions required by the laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange in the place where the Company's securities are listed and the Articles of Association.</p>
<p>Article 6 Independent directors and persons to be appointed as independent directors shall participate in trainings organized by the CSRC and its authorized institutions in accordance with the requirements of the CSRC.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p align="center">Chapter 3 Independence of Independent directors</p>	<p align="center">Original Chapter 3 deleted and incorporated into other sections</p>
<p>Article 7 Independent directors must be independent and meet the requirements of the Guiding Opinions on the independence of independent directors. The following persons shall not serve as independent directors:</p> <p>(I) persons who hold positions in the Company or its subsidiaries (excluding independent directors) and their immediate family members and major social relations (immediate family members refer to spouses, parents, children, etc.; whereas major social relations refer to siblings, parents-in-law, sons and daughters-in-law, spouses of siblings, siblings of spouses, etc.);</p> <p>(II) persons who directly or indirectly hold more than 1% of the issued shares of the Company or persons who are natural person shareholders among the top ten shareholders of the Company and their immediate family members;</p> <p>(III) persons who hold positions in shareholders directly or indirectly holding more than 5% of the issued shares of the Company or in the top five shareholders of the Company and their immediate family members;</p> <p>(IV) persons who hold positions in the de facto controller of the Company and its subsidiaries;</p> <p>(V) personnel who provide financial, legal, consulting and other services to the Company and its controlling shareholders or their respective subsidiaries, including all members of the project team, reviewers at all levels, personnel signing the report, partners and persons-in-charge of the intermediaries providing services;</p> <p>(VI) persons who act as directors, supervisors or senior management in entities with significant business dealings with the Company and its controlling shareholders or their respective subsidiaries, or persons who act as directors, supervisors or senior management in the controlling shareholders of such entities;</p>	<p>Article 7 Independent directors must maintain their independence. The following persons shall not serve as independent directors:</p> <p>(I) persons who hold positions in the Company or its subsidiaries and their spouses, parents, children and major social relations;</p> <p>(II) persons who directly or indirectly hold more than 1% of the issued shares of the Company or natural person shareholders among the top ten shareholders of the Company and their spouses, parents or children;</p> <p>(III) persons who hold positions in shareholders directly or indirectly holding more than 5% of the issued shares of the Company or in the top five shareholders of the Company and their spouses, parents or children;</p> <p>(IV) persons who hold positions in the subsidiaries of the controlling shareholders or de facto controller of the Company and their spouses, parents or children;</p> <p>(V) personnel who provide financial, legal, consulting, sponsor and other services to the Company and its controlling shareholders, de facto controller or their respective subsidiaries, including but not limited to all members of the project team, reviewers at all levels, personnel signing reports, partners, directors, senior management and persons-in-charge of the intermediaries providing services;</p> <p>(VI) persons who have significant business dealings with the Company and its controlling shareholders, de facto controller or their respective subsidiaries, or persons who hold positions in entities with significant business dealings and their controlling shareholders or de facto controller;</p>

Original Articles	Proposed Amendments
<p>(VII) persons who have been identified as the circumstances set out in the preceding six paragraphs in the past year;</p> <p>(VIII) other persons stipulated in the Articles of Association;</p> <p>(IX) other persons identified by the CSRC;</p> <p>(X) other circumstances where Shanghai Stock Exchange determines not to be independent.</p>	<p>(VII) persons who have been identified in the circumstances set out in items (I) to (V) above in the past two years and those who have been identified in the circumstances set out in item (VI) above in the past 12 months;</p> <p>(VIII) other persons who are not independent as stipulated by the laws, administrative regulations, provisions of the CSRC, rules of the stock exchange in the place where the Company's securities are listed and the Articles of Association.</p> <p>“Major social relations” specified in the preceding paragraph refers to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents-in-law of children, etc.; “significant business dealings” refers to matters required to be submitted to the general meeting for consideration in accordance with the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange or the Articles of Association, or other material matters identified by the stock exchange in the place where the Company's securities are listed; “hold positions” refers to serving as directors, supervisors, senior management and other personnel. The subsidiaries of the controlling shareholders and de facto controller in items (IV) to (VI) of the preceding paragraph do not include the entities controlled by the same state-owned assets management institution with the Company and do not constitute related relationships with the Company in accordance with relevant regulations.</p> <p>Independent directors shall conduct self-inspection on their independence every year and submit the self-inspection to the board of directors. The board of directors shall evaluate the independence of incumbent independent directors every year and issue special opinions, which shall be disclosed together with the annual report.</p>

Original Articles	Proposed Amendments
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 8 Candidates for independent directors shall have good personal morality, shall not fall in circumstances prohibited to be nominated as directors of listed companies under the Company Law and other laws, administrative regulations, provisions of the CSRC, rules of the stock exchange in the place where the Company's securities are listed, and shall not have the following bad records:</p> <p>(I) being subject to administrative punishment by the CSRC or criminal punishment by judicial authorities due to securities and futures crimes in the past 36 months;</p> <p>(II) being investigated by the CSRC or being investigated by the judicial authorities for suspected violations of securities and futures laws and regulations, and no clear conclusions have been issued;</p> <p>(III) being publicly condemned or criticized for more than three times by the stock exchange in the past 36 months;</p> <p>(IV) significant bad records such as dishonesty;</p> <p>(V) being removed from his position by the board of directors at a general meeting proposed to be convened by the board of directors for less than 12 months due to his failure to attend two consecutive board meetings in person or by proxy during his term of office as an independent director;</p> <p>(VI) other circumstances as determined by the stock exchange in the place where the Company's securities are listed.</p>

Original Articles	Proposed Amendments
<p>Article 20 Independent directors may concurrently serve as independent directors in up to five listed companies, and ensure that they have sufficient time and energy to effectively perform their duties as independent directors.</p>	<p>Article 9 In principle, independent directors may serve as independent directors in up to three domestic listed companies, and ensure that they have sufficient time and energy to effectively perform their duties as independent directors.</p> <p>If the independent director has served the Company for six consecutive years, he shall not be nominated as a candidate for independent director of the Company within 36 months from the date of such occurrence.</p>
<p>Article 5 The board of directors of the Company shall consist of at least one-third of independent directors and shall not be less than three. At least one of them shall be an accounting professional.</p> <p>If a candidate is nominated as an independent director in the capacity of an accounting professional, he shall have extensive accounting expertise and experience, and at least one of the following conditions shall be met:</p> <p>(I) qualified as a certified public accountant;</p> <p>(II) possess a senior title, associate professor title or doctoral degree in accounting, audit or financial management;</p> <p>(III) possess a senior title in economic management with more than 5 years of full-time working experience in professional positions such as accounting, audit or financial management.</p>	<p>Article 10 If a candidate is nominated as an independent director in the capacity of an accounting professional, he shall have extensive accounting expertise and experience, and at least one of the following conditions shall be met:</p> <p>(I) qualified as a certified public accountant;</p> <p>(II) possess a senior title, associate professor title or doctoral degree in accounting, audit or financial management;</p> <p>(III) possess a senior title in economic management with more than 5 years of full-time working experience in professional positions such as accounting, audit or financial management.</p>

Original Articles	Proposed Amendments
<p align="center">Chapter 4 Nomination, Election and Replacement of Independent directors</p>	<p align="center">Chapter 3 Appointment and Removal of Independent directors</p>
<p>Article 8 The board of directors, the board of supervisors, and shareholders individually or jointly holding more than 1% of the issued shares of the Company may propose candidates for independent directors, which shall be elected at the general meeting.</p>	<p>Article 11 The board of directors, the supervisory committee, and shareholders individually or jointly holding more than 1% of the issued shares of the Company may propose candidates for independent directors, which shall be elected at the general meeting.</p> <p>Investors protection institutions established in accordance with the laws may publicly request shareholders to appoint them to exercise their rights to nominate independent directors on their behalf.</p> <p>The nominator specified in the first paragraph of this Article shall not nominate any person who has an interest in the nominator or any other close person who may affect the performance of his duties as a candidate for independent director.</p>
<p>Article 9 Nominators of independent directors shall obtain the consent of the nominees before nomination. The nominator shall fully understand the occupation, education, title, detailed work experience, all concurrent positions and other information of the nominee, and shall express opinions on the qualifications and independence of the nominee as an independent director. The nominee shall make a public statement that there is no relationship between himself and the Company that affects his independent and objective judgment.</p> <p>Before the convening of the general meeting for the election of independent directors, the board of directors of the Company shall announce the above contents in accordance with the regulations, and shall indicate in the announcement that the proposal of independent directors is subject to the review of the Shanghai Stock Exchange with no objection.</p>	<p>Article 12 Nominators of independent directors shall obtain the consent of the nominees before nomination. The nominator shall fully understand the occupation, education, title, detailed work experience, all concurrent positions of the nominee, and whether the nominee has bad records such as major dishonesty, and shall express opinions on the nominee's compliance with his independence and other conditions for serving as an independent director. The nominee shall make a public statement in respect of his compliance with independence and other conditions for serving as an independent director.</p>
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 13 The nomination committee of the board of directors shall review the qualifications of the nominees and form a clear review opinion.</p>

