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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **Hainan Meilan International Airport Company Limited**, you should at once hand this circular together with the enclosed forms of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**海南美蘭國際空港股份有限公司**  
**Hainan Meilan International Airport Company Limited\***  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 357)**

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
PROPOSED ADOPTION OF THE RULES OF PROCEDURES OF  
GENERAL MEETINGS, THE RULES OF PROCEDURES OF THE BOARD  
AND  
THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE,  
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES  
AND  
NOTICES OF ANNUAL GENERAL MEETING AND  
CLASS MEETINGS**

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A letter from the Board is set out on pages 3 to 10 of this circular.

The notices for convening the Annual General Meeting and the Class Meetings to be held at 10:00 a.m. on Wednesday, 12 June 2024 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC are set out on pages 162 to 171 of this circular. Whether or not you are able to attend the Annual General Meeting or the Class Meetings, you are requested to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the meetings. Completion and return of the forms of proxy shall not preclude you from attending and voting at the meetings or any adjourned meetings should you so desire.

\* For identification purposes only

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## DEFINITIONS

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*Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:*

“Announcement”	the announcement of the Company dated 28 March 2024 in relation to, among other things, the proposed appointment of a non-executive Director, the proposed amendments to the Articles of Association and the proposed adoption of the Rules of Procedures of General Meetings, the Rules of Procedures of the Board and the Rules of Procedures of the Supervisory Committee
“Annual General Meeting”	an annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 12 June 2024 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC (including any adjournment thereof)
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Class Meetings” and each as “Class Meeting”	the respective class meetings of the Domestic Shareholders and the H Shareholders to be convened by the Company immediately following the conclusion of the Annual General Meeting or any adjournment thereof on Wednesday, 12 June 2024 for the purposes of considering and, if thought fit, approving, among other things, the proposed amendments to the Articles of Association, including any adjournment in respect thereof
“Company”	Hainan Meilan International Airport Company Limited* (海南美蘭國際空港股份有限公司), a joint stock company incorporated in the PRC with limited liability
“controlling shareholder(s)”	has the meaning ascribed under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic ordinary share(s) with a nominal value of RMB1.00 each in the registered share capital of the Company, which is/are subscribed for in RMB
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“H Shares”	overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Latest Practicable Date”	26 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
“Meilan Airport”	the civil airport known as Haikou Meilan International Airport (海口美蘭國際機場) located in Haikou City, Hainan Province, the PRC
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular only, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi yuan, the lawful currency of the PRC
“Rules of Procedures of General Meetings”	the rules of procedures of general meetings of the Shareholders of the Company
“Rules of Procedures of the Board”	the rules of procedures of the Board of the Company
“Rules of Procedures of the Supervisory Committee”	the rules of procedures of the Supervisory Committee of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	the Domestic Shareholders and the H Shareholders
“State Council”	the State Council of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

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## LETTER FROM THE BOARD

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# 海南美蘭國際空港股份有限公司 Hainan Meilan International Airport Company Limited\*

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

(Stock Code: 357)

*Executive Directors:*

Wang Hong

(Chairman and President, Authorised Representative)

Ren Kai (Chief Financial Officer)

Xing Zhoujin (Authorised Representative)

*Registered Office:*

Office Building of Meilan Airport

Haikou City

Hainan Province

the PRC

*Non-executive Directors:*

Wu Jian

Li Zhiguo

Wang Zhen

*Place of Business In Hong Kong:*

Room 2204, 22/F

Fu Fai Commercial Centre

27 Hillier Street

Sheung Wan

Hong Kong

*Independent Non-executive Directors:*

Fung Ching, Simon

George F Meng

Deng Tianlin

Ye Zheng

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
PROPOSED ADOPTION OF THE RULES OF PROCEDURES OF  
GENERAL MEETINGS, THE RULES OF PROCEDURES OF THE BOARD  
AND  
THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE,  
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES  
AND  
NOTICES OF ANNUAL GENERAL MEETING AND  
CLASS MEETINGS**