Original Articles	Proposed Amendments
	<p>Article 14 The Company shall submit the relevant materials of the candidates for independent directors to the stock exchange in the place where the Company's securities are listed, including but not limited to the Declaration and Undertaking of the Candidates for Independent Directors, the Declaration and Undertaking of the Independent Director Nominator, the Profile of Independent Directors and other written documents, no later than the time when the notice of the general meeting regarding the election of independent directors is published, disclose the relevant statements and undertakings and the review opinions of the nomination committee or the Special Meetings of Independent Directors, and ensure the truthfulness, accuracy and completeness of the contents of the announcement.</p>
<p>Article 10 Before the convening of the general meeting for the election of independent directors, the Company shall submit the relevant materials of all nominees to the CSRC, the branch of CSRC where the Company is located and the Shanghai Stock Exchange. If the board of directors of the Company has any objection to the relevant situation of the nominee, it shall submit the written opinion of the board of directors at the same time.</p> <p>The board of directors of the Company shall explain whether the candidate for independent director has been challenged by the stock exchange at the general meeting, and state that such candidate will not be presented for election as independent director through voting at the general meeting.</p>	<p>Article 15 If the candidate for independent director does not meet the conditions for appointment or independence requirements of independent director, the stock exchange may challenge the qualifications and independence of the candidate for independent director, and the Company shall disclose the same in a timely manner.</p> <p>When convening a general meeting to elect an independent director, the board of directors of the Company shall explain whether the candidate for independent director has been challenged by the stock exchange. The Company shall not present the candidate for election as independent director at the general meeting if being challenged by the stock exchange. Such proposal, if submitted to the general meeting for consideration, shall be revoked.</p>
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 16 If more than two independent directors are elected at the general meeting of the Company, the cumulative voting system shall apply. The voting of minority shareholders shall be counted separately and disclosed.</p>

Original Articles	Proposed Amendments
<p>Article 12 Independent directors who fail to attend board meetings in person for three consecutive times shall be proposed by the board of directors to the general meeting for removal.</p> <p>Independent directors shall be elected or replaced by the general meeting, and may be removed by the general meeting before the expiration of their terms of office. In case of early removal, the Company shall disclose it as a special matter, and the independent director removed may make a public statement if he considers that the Company's reason for removal is inappropriate.</p>	<p>Article 18 Before the expiration of the term of office of an independent director, the Company may dismiss him/her in accordance with the statutory procedures. Where an independent director is removed in advance, the Company shall disclose the specific reasons and basis in a timely manner.</p> <p>If an independent director disagrees, the Company shall make disclosure in a timely manner. If an independent director fails to meet the provisions of items (I) or (II) of Article 6 hereof, he shall immediately cease to perform his duties and resign from his position. Where he fails to resign, the board of directors shall discharge his duties as required immediately upon becoming aware of or being aware of such matter.</p>
<p>Article 14 In the event that an independent director fails to meet the conditions for independence or is otherwise unsuitable to perform the duties of an independent director, resulting in the number of independent directors of the Company falling short of the requirements of the Guiding Opinions, the Company shall fill the vacancies independent directors as required, and shall notify the Shanghai Stock Exchange, make an announcement and appoint an independent director.</p>	<p>If an independent director resigns or is removed from office due to the circumstances specified in the preceding paragraph, such that in the proportion of independent directors in the board of directors or its special committees fails to comply with the provisions of these Rules or the Articles of Association, or the composition of independent directors lacks accounting professionals, the Company shall fill the vacancies within 60 days from the date of such occurrence.</p>

Original Articles	Proposed Amendments
<p>Article 13 An independent director may resign before the expiration of his term of office. When an independent director resigns, he shall submit a written resignation notice to the board of directors, stating any circumstances related to his resignation or which he considers necessary to draw the attention of the shareholders and creditors of the Company. Before the board of directors approves the resignation of such independent director, the independent director shall continue to perform his duties.</p> <p>If the resignation of an independent director results in the proportion of independent directors in the board of directors of the Company falling short of the minimum requirements stipulated in the Guiding Opinions, the resignation notice of the independent director shall take effect after the next independent director fills his vacancy. The original nominator of the independent director or the board of directors of the Company shall nominate a new candidate for independent director within 90 days from the date of resignation of such independent director.</p>	<p>Article 19 An independent director may resign before the expiration of his term of office. When an independent director resigns, he shall submit a written resignation notice to the board of directors, stating any circumstances related to his resignation or which he considers necessary to draw the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons and concerns for the resignation of independent directors.</p> <p>If the resignation of an independent director will result in the proportion of independent directors in the board of directors or its special committees falling short of the laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange in the place where the Company's securities are listed and the provisions of the Articles of Association, or if the composition of independent directors lacks accounting professionals, the independent director who intends to resign shall continue to perform his duties until the date when the new independent director is appointed. The Company shall fill the vacancy within 60 days from the date of resignation of such independent director.</p>

Original Articles	Proposed Amendments
Chapter 5 Functions and Powers of Independent Directors	Chapter 4 Duties and Performance Methods of Independent Directors
Addition, the article numbers adjusted accordingly	<p data-bbox="810 355 1359 427">Article 20 An independent director shall perform the following duties:</p> <p data-bbox="810 463 1359 608">(I) participate in the decision-making of the board of directors and the special committees under the board of directors and express clear opinions on the matters discussed;</p> <p data-bbox="810 644 1359 1002">(II) supervise the potential material conflict of interests between the Company and its controlling shareholders, de facto controller, directors and senior management set out in Articles 23, 26, 27 and 28 of the Administrative Measures for Independent directors, so as to promote the decision-making of the board of directors to be in the interests of the Company as a whole and protect the legitimate rights and interests of minority shareholders;</p> <p data-bbox="810 1038 1359 1183">(III) provide professional and objective advice on the operations and development of the Company and promote the improvement of the decision-making level of the board of directors;</p> <p data-bbox="810 1219 1359 1400">(IV) other duties stipulated by the laws, administrative regulations, provisions of the CSRC, rules of the stock exchange in the place where the Company's securities are listed and the Articles of Association.</p> <p data-bbox="810 1436 1359 1832">Independent directors shall perform their duties independently and impartially, without being influenced by the Company and its substantial shareholders, de facto controller and other entities or individuals. If any matter to be considered is found to affect his independence, he shall declare to the Company and abstain from voting. If there is any obvious situation affecting independence during his term of office, he shall notify the Company in a timely manner, propose solutions, and resign if necessary.</p>

Original Articles	Proposed Amendments
<p>Article 15 In order to give full play to the role of independent directors, in addition to the functions and powers conferred by the Company Law and other relevant laws and regulations, the Company also grants the following special functions and powers to independent directors:</p> <p>(I) submit the material related party transactions to the board of directors for discussion after being approved by independent directors;</p> <p>Before making a judgment, the independent directors may engage an intermediary to issue an independent financial advisor's report as the basis for their judgment.</p> <p>(II) propose to the board of directors the appointment or dismissal of an accounting firm;</p> <p>(III) propose to the board of directors to convene an extraordinary general meeting;</p> <p>(IV) propose to convene board meetings;</p> <p>(V) independently engage external auditors and advisory bodies;</p> <p>(VI) publicly solicit voting rights from shareholders prior to the convening of the general meeting.</p> <p>Independent directors shall obtain the consent of more than half of all independent directors when exercising the above functions and powers. The costs of engaging intermediaries and other expenses necessary for the exercise of functions and powers by independent directors shall be borne by the Company.</p> <p>The Company shall make disclosure if the above proposal is not adopted or the above functions and powers cannot be exercised normally.</p> <p>Among the audit committee, the remuneration and evaluation committee and the nomination committee under the board of directors of the Company, independent directors shall account for the majority of the members of the committees and act as the convener, and the convener of the audit committee shall be an accounting professional.</p>	<p>Article 21 The independent directors shall exercise the following special powers:</p> <p>(I) independently engage intermediaries to audit, consult or verify specific matters of the Company;</p> <p>(II) propose to the board of directors to convene an extraordinary general meeting;</p> <p>(III) propose to convene board meetings;</p> <p>(IV) publicly solicit shareholders' rights from shareholders in accordance with the laws;</p> <p>(V) express independent opinions on matters that may damage the interests of the Company or minority shareholders;</p> <p>(VI) other functions and powers stipulated by the laws, administrative regulations, provisions of the CSRC, rules of the stock exchange in the place where the Company's securities are listed and the Articles of Association.</p> <p>Where an independent director exercises the functions and powers under items (I) to (III) of the preceding paragraph, such exercise shall be subject to the consent of more than half of all the independent directors.</p> <p>If an independent director exercises the functions and powers set out in the first paragraph of this Article, the Company shall disclose them in a timely manner. Where the above functions and powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</p>

Original Articles	Proposed Amendments
<p>Article 16 In addition to performing the above duties, independent directors shall also express their independent opinions to the board of directors or the general meeting on the following matters:</p> <p>(I) nomination, appointment and removal of directors;</p> <p>(II) appointment or dismissal of senior management personnel;</p> <p>(III) remuneration of directors and senior management of the Company;</p> <p>(IV) existing or new borrowings or other fund transactions with a total amount of RMB3 million or above or more than 5% of the latest audited net asset value of the Company by the Company's shareholders, de facto controller and their related parties, and whether the Company has taken effective measures to recover the arrears;</p> <p>(V) change of projects to be invested with the proceeds;</p> <p>(VI) matters involved in the audit opinion;</p> <p>(VII) the accumulated and current external guarantees of the Company and the compliance of laws and regulations in respect of its external guarantees set out in its annual report;</p> <p>(VIII) no cash profit distribution plan being prepared by the board of directors in the case that there are profits in the annual financial results of the Company;</p> <p>(IX) matters that the independent directors consider may harm the rights and interests of minority shareholders;</p> <p>(X) other matters stipulated in the Articles of Association.</p>	<p>Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>Article 17 Independent directors shall express one of the following types of opinions on the matters set out in Article 16 hereof: unqualified opinion; qualified opinion and its reasons; adverse opinion and its reasons; disclaimer of opinion and its impediments.</p>	
<p>Article 18 If the matters set out in Article 16 of these Rules are matters that need to be disclosed, the Company shall announce the opinions of independent directors. In the event that independent directors fail to reach a consensus, the board of directors shall disclose the opinions of each independent director separately.</p>	
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 22 Before convening a board meeting, independent directors may communicate with the secretary to the board of directors to make inquiries, require supplementary materials and put forward opinions and recommendations on the matters to be considered. The board of directors and relevant personnel shall carefully study the issues, requirements and opinions raised by independent directors, and timely report to independent directors on the implementation of the amendments to the resolutions.</p>
<p>Article 12 Independent directors who fail to attend board meetings in person for three consecutive times shall be proposed by the board of directors to the general meeting for removal.</p>	<p>Article 23 Independent directors shall attend board meetings in person. If they are unable to attend the meeting in person for any reason, the independent directors shall review the meeting materials in advance to form a clear opinion and appoint other independent directors in writing to attend the meeting on their behalf.</p> <p>Independent directors who fail to attend board meetings in person for two consecutive times, or do not appoint another independent director to attend on his behalf, the board of directors shall propose to convene a general meeting to remove such independent director within 30 days from such occurrence.</p>

Original Articles	Proposed Amendments
<p data-bbox="240 287 785 357">Addition, the article numbers adjusted accordingly</p>	<p data-bbox="809 287 1356 755">Article 24 Independent directors who vote against or abstain from voting on resolutions of the board of directors shall explain the specific reasons and basis, the legal compliance of the matters involved in the resolutions, the possible risks and the impacts on the interests of the Company and minority shareholders. When disclosing the resolutions of the board of directors, the Company shall also disclose the dissenting opinions of the independent directors and state them in the resolutions and minutes of the board meetings.</p> <p data-bbox="809 761 1356 1393">Article 25 Independent directors shall continue to pay attention to the implementation of resolutions of the board of directors in relation to the matters set out in Articles 23, 26, 27 and 28 of the Administrative Measures for Independent Directors, and shall report to the board of directors in a timely manner and may require the Company to provide an explanation in writing in the event of violation of laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange in the place where the Company's securities are listed and the Articles of Association, or violation of the resolutions of the general meeting and board meetings. Where disclosure is involved, the Company shall make disclosure in a timely manner.</p> <p data-bbox="809 1442 1356 1676">If the Company fails to make an explanation in accordance with the preceding paragraph or make a timely disclosure, the independent directors may report to the CSRC and the stock exchange in the place where the Company's securities are listed.</p>

Original Articles	Proposed Amendments
	<p>Article 26 The following matters shall be submitted to the board of directors for consideration with the consent of more than half of all independent directors of the Company:</p> <p>(I) related party transactions to be disclosed;</p> <p>(II) plan for change or waiver of undertakings by the Company and relevant parties;</p> <p>(III) decisions made and measures taken by the board of directors of the acquiree in respect of the acquisition;</p> <p>(IV) other matters stipulated by the laws, administrative regulations, provisions of the CSRC, rules of the stock exchange in the place where the Company's securities are listed and the Articles of Association.</p> <p>Article 27 The Company shall hold meetings attended solely by independent directors (the "Special Meetings of Independent Directors") on a regular or irregular basis. Matters stated in items (I) to (III) of the first paragraph of Article 21 and Article 26 of these Rules shall be considered at the Special Meetings of Independent Directors.</p> <p>Special Meetings of Independent Directors may consider and discuss other matters of the Company as needed.</p> <p>Special Meetings of Independent Directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors. In the event that the convener fails or is unable to perform his duties, two or more independent directors may convene and elect a representative to chair the meeting on their own.</p> <p>The Company shall facilitate and support the convening of the Special Meetings of Independent Directors.</p>

Original Articles	Proposed Amendments
	<p data-bbox="810 285 1356 1115">Article 28 Independent directors shall perform their duties in the special committees under the board of directors of the Company in accordance with the laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange in the place where the Company's securities are listed and the Articles of Association. Independent directors shall attend the special committee meetings in person. If they are unable to attend the meeting in person for any reason, the independent directors shall review the meeting materials in advance to form a clear opinion and appoint other independent directors in writing to attend the meeting on their behalf. For any material matters of the Company within the terms of reference of the special committees identified in the performance of their duties, the independent directors may promptly submit to the special committees for discussion and consideration in accordance with the procedures.</p> <p data-bbox="810 1123 1356 1236">Article 29 The on-site working hours of independent directors in the Company shall be no less than 15 days per year.</p> <p data-bbox="810 1285 1356 1796">Save as attending the general meetings, meetings of the board of directors and its special committees, and Special Meetings of Independent Directors as required, independent directors may perform their duties by regularly obtaining information on the Company's operations, listening to reports of the management, communicating with intermediaries such as the person-in-charge of the internal audit department and the accounting firm undertaking the Company's audit business, conducting on-site inspections, and communicating with minority shareholders.</p>

Original Articles	Proposed Amendments
<p data-bbox="240 285 785 317">Chapter 6 Obligations of Independent Directors</p> <p data-bbox="240 321 785 1034">Article 19 Independent directors shall have the obligations of good faith and diligence to the Company and all shareholders. Independent directors shall, in accordance with the requirements of relevant laws and regulations, the Guiding Opinions and the Articles of Association, fully understand the operations of the Company and the agenda of the board meetings, earnestly perform their duties, safeguard the interests of the Company and all shareholders, especially pay attention to the legitimate rights and interests of minority shareholders. Independent directors shall perform their independently and shall not be affected by the Company's substantial shareholders, de facto controller and other entities or individuals who have interests in the Company. The Company shall ensure that independent directors perform their duties in accordance with the laws.</p> <p data-bbox="240 1087 785 1319">If there is a conflict between shareholders or directors of the Company which has a material impact on the operations and management of the Company, the independent directors shall take the initiative to perform their duties and safeguard the interests of the Company as a whole.</p>	<p data-bbox="809 285 1353 317">Deleted and incorporated into other chapters</p> <p data-bbox="809 321 1353 591">Article 30 If there is a conflict between shareholders or directors of the Company which has a material impact on the operations and management of the Company, the independent directors shall take the initiative to perform their duties and safeguard the interests of the Company as a whole.</p>

Original Articles	Proposed Amendments
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 31 In any of the following circumstances, the independent directors shall report to the stock exchange in the place where the Company's securities are listed in a timely manner:</p> <p>(I) being removed by the Company and the removed Director believes the reason for such removal is inappropriate;</p> <p>(II) the resignation of an independent director due to a situation in the Company that hinders the discharging of functions and powers of the independent directors in accordance with the laws;</p> <p>(III) the materials of the board meetings are incomplete or the argumentation is insufficient, and the written proposal by two or more independent directors to postpone the convening of the board meetings or the proposal to postpone the consideration of relevant matters is not adopted;</p> <p>(IV) the board of directors fails to take effective measures after being reported to the board of directors the suspected violations of laws and regulations by the Company or its directors, supervisors and senior management;</p> <p>(V) other circumstances that materially hinder the independent directors from performing their duties.</p>

Original Articles	Proposed Amendments
	<p data-bbox="810 287 1353 555">Article 32 Minutes shall be prepared for the meetings of the Board and its special committees and special meetings of independent directors as required, and the opinions of independent directors shall be set out in the minutes. Independent directors shall sign and confirm the minutes.</p> <p data-bbox="810 608 1353 1155">Independent directors shall prepare work records and keep detailed records of their performance of duties. Information obtained by independent directors in the course of performing their duties, relevant meeting minutes, communication records with the employees of the Company and intermediaries, etc. constitute an integral part of the work records. For important contents in the work records, independent directors may require the secretary to the board of directors and other relevant personnel to sign for confirmation, and the Company and relevant personnel shall cooperate.</p> <p data-bbox="810 1208 1353 1357">The work records of independent directors and the information provided by the Company to independent directors shall be kept for at least 10 years.</p> <p data-bbox="810 1368 1353 1561">Article 33 The Company shall improve the communication mechanism between independent directors and minority shareholders, and independent directors may timely verify the questions raised by investors.</p>

Original Articles	Proposed Amendments
<p>Article 21 Independent directors shall attend board meetings on time to understand the business and operations of the Company, and take the initiative to investigate and obtain information and materials necessary for decision-making. The independent directors shall submit the annual work report to the annual general meeting of the Company and explain the performance of their duties.</p>	<p>Article 34 The independent directors shall submit the annual work report to the annual general meeting of the Company and explain the performance of their duties. The annual work report shall include the following:</p> <p>(I) number of board meetings attended, the method and voting results, and the number of general meetings attended;</p> <p>(II) participation in special meetings of the Board committees and independent directors;</p> <p>(III) consideration of the matters stated in Articles 23, 26, 27 and 28 of the Administrative Measures for Independent Directors and exercise of the special functions and powers of independent directors set out in the first paragraph of Article 18 of the Administrative Measures for Independent directors;</p> <p>(IV) major matters, methods and results of communication with the internal audit firm and the accounting firm undertaking the audit business of the Company with respect to the financial and business conditions of the Company;</p> <p>(V) communication with minority shareholders;</p> <p>(VI) time and contents of on-site work in the Company;</p> <p>(VII) performance of other duties.</p> <p>The annual work report of independent directors shall be disclosed no later than the Company issues the notice of the annual general meeting.</p>
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 35 Independent directors shall continue to strengthen the study of securities laws, regulations and rules and continuously improve their ability to perform their duties.</p>