**A. INTRODUCTION**

The purpose of this circular is to provide you with information in relation to (i) the proposed appointment of a non-executive Director, (ii) the proposed amendments to the Articles of Association, (iii) the proposed adoption of the Rules of Procedures of General Meetings, the Rules of Procedures of the Board and the Rules of Procedures of the Supervisory Committee and (iv) the proposed grant of general mandates to issue shares, and to give you notices of the Annual General Meeting and Class Meetings to consider and, if thought fit, to approve the relevant resolutions at the Annual General Meeting and Class Meetings.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### B. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the Announcement. The Board proposes the appointment of Mr. Wen Zhe (文哲先生) (“**Mr. Wen**”) as a non-executive Director by the Shareholders at the Annual General Meeting, with effect from the date of the Annual General Meeting.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Wen are set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Wen, aged 34, graduated from Sanya Aviation & Tourism College (三亞航空旅遊學院) in July 2010 and obtained a bachelor’s degree, majoring in aviation mechanical and electrical equipment maintenance (航空機電設備維修專業). He also graduated from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in November 2022 and obtained a master’s degree, majoring in business administration. From July 2010 to January 2014, he successively served various positions in Sanya Phoenix International Airport Co., Ltd. (三亞鳳凰國際機場有限責任公司) (“**Sanya Phoenix Airport**”) including as the aids to navigation lighting operator (助航燈光操作員) and the aids to navigation lighting electrician (助航燈光電工) in the field security office (場務保障室) of the operation and security department (運行保障部), the quality control assistant in the operation and security department (運行保障部), the assistant and the supervisor of the standard system in the quality control management office of the operation control department (運行控制部質控管理室) and the supervisor of safety information and risk management of the operation supervision office of the quality management department (品質管理部運行監察室). From January 2014 to April 2015, he successively served as the supervisor of the operation information management in the operation quality center of the basic industry business division (基礎產業事業部運行品質中心), the employee of the operation quality center of the airport operations business management department (機場業務管理部) and the security information manager of the safety management committee office (安全管理委員會辦公室) of the basic industry business (基礎產業事業部) of HNA Holding Group Co. Limited (海航實業集團有限公司). From April 2015 to June 2018, he successively served as the information manager and the assistant director of the safety management committee office (安全管理委員會辦公室) of Hainan Airport Infrastructure Co., Ltd. (海南機場設施股份有限公司) (stock code: 600515. SH) (“**Hainan Airport Infrastructure**”), and the manager of the safety supervision center of the safety management office (安全管理辦公室) of HNA Airport Group Co., Ltd (海航機場集團有限公司). From June 2018 to December 2021, he successively served as the deputy general manager, the executive deputy general manager (常務副總經理) and the general manager of the quality management department of Sanya Phoenix Airport. Since December 2021, he has served as the director of the airport safety committee office (安委辦) of Hainan Airport Infrastructure.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wen (i) had not held any other directorships in listed public companies in the last three (3) years; (ii) did not have any relationship with any Directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) was not interested in any Shares as defined in Part XV of the SFO. There is no information in relation to the appointment of Mr. Wen as a non-executive Director which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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Subject to the approval by the Shareholders at the Annual General Meeting, Mr. Wen will be appointed as a non-executive Director for a term commencing from the date on which his appointment is approved by the Shareholders and shall last until expiration of the eighth session of the Board and subject to re-election in accordance with the Articles of Association and pursuant to the Listing Rules. According to Mr. Wen's own will, he will not receive any director's fee from the Company.

The nomination of Mr. Wen for appointment as a non-executive Director has been considered and approved by the Nomination Committee and the Board. In approving such nomination, the Nomination Committee has considered his past experience, particularly in relation to operation quality and safety management of airport. The Nomination Committee was of the view that Mr. Wen would bring to the Board his own perspective, skills and experience, as described in his biographical details set out above.

Based on the above, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Wen for appointment as a non-executive Director at the Annual General Meeting.

### C. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Announcement. The Board proposes to make certain amendments to the Articles of Association.

On 14 February 2023, the State Council issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) (the “**Decision**”), which includes the abolition of the Special Regulations on the Overseas Securities Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on 4 August 1994. On 17 February 2023, the CSRC issued the Trial Administrative Measures of Overseas Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and relevant guidelines, which include the abolition of the Notice on the Implementation of the Mandatory Provisions for Companies Listing Overseas (《關於執行〈到境外上市公司章程必備條款〉的通知》). The Decision and the Trial Measures have been effective since 31 March 2023 (the “**New Regulations**”). From the effective date of the New Regulation, PRC issuers shall formulate their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) instead of the Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》) (the “**Mandatory Provisions**”). In light of the above New Regulations, on 24 February 2023, the Stock Exchange also released a consultation paper “Rule Amendments Following Mainland China Regulation Updates and Other Proposed Rule Amendments Relating to PRC Issuers” (the “**Consultation Paper**”) stipulating the consequential amendments to the Listing Rules. On 21 July 2023, the Stock Exchange published conclusions to the Consultation Paper. In particular, the Stock Exchange has made consequential amendments to the Listing Rules which have come into effect since 1 August 2023 to, amongst others, reflect the New Regulations. Accordingly, the Board proposes to amend its existing Articles of Association to comply with the requirements of the Listing Rules and the applicable laws and regulations of the PRC. Save for the proposed amendments to the Articles of Association, other provisions in the Articles of Association remain unchanged.