Original Articles	Proposed Amendments
<p align="center">Chapter 7 Guarantee for the Performance of Duties by Independent directors</p>	<p align="center">Chapter 5 Guarantee for Performance of Duties of Independent Directors</p>
<p>Article 23 The Company shall provide the independent directors with the necessary working conditions to perform their duties. The secretary to the board of directors shall actively assist the independent directors in performing their duties, such as introducing information and providing materials. If the independent opinions, proposals and written statements issued by the independent directors shall be announced, the secretary to the board of directors shall handle the announcement matters in a timely manner.</p>	<p>Article 36 The Company shall provide the independent directors with necessary working conditions and personnel support to perform their duties. Special departments and special personnel such as the office of the board of directors and the secretary to the board of directors shall assist the independent directors in performing their duties.</p> <p>The secretary to the board of directors shall ensure the smooth flow of information between the independent directors and other directors, senior management and other relevant personnel, and ensure that the independent directors can obtain sufficient resources and necessary professional opinions when performing their duties.</p>
<p>Article 22 The Company guarantees that independent directors have the same right to know as other directors. For any matter subject to decision-making of the board of directors, the Company shall notify the independent directors in advance within the statutory timeframe and provide sufficient information. If the independent directors consider that the information is insufficient, they may request for supplementary information. When more than two independent directors consider that the information is insufficient or the argumentation is unclear, they may jointly propose in writing to the board of directors to postpone the convening of the board meeting or postpone the consideration of the matter, and the board of directors shall adopt it, and the Company shall disclose relevant information in a timely manner.</p> <p>The information provided by the Company to independent directors shall be kept by the Company and independent directors for at least five years.</p>	<p>Article 37 The Company shall ensure that independent directors have the same right to know as other directors. In order to ensure that the independent directors can effectively exercise their functions and powers, the Company shall regularly inform the independent directors of the Company’s operations, provide information, and organize or cooperate with the independent directors to carry out on-site inspections.</p> <p>Before the board of directors considers major and complex matters, the Company may organize independent directors to participate in research and demonstration and other sessions, fully listen to the opinions of independent directors, and timely feedback the adoption of opinions to independent directors.</p>

Original Articles	Proposed Amendments
	<p data-bbox="810 285 1356 868">Article 38 The Company shall issue a notice of board meeting to independent directors in a timely manner, provide relevant meeting materials no later than the notice period of board meeting stipulated by the laws, administrative regulations, provisions of the CSRC or the Articles of Association, and provide effective communication channels for independent directors. Where a special committee under the board of directors convenes a meeting, the Company shall, in principle, provide relevant materials and information no later than 3 days prior to the meeting of the special committee. The Company shall keep the above meeting materials for at least 10 years.</p> <p data-bbox="810 917 1356 1225">If two or more independent directors consider that the meeting materials are incomplete, the argumentation is not sufficient or the provision is not timely, they may propose in writing to the board of directors to postpone the convening of the meeting or postpone the consideration of the matter, and the board of directors shall adopt such proposal.</p> <p data-bbox="810 1274 1356 1536">Meetings of the board of directors and special committees shall be held on-site. On the premise of ensuring that all participating directors can fully communicate and express their opinions, the meeting may be held by video, telephone or other means in accordance with the procedures when necessary.</p>

Original Articles	Proposed Amendments
<p>Article 24 When an independent director exercises his functions and powers, the relevant personnel of the Company shall actively cooperate and shall not refuse, hinder or conceal, or interfere with the independent exercise of his functions and powers.</p>	<p>Article 39 When an independent director exercises his functions and powers, the directors, senior management and other relevant personnel of the Company shall cooperate, and shall not refuse, hinder or conceal relevant information, and shall not interfere with the independent exercise of his functions and powers.</p> <p>If an independent director encounters obstacles in exercising his functions and powers in accordance with the laws, he may explain the situation to the board of directors, require the directors, senior management and other relevant personnel to cooperate, and record the specific situation and resolution of the obstruction in the work records. If the obstruction cannot be eliminated, he may report to the CSRC and the stock exchange in the place where the Company's securities are listed.</p> <p>If the performance of duties by independent directors involves information to be disclosed, the Company shall handle the disclosure in a timely manner. If the Company does not make disclosure, the independent directors may directly apply for disclosure or report to the CSRC and the stock exchange in the place where the Company's securities are listed.</p>
<p>Article 25 The costs of engaging intermediaries and other expenses necessary for the exercise of functions and powers by independent directors shall be borne by the Company.</p>	<p>Article 40 The costs of engaging professional institutions and other expenses necessary for the exercise of functions and powers by independent directors shall be borne by the Company.</p>
<p>Article 26 The Company shall give allowances (as appropriate) to independent directors. The standard of the allowance shall be formulated by the board of directors, considered and approved at the general meeting and disclosed in the annual report of the Company.</p> <p>Save as the above allowances, independent directors shall not obtain other additional and undisclosed benefits from the Company and its substantial shareholders or interested entities and individuals.</p>	<p>Article 41 The Company shall give allowances to independent directors commensurate with their duties. The standard of the allowance shall be formulated by the board of directors, considered and approved at the general meeting and disclosed in the annual report of the Company.</p> <p>Save as the above allowances, independent directors shall not obtain other benefits from the Company and its substantial shareholders, de facto controller or interested entities and individuals.</p>

Original Articles	Proposed Amendments
<p>Article 27 The Company may establish a necessary liability insurance system for independent directors to reduce the risks that may arise from the normal performance of duties by independent directors.</p>	<p>Article 42 The Company may establish a liability insurance system for independent directors to reduce the risks that may arise from the normal performance of duties by independent directors.</p>
<p style="text-align: center;">Chapter 8 Legal Responsibilities of Independent Directors</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 28 An independent director shall be in serious dereliction of duty in any of the following circumstances:</p> <p>(I) divulging the Company's trade secrets and damaging the Company's legitimate interests;</p> <p>(II) accepting illegitimate benefits in the course of performing their duties, or seeking personal gains by taking advantage of the position of independent director;</p> <p>(III) failing to raise an objection to the resolution of the board of directors when becoming aware that the resolution of the board of directors is in violation of the laws, administrative regulations or the Articles of Association;</p> <p>(IV) failing to exercise their veto rights in the event that related party transactions result in significant losses to the Company.</p>	
<p>Article 29 Where an independent director becomes aware that the resolution of the board of directors is in violation of the laws, administrative regulations or the Articles of Association, resulting in significant losses to the Company, and the independent director fails to express an objection, or engages in illegal activities prohibited by the Company Law and other relevant laws, administrative regulations and normative documents, resulting in significant losses to the Company, he shall be liable for losses in accordance with the laws.</p>	

Original Articles	Proposed Amendments
Chapter 9 Supplementary Provisions	Chapter 6 Supplementary Provisions
<p>Article 30 Unless otherwise specified, the terms used herein shall have the same meaning as those defined in the Articles of Association.</p>	<p>Article 43 Terms in these Rules shall have the following meanings:</p> <p>(I) Major shareholders refer to shareholders who hold more than 5% of the shares of the Company, or who hold less than 5% of the shares but have significant influence on the Company;</p> <p>(II) Minority shareholders refer to shareholders who individually or jointly hold less than 5% of the shares of the Company and do not serve as directors, supervisors and senior management of the Company;</p> <p>(III) Subsidiaries refer to enterprises directly or indirectly controlled by relevant entities.</p> <p>Unless otherwise specified, other terms used herein shall have the same meaning as those defined in the Articles of Association.</p>
<p>Article 31 These Rules and their amendments shall be formulated by the board of directors of the Company and shall take effect from the date of passing the resolution at the general meeting.</p>	<p>Article 44 These Rules and their amendments shall be formulated by the board of directors of the Company and shall take effect and be implemented from the date of approval at the general meeting.</p>
<p>Article 32 If there are any matters not covered herein or any conflict with the laws, regulations or the Articles of Association promulgated or amended after these Rules become effective, such laws, regulations or the Articles of Association shall prevail.</p>	<p>Article 45 Any matters not covered herein shall be dealt with in accordance with relevant national laws, administrative regulations, departmental rules, rules of the stock exchange in the place where the Company's securities are listed and the Articles of Association. If these Rules conflicts with the laws, administrative regulations, departmental rules, rules of the stock exchange in the place where the Company's securities are listed or the Articles of Association newly promulgated or amended by the State after taking effect, the laws, administrative regulations, departmental rules, rules of the stock exchange in the place where the Company's securities are listed and the Articles of Association shall prevail. The Company shall revise these Rules in a timely manner.</p>

Details of the proposed amendments to the Rules of Investor Relations Management of the Company are as follows:

Original Articles	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 In order to promote China Tourism Group Duty Free Corporation Limited (“the Company”) to maintain the Company’s external image of integrity, fairness and transparency, to strengthen communication with investors, to promote investors’ understanding and recognition of the Company, and to better serve investors, these Rules are formulated in accordance with the provisions of the Company Law of the People’s Republic of China, Securities Law of the People’s Republic of China, the rules on information disclosure by listed companies promulgated by the China Securities Regulatory Commission (the “CSRC”), Guidelines on Investor Relations of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “SSE Listing Rules”) and other applicable laws, regulations, normative documents and the Articles of Association of China Tourism Group Duty Free Corporation Limited (the “Articles of Association”) after taking into consideration the actual situation of the Company.</p>	<p>Article 1 In order to promote the improvement in governance of China Tourism Group Duty Free Corporation Limited (“the Company”) to regulate the investor relations management of the Company, to maintain the Company’s external image of integrity, fairness and transparency, to strengthen effective communication with investors, and to effectively protect the legitimate rights and interests of investors, especially minority investors, these Rules are formulated in accordance with the provisions of the Company Law of the People’s Republic of China, Securities Law of the People’s Republic of China, the China Securities Regulatory Commission (the “CSRC”) Guidelines on Investor Relations Management of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “SSE Listing Rules”), Self-regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Standardized Operations (the “Self-regulatory Guidelines”) and the Articles of Association of China Tourism Group Duty Free Corporation Limited (the “Articles of Association”), etc. after taking into consideration the actual situation of the Company.</p>
<p>Article 2 Investor relations management refers to the Company using various media and means to exchange and communicate with investors through sufficient information disclosure, so that investors can timely understand the Company’s business operation status and development prospects, and the Company can receive investors’ recognition, establishing public relations with investors with mutual trust and interest.</p>	<p>Article 2 Investor relations management refers to the relevant activities of the Company to strengthen communication with investors and enhance investors’ understanding and recognition of the listed company by facilitating the exercise of shareholders’ rights, information disclosure, interactive communication and handling of demands, so as to improve the governance level of the listed company and the overall enterprise value, and achieve the purposes of respecting investors, rewarding investors, and protecting investors.</p>

Original Articles	Proposed Amendments
<p>Article 3 The purposes of investor relations work are:</p> <p>(I) to promote good relationship between the Company and investors and enhance investors' further understanding and familiarity with the Company;</p> <p>(II) to establish a stable and high-quality investor base and obtain long-term market support.</p> <p>(III) to develop a corporate culture of serving and respecting investors.</p> <p>(IV) to promote the investment philosophy of maximizing the overall interests of the Company and the growth of shareholders' wealth.</p> <p>(V) to increase the transparency of corporate information disclosure and improve corporate governance.</p>	<p>Article 3 The purposes of investor relations work are:</p> <p>(I) to promote communication between the Company and investors and enhance investors' further understanding and familiarity with the Company;</p> <p>(II) to establish a stable and high-quality investor base and obtain long-term market support.</p> <p>(III) to develop a corporate culture of serving and respecting investors.</p> <p>(IV) to promote the investment philosophy of maximizing the overall interests of the Company and the growth of shareholders' wealth.</p> <p>(V) to increase the transparency of corporate information disclosure and improve corporate governance.</p>

Original Articles	Proposed Amendments
<p>Article 4 The basic principles of investor relations management are:</p> <p>(I) the principle of full disclosure of information, that is, in addition to mandatory information disclosure, the Company shall also actively disclose other relevant information that investors are concerned about;</p> <p>(II) the principle of compliant information disclosure, that is, the Company shall be in compliance with national laws, regulations and the requirements of securities regulatory authorities and the Shanghai Stock Exchange on information disclosure of listed companies to ensure that information disclosure is true, accurate, complete and timely;</p> <p>(III) the principle of equal opportunity for investors, that is, the Company shall treat all shareholders and potential investors fairly and avoid selective information disclosure;</p> <p>(IV) the principle of honesty and trustworthiness, that is, the Company shall achieve objectivity, authenticity and accuracy, and avoid excessive publicity and misleading;</p> <p>(V) the principle of high efficiency and low consumption, that is, the Company shall not only ensure the timeliness of information, but shall also improve communication efficiency and control communication costs;</p> <p>(VI) the principle of confidentiality, that is, information communication with investors shall not affect the production and operation of the Company, and shall not disclose trade secrets and non-public information;</p> <p>(VII) the principle of interactive communication, that is, the Company shall actively listen to investors' opinions and suggestions, realize two-way communication with investors, and form positive interaction.</p>	<p>Article 4 The basic principles of investor relations management are:</p> <p>(I) Compliance principle. The Company's investor relations management shall be carried out on the basis of performing the information disclosure obligations in accordance with the laws, regulations, rules and normative documents, industry norms and self-discipline rules, the Company's internal rules and regulations, as well as the ethics and code of conduct generally observed by the industry.</p> <p>(II) Principle of equality. The Company shall treat all investors equally in carrying out investor relations management activities, especially to create opportunities for and facilitate minority investors to participate in activities.</p> <p>(III) Principle of initiative. The Company shall take the initiative to carry out investor relations management activities, listen to investors' opinions and suggestions, and respond to investors' demands in a timely manner.</p> <p>(IV) Principle of honesty and trustworthiness. The Company shall pay attention to integrity, adhere to the bottom line, standardize operation, and take responsibility in investor relations management activities, creating a healthy and good market ecology.</p>

Original Articles	Proposed Amendments
Addition, the article numbers adjusted accordingly	<p>Article 5 The Company and its controlling shareholder, directors, supervisors, senior management and staff shall not have the following circumstances in the investor relations management activities:</p> <p>(I) to disclose or release information of major events that has not been publicly disclosed, or information that conflicts with the information disclosed in accordance with the laws;</p> <p>(II) to disclose or publish misleading, false or exaggerated information;</p> <p>(III) to selectively disclose or publish information, or have material omissions;</p> <p>(IV) to make forecasts or commitments on the prices of the Company's securities;</p> <p>(V) to speak on behalf of the Company without clear authorization;</p> <p>(VI) to treat minority shareholders unfairly such as discrimination and contempt or make disclosure unfairly;</p> <p>(VII) to violate public order and good customs, damaging public interests;</p> <p>(VIII) other violations of information disclosure regulations or laws and regulations that affect the normal trading of the Company's securities and derivatives.</p>

Original Articles	Proposed Amendments
<p align="center">Chapter 2 Targets and Contents of Investor Relations Management</p>	<p align="center">Chapter 2 Targets and Contents of Investor Relations Management</p>
<p>Article 5 The targets of investor relations management include: the Company's shareholders (including current and potential shareholders), investment institutions such as funds, securities analysts, financial media, regulatory authorities and other relevant domestic and overseas personnel or institutions. Unless otherwise specified, the investors referred to in these Rules refer to the general term of the above personnel or institutions.</p>	<p>Article 6 The targets of investor relations management include:</p> <p>(I) investors;</p> <p>(II) securities analysts and industry analysts;</p> <p>(III) financial media and industry media, etc.;</p> <p>(IV) investor relations consultants;</p> <p>(V) securities regulatory authorities and relevant governmental departments;</p> <p>(VI) other relevant individuals and institutions.</p>
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 7 The main duties of investor relations management work include:</p> <p>(I) to formulate the rules for investor relations management and establish a work mechanism;</p> <p>(II) to organize investor relations management activities for communication and liaison with investors;</p> <p>(III) to organize and properly handle investor inquiries, complaints and suggestions in a timely manner, and provide regular feedback to the board of directors and the management of the Company;</p> <p>(IV) to manage, operate and maintain relevant channels and platforms for investor relations management;</p> <p>(V) to protect investors to exercise shareholders' rights in accordance with the laws;</p> <p>(VI) to cooperate with and support investor protection institutions to carry out work related to safeguarding the legitimate rights and interests of investors;</p> <p>(VII) to compile statistics and analysis of the number, composition and changes of the Company's investors;</p> <p>(VIII) to carry out other activities that are conducive to improving investor relations.</p>

Original Articles	Proposed Amendments
<p>Article 6 The main contents of investor relations management include:</p> <p>(I) the Company’s development strategy, including the Company’s development directions, development plans, competition strategies and business policies;</p> <p>(II) statutory information disclosure and its description, including regular reports and extraordinary announcements;</p> <p>(III) operation and management information that may be disclosed by the Company in accordance with the laws, including production and operation conditions, financial conditions, research and development of new products or new technologies, business performance, dividend distribution, etc.;</p> <p>(IV) significant matters that may be disclosed by the Company in accordance with the laws, including the Company’s significant investments and their changes, asset restructuring, mergers and acquisitions, external cooperation, external guarantees, material contracts, related party transactions, material litigation or arbitration, changes in management and changes in major shareholders;</p> <p>(V) corporate culture construction;</p> <p>(VI) other relevant information of the Company.</p>	<p>Article 8 When carrying out investor relations management activities, the Company shall use publicly disclosed information as the contents of exchanges. The main contents include:</p> <p>(I) the Company’s development strategy, including the Company’s development directions, development plans, competition strategies and business policies;</p> <p>(II) statutory information disclosure and its description, including regular reports and extraordinary announcements;</p> <p>(III) operation and management information that may be disclosed by the Company in accordance with the laws, including production and operation conditions, financial conditions, research and development of new products or new technologies, business performance, dividend distribution, etc.;</p> <p>(IV) significant matters that may be disclosed by the Company in accordance with the laws, including the Company’s significant investments and their changes, asset restructuring, mergers and acquisitions, external cooperation, external guarantees, material contracts, related party transactions, material litigation or arbitration, changes in management and changes in major shareholders;</p> <p>(V) corporate culture construction;</p> <p>(VI) environmental, social and governance information of the Company;</p> <p>(VII) methods, pathways and procedures of the exercise of shareholders’ rights;</p> <p>(VIII) information on the handling of shareholders’ demands;</p> <p>(IX) risks and challenges that the Company is facing or may face;</p> <p>(X) other relevant information of the Company.</p>

Original Articles	Proposed Amendments
<p data-bbox="260 285 764 353">Chapter 3 Organizational Structure and Functions of Investor Relations Management</p> <p data-bbox="240 363 783 910">Article 7 The chairman of the board of directors is the first responsible person for the Company's investor relations management, who shall preside over and participate in major investor relations activities, including general meetings, results announcement conferences, press conferences, roadshows, important domestic and overseas capital market meetings and important financial media interviews. In the event that the chairman is unable to attend, the general manager or the secretary to the board of directors shall preside over and participate in major investor relations activities unless otherwise required by laws, regulations or the Articles of Association.</p> <p data-bbox="240 966 783 1193">The chairman of the board of directors shall attend the annual general meeting and arrange the chairmen of the relevant special committees under the board of directors or their authorized representatives to answer questions at the annual general meeting.</p>	<p data-bbox="826 285 1331 353">Chapter 3 Organizational Structure and Functions of Investor Relations Management</p> <p data-bbox="810 363 1347 431">Deleted, the article numbers adjusted accordingly</p>

Original Articles	Proposed Amendments
<p>Article 8 The secretary to the board of directors is responsible for the overall preparation, coordination and arrangements of the Company's investor relations management, whose main duties include:</p> <p>(I) to be responsible for organizing, formulating and implementing the investor relations plan of the Company;</p> <p>(II) to coordinate and organize information disclosure matters of the Company;</p> <p>(III) to comprehensively coordinate, arrange and participate in major investor relations activities of the Company;</p> <p>(IV) to formulate the evaluation and assessment system for the Company's investor relations management;</p> <p>(V) to provide consultation for major decisions of the Company;</p> <p>(VI) to brief the senior management of the Company on the progress of the Company's information disclosure and capital market dynamics;</p> <p>(VII) to arrange training for the Company's senior management and investor relations management personnel as needed;</p> <p>(VIII) other matters that shall be responsible by the secretary to the board of directors.</p> <p>The chairman of the board of directors and other members of the board of directors, the general manager and other senior management designated by the Company and the investor relations management department shall consult the secretary to the board of directors from the perspective of information disclosure before receiving investors, securities analysts or media visits.</p>	<p>Article 9 The secretary to the board of directors is the person-in-charge of the investor relations management of the Company, who is responsible to organize and coordinate investor relations management work. The main duties include:</p> <p>(I) to be responsible for organizing, formulating and implementing the investor relations plan of the Company;</p> <p>(II) to coordinate and organize information disclosure matters of the Company;</p> <p>(III) to comprehensively coordinate, arrange and participate in major investor relations activities of the Company;</p> <p>(IV) to formulate the evaluation and assessment system for the Company's investor relations management;</p> <p>(V) to provide consultation for major decisions of the Company;</p> <p>(VI) to brief directors, supervisors and the senior management of the Company on the progress of the Company's information disclosure and capital market dynamics;</p> <p>(VII) to arrange training for the Company's directors, supervisors, senior management and investor relations management personnel as needed;</p> <p>(VIII) other matters that shall be responsible by the secretary to the board of directors.</p> <p>The chairman of the board of directors and other members of the board of directors, the general manager and other senior management and other staff of the Company shall consult the secretary to the board of directors before receiving investors, securities analysts or media visits.</p>

Original Articles	Proposed Amendments
<p>Article 9 The board office is the investor relations management department of the Company. The investor relations management department is the executive body responsible for investor relations management of the board of directors of the Company and the functional department for investor relations management of the Company.</p> <p>The investor relations management department is the basic bridge for the Company to communicate with investors. It is a comprehensive platform for the Company to collect and organize publicly disclosed information, the only provider of publicly disclose information of the Company, and the only department for the Company to organize investor activities and receive investors.</p> <p>The investor relations management department carries out investor relations management under the leadership of the secretary to the board of directors, and maintains good daily communication and exchanges with investors. It shall implement various investor relations activities of the Company, summarize and report capital market dynamics and investors' views and suggestions on the industry and the Company in a timely manner, participate in important meetings of the Company, participate in important decisions of the Company, and play the role of an adviser and consultant.</p>	<p>Article 10 The board office is the investor relations management department of the Company, the executive body responsible for investor relations management of the board of directors of the Company and the functional department for investor relations management of the Company.</p> <p>The board office is the basic bridge for the Company to communicate with investors. It is a comprehensive platform for the Company to collect and organize publicly disclosed information, the only provider of publicly disclose information of the Company, and the only department for the Company to organize investor activities and receive investors.</p> <p>The board office carries out investor relations management under the leadership of the secretary to the board of directors, and maintains good daily communication and exchanges with investors. It shall implement various investor relations activities of the Company, summarize and report capital market dynamics and investors' views and suggestions on the industry and the Company in a timely manner, participate in important meetings of the Company, participate in important decisions of the Company, and play the role of an adviser and consultant.</p>
<p>Article 10 The investor relations management department is equipped with necessary communication equipment, computers and other office equipment and transportation to maintain the smooth operation of the Company's network and external enquiry calls.</p>	<p>Article 11 The board office shall set up investor hotline, fax and email address, etc., which shall be handled by persons familiar with the operation, so as to ensure smooth operation during working hours, listen to and receive the calls and messages in a serious and friendly manner, and reply and feedback relevant information to investors in an effective form in a timely manner. Any change in the numbers and address shall be announced in a timely manner.</p>

Original Articles	Proposed Amendments
<p>Article 11 In the daily management of investor relations, the main work of the investor relations management department includes:</p> <p>(I) to gather the Company's financial, business, legal and other relevant information, organize and coordinate the preparation of regular reports and extraordinary reports, and make unified disclosure in a timely manner in accordance with the requirements of relevant laws, regulations, the SSE Listing Rules and the relevant provisions regarding the Company's information disclosure and investor relations management;</p> <p>(II) to formulate relevant systems for investor relations management and submit them to the board of directors for approval;</p> <p>(III) to establish a database of laws and regulations for listed companies in order to provide support for the decision-making of the leadership;</p> <p>(IV) to organize the functional departments of the Company to answer investors' inquiries by means of telephone, email, fax, reception of visitors and other forms, and investigate and study the relationship between the Company and investors;</p> <p>(V) to organize analysis meetings for securities analysts and relevant intermediaries, online conferences, results roadshows, investor meetings and other activities in order to communicate with investors on a regular basis or when necessary;</p> <p>(VI) to set up an investor relations management column on the Company's website to simultaneously disclose public information of the Company such as announcements and regular reports in order to facilitate investors' inquiries;</p> <p>(VII) to set up an investor relations hotline with dedicated personnel to facilitate investors' inquiries;</p> <p>(VIII) to keep in touch with institutional investors, securities analysts and minority investors to increase market attention to the Company;</p> <p>(IX) to strengthen cooperation with the media, track and guide media reports, and arrange interviews and reports of senior management and other key personnel;</p>	<p>Article 12 In the daily management of investor relations, the main work of the board office includes:</p> <p>(I) to gather the Company's financial, business, legal and other relevant information, organize and coordinate the preparation of regular reports and extraordinary reports, and make unified disclosure in a timely manner in accordance with the requirements of relevant laws, regulations, the SSE Listing Rules and the relevant provisions regarding the Company's information disclosure and investor relations management;</p> <p>(II) to formulate relevant systems for investor relations management and submit them to the board of directors for approval;</p> <p>(III) to carry out investor relations management in multiple channels, platforms and formats. Communication with investors shall be carried out through the Company's official website, self-media platform, telephone, fax, email, investor education base and other channels, making use of www.investor.org.cn as well as network infrastructure platforms of the stock exchange and securities registration and clearing institutions in the place where the Company's securities are listed, and in the forms of general meetings, investor briefings, roadshows, analyst meetings, reception of visits, seminars and exchanges, etc.;</p> <p>(IV) to actively hold investor briefings in accordance with the relevant regulations of the CSRC and the stock exchange in the place where the Company's securities are listed in order to introduce the situation to investors, answer questions and listen to suggestions. Investor briefings shall include results briefings, cash dividend briefings, and briefings on major events. In general, the chairman of the board of directors or the general manager shall attend investor briefings, and if he/she is unable to attend such briefings, he/she shall publicly explain;</p> <p>(V) to set up an investor relations column on the Company's official website in order to collect and respond to investors' inquiries, complaints and suggestions, as well as release and update relevant information on investor relations management in a timely manner. Public information such as announcements and regular reports of the Company shall be disclosed simultaneously to facilitate investors' inquiries;</p> <p>(VI) to manage, operate and maintain the Company's investor relations WeChat official account and other self-media platforms for investors in order to provide convenient services for investors;</p>

Original Articles	Proposed Amendments
<p>(X) to maintain good cooperation, exchanges and communication with regulatory authorities, industry associations and exchanges, and arrange the Company's representatives to attend relevant meetings in order to maintain the Company's image and form a good communication relationship;</p> <p>(XI) to cooperate with the Company's legal affairs body to handle litigation related to investors and other securities affairs;</p> <p>(XII) to understand and participate in the Company's material matters that may lead to information disclosure obligations, such as restructuring, merger, acquisition, material contract or agreement, and provide reference opinions;</p> <p>(XIII) to establish investor relations management files, summarize the changes of the Company's investors on a monthly basis, timely report any abnormal shareholding of investors to the board of directors of the Company, and fulfill information disclosure obligations in accordance with the relevant provisions of the SSE Listing Rules;</p> <p>(XIV) to summarize investor inquiries on a monthly basis and report common concerns of investors to the board of directors of the Company in a timely manner in order to facilitate analysis and research by the Company, further strengthen the Company's management, maximize the Company's value and protect the interests of investors to the greatest extent.</p>	<p>(VII) to keep in touch with institutional investors, securities analysts and minority investors to increase market attention to the Company;</p> <p>(VIII) to track the Company's public opinions in real time, strengthen cooperation with the media, coordinate and arrange interviews and reports of senior management and other key personnel;</p> <p>(IX) to maintain good cooperation, exchanges and communication with regulatory authorities, industry associations and exchanges, and arrange the Company's representatives to attend relevant meetings in order to maintain the Company's image and form a good communication relationship;</p> <p>(X) to understand and participate in the Company's material matters that may lead to information disclosure obligations, such as restructuring, merger, acquisition, material contract or agreement, and provide reference opinions;</p> <p>(XI) to establish and keep investor relations management files in accordance with relevant requirements of the Self-regulatory Guidelines;</p> <p>(XII) to summarize the changes of the Company's investors, timely report any abnormal shareholding of investors to the board of directors of the Company, and fulfill information disclosure obligations in accordance with the relevant provisions of the SSE Listing Rules;</p> <p>(XIII) to analyze and study the trends of capital market and investors, including investors' inquiries, complaints and suggestions, and provide timely feedback to the board of directors and the management of the Company on common concerns of investors in order to facilitate analysis and research by the Company, further strengthen the Company's management, maximize the Company's value and protect the interests of investors to the greatest extent;</p> <p>(XIV) to regularly conduct systematic training on investor relations management for directors, supervisors, senior management and staff;</p> <p>(XV) to advocate investors to enhance shareholders' awareness, adhere to the concepts of rational investment, value investment and long-term investment, and form a rational and mature investment culture;</p> <p>(XVI) to actively support and cooperate with investors to exercise shareholders' rights in accordance with the laws, and various activities of investor protection institutions such as exercising shareholding rights, publicly soliciting shareholders' rights, dispute mediation, and representative litigation to safeguard the legitimate rights and interests of investors.</p>

Original Articles	Proposed Amendments
Addition, the article numbers adjusted accordingly	<p>Article 13 In the following circumstances, the Company shall convene an investor briefing in accordance with the requirements of the CSRC and the stock exchange in the place where the Company's securities are listed:</p> <p>(I) The Company's cash dividend level for the current year does not meet the relevant requirements, and the Company shall explain the reasons;</p> <p>(II) The Company terminates restructuring after the disclosure of the restructuring plan or the restructuring report;</p> <p>(III) There are abnormal fluctuations in the Company's securities transactions as stipulated by relevant rules, and upon verification, the Company finds that there are undisclosed major events;</p> <p>(IV) Major events of the Company are highly concerned or questioned by the market;</p> <p>(V) Other circumstances where an investor briefing is necessary.</p>
Addition, the article numbers adjusted accordingly	<p>Article 14 After the disclosure of annual report, the Company shall, in accordance with the requirements of the CSRC and the stock exchange in the place where the Company's securities are listed, hold a results briefing in a timely manner to explain the conditions of the industry in which the Company operates, development strategies, production and operation, financial conditions, dividend distribution, risks and difficulties and other concerns of investors. The Company shall collect questions from investors before holding a results briefing, pay attention to the effect of communication and interaction with investors, and may adopt formats such as video and audio briefings.</p>

Original Articles	Proposed Amendments
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 15 The controlling shareholder, directors, supervisors and senior management of the Company shall attach great importance to, actively participate in and support the management of investor relations, and provide convenience for the secretary to the board of directors to perform the duties of investor relations management.</p>
<p>Article 12 Other departments of the Company shall provide data and information to the investor relations management department.</p> <p>The financial management department is responsible for providing financial information related to information disclosure and external submission on a regular basis.</p> <p>The strategy management department is responsible for providing business information related to information disclosure and external submission on a regular basis.</p> <p>The legal affairs department is responsible for providing legal information related to information disclosure and external submission. At the same time, the legal affairs department shall, subject to the requirements of the investor relations management department, verify the information disclosure and specific documents of external submission in the investor relations management from the perspective of preventing legal risks.</p> <p>Other departments of the Company shall provide necessary support according to the work needs of the investor relations management department, including information collection and collation.</p>	<p>Deleted, the article numbers adjusted accordingly</p>
<p>Article 13 All the Company's departments, branches and subsidiaries which are included in the scope of consolidated financial statements are obliged to assist the investor relations management department in implementing investor relations management, and provide necessary support according to the work needs of the investor relations management department, including information collection and collation.</p>	<p>Article 16 All the Company's departments, branches and subsidiaries which are included in the scope of consolidated financial statements are obliged to assist the board office in implementing investor relations management, and provide necessary support according to the work needs of the board office, including information collection and collation.</p>
<p>Article 14 Each department or subsidiary (branch) that provides information for the investor relations management department shall be responsible for the content of the information provided and shall ensure its truthfulness, accuracy, completeness and timeliness.</p>	<p>Article 17 Each department or subsidiary (branch) that provides information for the board office shall be responsible for the content of the information provided and shall ensure its truthfulness, accuracy, completeness and timeliness.</p>

Original Articles	Proposed Amendments
<p>Chapter 4 Methods and Working Procedures of Investor Relations Management</p>	<p>Chapter 4 Methods and Working Procedures of Investor Relations Management</p>
<p>Article 15 Communication between the Company and investors includes but are not limited to the following:</p> <p>(I) announcements, including regular reports and extraordinary reports and circulars (if applicable);</p> <p>(II) general meetings;</p> <p>(III) the Company’s website;</p> <p>(IV) telephone inquiries;</p> <p>(V) media interviews and reports;</p> <p>(VI) mailing materials;</p> <p>(VII) on-site inspections and site visits;</p> <p>(VIII) advertising and other promotional materials;</p> <p>(IX) roadshows, analyst meetings, theme presentations, etc.;</p> <p>(X) visiting investors.</p>	<p>Article 18 Communication between the Company and investors includes but are not limited to the following:</p> <p>(I) announcements, including regular reports and extraordinary reports and circulars;</p> <p>(II) general meetings;</p> <p>(III) investor briefings;</p> <p>(IV) the Company’s website;</p> <p>(V) Shanghai Stock Exchange e-interactive platform;</p> <p>(VI) the Company’s investor relations WeChat official account, applet and other self-media for investors;</p> <p>(VII) telephone, email and fax;</p> <p>(VIII) investor education base;</p> <p>(IX) media interviews and reports;</p> <p>(X) mailing materials;</p> <p>(XI) on-site inspections and site visits;</p> <p>(XII) advertising and other promotional materials;</p> <p>(XIII) roadshows, analyst meetings, theme presentations, etc.;</p> <p>(XIV) investor researches;</p> <p>(XV) visiting investors.</p>

Original Articles	Proposed Amendments
<p>Article 16 Reception procedures for investors:</p> <p>For investors who raise questions by telephone, letter, fax, website, etc., the investor relations management department shall first determine their intentions of visit. For investors who inquire about the Company's investment information, if the information involved in such inquiries has been publicly disclosed, answers shall be given in a timely, accurate and complete manner; if the information involved in such inquiries has not been publicly disclosed, the investors shall be declined politely with reasons. For investors who inquire about the Company's sensitive information, if the Company has a unified reply, such reply shall be given in a timely manner; if the Company does not have a unified reply, the investors shall be declined politely with reasons. Major issues that are of great concern to investors shall be reported to the secretary to the board of directors in a timely manner.</p> <p>For investors who visit in person, the following reception procedures are followed: visiting information → understand and confirm the intention of visit and personnel → arrange reception and reception personnel → reception preparation and reception registration → reception, discussion, reply given, etc. → file with the investor relations management department. For important reception, it shall be recorded, by audio or video recording as necessary.</p>	<p>Article 19 Reception procedures for investors:</p> <p>For investors who raise questions by telephone, letter, mail, fax, website, etc., the board office shall first determine their intentions of visit. For investors who inquire about the Company's investment information, if the information involved in such inquiries has been publicly disclosed, answers shall be given in a timely, accurate and complete manner; if the questions are related to or may be related to price sensitive matters, major information that has not been publicly disclosed, or major information not yet publicly disclosed (but may be projected), the board office shall inform investors to pay attention to the Company's announcements and make necessary explanations on the information disclosure rules.</p> <p>For investors who visit in person, the following reception procedures are followed: visiting information → understand and confirm the intention of visit and personnel → arrange reception and reception personnel → reception preparation and reception registration → reception, discussion, reply given, etc. → filed by the board office.</p>
<p>Article 17 The investor reception work shall be coordinated by the investor relations management department. The relevant departments and units of the Company shall provide the necessary working conditions for the reception of investors.</p>	<p>Article 20 The investor reception work shall be coordinated by the board office. The relevant departments and units of the Company shall provide the necessary working conditions for the reception of investors.</p>

Original Articles	Proposed Amendments
Addition, the article numbers adjusted accordingly	Article 21 The controlling shareholder, directors, supervisors, senior management and other employees of the Company shall notify the secretary to the board of directors before accepting any research. In principle, the secretary to the board of directors shall participate in the whole process of research.
Article 18 The senior management of the Company shall be arranged to meet with investors in accordance with the principle of equivalence and materiality. On-site inspection shall be reported to the senior management of the Company for approval, the inspection plan and accompanying personnel shall be determined, and the inspected unit shall actively cooperate.	Article 22 On-site inspection by investors shall be reported to the secretary to the board of directors for approval, the inspection plan and accompanying personnel shall be determined, and the inspected unit shall actively cooperate.
Addition, the article numbers adjusted accordingly	Article 25 The Company shall reasonably and properly arrange the activity process, and properly isolate the information to avoid the opportunity for visitors to have access to undisclosed material information.
Addition, the article numbers adjusted accordingly	Article 26 For direct communication with research institutions and individuals, save for being invited to participate in investment strategy analysis meetings held by institutions such as securities companies and research institutes, the Company shall require the research institutions and individuals to provide certificates of units, identity cards and other materials, and sign a letter of commitment with them in compliance with the relevant requirements of the Self-regulatory Guidelines.
Addition, the article numbers adjusted accordingly	Article 27 The Company shall form a written research record for the research process and communication content, and the personnel participating in the research and the secretary to the board of directors shall sign for confirmation. If conditions are met, the research process may be recorded in audio and video formats.

Original Articles	Proposed Amendments
<p>Article 21 When receiving investors and securities analysts, if answers to questions individually or collectively involve the provision of price sensitive information that has not been published, anyone must refuse to answer. Anyone must also decline to provide or comment on price sensitive information that has not been published by the Company when requested by securities analysts.</p>	<p>Article 28 When receiving research institutions and individuals, if answers to questions individually or collectively involve the provision of price sensitive information that has not been published, anyone must refuse to answer. Anyone must also decline to provide or comment on price sensitive information that has not been published by the Company when requested by investors.</p>
<p>Addition, the article numbers adjusted accordingly</p>	<p>Article 29 The Company shall require research institutions and individuals to inform the Company of research reports such as investment value analysis reports and press releases formed based on the exchanges and communication before their publication or use.</p>
<p>Article 22 If a securities analyst or reporter misunderstands any information provided by the Company resulting in a material error in his/her analysis report or media report, such securities analyst or reporter shall be asked to correct the same immediately and issue a clarification announcement as appropriate.</p> <p>Article 23 The Company shall not comment on analysis reports or forecasts of securities analysts. The Company must refuse to comment on analysis reports delivered by securities analysts to the Company on a regular or irregular basis. In case of incorrect information contained in such reports which has been made known to the public or is not price sensitive information, the Company shall notify the securities analysts; if the Company believes that the false information contained in such information involves undisclosed price sensitive information, it shall consider disclosing such information to the public and correcting the reports at the same time.</p>	<p>Article 30 If a research institution and individual or reporter misunderstands any information provided by the Company resulting in mistakes and misleading descriptions in his/her/its analysis report or media report, such research institution and individual or reporter shall be asked to correct the same immediately. If the other party refuses to do so, the Company shall make a public announcement in a timely manner. If any undisclosed material information is involved, the Company shall require the other party not to disclose such information to the public and clearly inform it that it shall not deal with or advise others to deal with the Company's shares and derivatives during the period.</p>

Original Articles	Proposed Amendments
<p align="center">Chapter 5 Code of Conduct for Personnel of Investor Relations Management Department</p>	<p align="center">Chapter 5 Code of Conduct for Personnel of Investor Relations Management Department</p>
<p>Article 24 The investor relations management department is the main window for investors to understand the Company's situation. The staff of the investor relations management department shall treat every investor with enthusiasm, patience and equality, and strive to improve their quality and skills:</p> <p>(I) to understand the Company's development strategy, management, marketing, financial and personnel conditions as well as the basic information of the industry in which the Company operates, and accurately grasp the information disclosure standard when communicating with investors;</p> <p>(II) to familiarize with relevant regulations on corporate governance, financial accounting and information disclosure;</p> <p>(III) to master good communication skills with investors and strong coordination capabilities;</p> <p>(IV) to be honest and trustworthy, have good practice conduct, not use work convenience to seek personal benefits for themselves or others, and not divulge the Company's trade secrets and price sensitive information that has not been publicly disclosed.</p>	<p>Article 31 The board office is the main window for investors to understand the Company's situation. The staff of the board office shall treat every investor with enthusiasm, patience and equality, and strive to improve their quality and skills:</p> <p>(I) good conduct and professional quality, honesty and trustworthiness;</p> <p>(II) a good structure of professional knowledge, familiar with relevant laws and regulations such as corporate governance and financial accounting, and the operation mechanism of securities market;</p> <p>(III) good communication and coordination capabilities;</p> <p>(IV) a comprehensive understanding of the Company and the industry in which the Company operates.</p>
<p align="center">Chapter 6 Supplementary Provisions</p>	<p align="center">Chapter 6 Supplementary Provisions</p>
<p>Article 27 These Rules and their amendments shall be formulated by the board of directors of the Company and shall take effect from the date of passing the resolution at the general meeting.</p>	<p>Article 34 These Rules and their amendments shall be formulated by the board of directors of the Company and shall take effect from the date of passing the resolution at the board of directors.</p>

NOTICE OF 2023 AGM

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China Tourism Group Duty Free Corporation Limited **中國旅遊集團中免股份有限公司**

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

(stock code: 1880)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**”) of China Tourism Group Duty Free Corporation Limited (the “**Company**”) will be held at 2 p.m. on Thursday, May 23, 2024 at conference hall, Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing or any adjournment thereof, for the purpose of considering and, if thought fit, approving the following resolutions. Unless the context otherwise indicated, the capitalized terms and expressions used herein shall have the same meanings as those defined in the circular of the Company dated April 30, 2024 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the Work Report of the Board of Directors of the Company for the Year 2023.
2. To consider and approve the Work Report of the Supervisory Board of the Company for the Year 2023.
3. To consider and approve the Final Financial Report of the Company for the Year 2023.
4. To consider and approve the 2023 Annual Report of the Company and its summary.
5. To consider and approve the Profit Distribution Proposal of the Company for the Year 2023.
6. To consider and approve the Resolution on the Remuneration of Directors of the Company for the Year 2023.
7. To consider and approve the Resolution on the Re-appointment of Financial Reporting Auditors for the Year 2024.

NOTICE OF 2023 AGM

8. To consider and approve the Resolution on the Re-appointment of Internal Control Auditor for the Year 2024.
9. To consider and approve the Resolution on the Election of Non-independent Director of the Fifth Session of the Board of Directors of the Company.
10. To consider and approve the Resolution on the Amendments to the Rules of Independent Directors of the Company.
11. To consider and approve the Resolution on the Amendments to the Rules of Investor Relations Management of the Company.

SPECIAL RESOLUTIONS

12. To consider and approve the Resolution on the Amendments to the Articles of Association.
13. To consider and approve the Resolution on the Amendments to the Rules of Procedure for General Meetings of the Company.
14. To consider and approve the Resolution on the Amendments to the Rules of Procedure for the Board of Directors of the Company.

By order of the Board
**China Tourism Group Duty Free
Corporation Limited**
Mr. WANG Xuan
Chairman of the Board

Beijing, the PRC
April 30, 2024

As at the date of this notice, the members of the Board of the Company comprise Mr. WANG Xuan and Mr. CHEN Guoqiang as the executive Directors, and Mr. GE Ming, Ms. WANG Ying and Mr. WANG Qiang as the independent non-executive Directors.

NOTICE OF 2023 AGM

Notes:

1. The voting at the AGM will be conducted by way of poll.
2. In order to determine the Shareholders' eligibility to attend the AGM, the register of members of the Company will be closed from Monday, May 20, 2024 to Thursday, May 23, 2024, both days inclusive. During such period, no transfer of the Company's H Shares will be registered. Holders of the H Shares of the Company whose names appear on register of members of the Company on Monday, May 20, 2024 will be entitled to attend the AGM. In order to be eligible to attend and vote at the AGM, holders of H Shares of the Company whose transfers of Shares have not been registered shall deposit the transfer documents together with the relevant share certificates with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, May 17, 2024.
3. Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a Shareholder.
4. Ordinary resolution at a general meeting shall be passed by one half or above of the voting rights held by Shareholders (including their proxies) attending the general meeting. Special resolution at a general meeting shall be passed by two-thirds or above of the voting rights held by Shareholders (including their proxies) attending the general meeting.
5. The form of proxy must be signed by the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, the instrument must be either under its common seal or signed by the director or his/her attorney duly authorized. If the instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
6. In order to be valid, the form of proxy of the holders of H Shares together with the power of attorney or other authorization document (if any) signed by the authorized person or notarially certified power of attorney must be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM if he/she so wishes.
7. The AGM is expected to last for no more than half a day. Shareholders or their proxies attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce their identity documents.
8. All times refer to Hong Kong local time, except as otherwise stated.