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## LETTER FROM THE BOARD

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The Board is of the view that the proposed amendments to the Articles of Association (including the removal of the class meeting requirement from the Articles of Association following the abolition of the Mandatory Provisions) will not compromise protection of the Shareholders and will not have material impact on measures relating to the Shareholders' protection, as Domestic Shares and H Shares are regarded as one class of ordinary shares under the PRC law, and the substantive rights attached to these two kinds of Shares (including rights on voting, dividend and asset distribution upon liquidation) are the same. After the proposed amendments to the Articles of Association take effect, the Company will continue to comply with the Listing Rules to meet the core shareholder protection standards through compliance with the PRC laws in combination with its constitutional documents pursuant to Appendix A1 of the Listing Rules and will further monitor its on-going compliance with these standards and notify the Stock Exchange if it becomes unable to comply with any of these standards.

The details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular. The Articles of Association and the proposed amendments to the Articles of Association are written in Chinese. If there is any inconsistency between the Chinese version and its English translation, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the consideration and approval of the Shareholders by way of a special resolution at each of the Annual General Meeting and the Class Meetings and (if required) the approval of the relevant competent authorities in the PRC.

The above resolution was considered and approved by the Board on 28 March 2024 and is being proposed as a special resolution for consideration and approval at the Annual General Meeting and the Class Meetings.

### **D. PROPOSED ADOPTION OF THE RULES OF PROCEDURES OF GENERAL MEETINGS, THE RULES OF PROCEDURES OF THE BOARD AND THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE**

Based on the proposed amendments to the Articles of Association, the Company also proposed to adopt the Rules of Procedures of the General Meeting, the Rules of Procedures of the Board and the Rules of Procedures of the Supervisory Committee.

The Rules of Procedures of the General Meeting, the Rules of Procedures of the Board and the Rules of Procedures of the Supervisory Committee proposed to be adopted are set out in Appendix II, Appendix III and Appendix IV to this circular, respectively. The Rules of Procedures of the General Meeting, the Rules of Procedures of the Board and the Rules of Procedures of the Supervisory Committee proposed to be adopted are written in Chinese. If there is any inconsistency between the Chinese version and its English translation, the Chinese version shall prevail.

The above resolutions were considered and approved by the Board on 28 March 2024. The proposed adoption of the Rules of Procedures of General Meetings, the Rules of Procedures of the Board and the Rules of Procedures of the Supervisory Committee are proposed as special resolutions for consideration and approval at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### E. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES

The following proposed resolution will seek Shareholders' approval as a special resolution at the Annual General Meeting:

**“THAT:**

- (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, and make or grant offers, agreements, purchase options or warrants, subject to the following conditions:
  - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, purchase options or warrants which might require the exercise of such powers after the end of the Relevant Period;
  - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
    - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares in issue at the date of passing this resolution; and
    - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares in issue at the date of passing this resolution; and
  - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, Securities Law of the PRC and relevant laws and regulations, and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals (if required) from the CSRC and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
  - (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):
    - (i) determine the class and number of shares to be issued;
    - (ii) determine the issue price of the new shares;

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## LETTER FROM THE BOARD

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- (iii) determine the opening and closing dates of the new issue;
  - (iv) determine the use of proceeds of the new issue;
  - (v) determine the class and number of new shares (if any) to be issued to the existing Shareholders;
  - (vi) make or grant such offers, agreements or options as may be necessary in the exercise of such powers; and
  - (vii) in the case of an offer or allotment of shares to the Shareholders, exclude Shareholders who are resident outside the PRC or Hong Kong on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;
- (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities,

provided that if the proposed amendments to the Articles of Association as set out in each of the notices of the Annual General Meeting and the Class Meetings dated 6 May 2024 are approved by the Shareholders in the respective Annual General Meeting and Class Meetings, (i) any reference to “Domestic Shares” and/or “H Shares” in this resolution shall mean “shares of the Company”, and (ii) sub-paragraph (1)(b) of this resolution shall be amended as “the aggregate nominal amount of shares of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed 20% of the aggregate nominal amount of all the issued shares of the Company as at the date of passing of this resolution.

For the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or
- (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting of the Company.”

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## LETTER FROM THE BOARD

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### **F. ANNUAL GENERAL MEETING AND CLASS MEETINGS**

The Annual General Meeting will be held at 10:00 a.m. on Wednesday, 12 June 2024 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. The Class Meetings will be held immediately following the conclusion of the Annual General Meeting or any adjournment thereof. Set out on pages 162 to 171 of this circular are the notices for convening the Annual General Meeting and the Class Meetings.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the Annual General Meeting and the Class Meetings will be conducted by poll. The poll results will be published on the websites of the Company and of the Stock Exchange following the Annual General Meeting and the Class Meetings.

Forms of proxy for use at the Annual General Meeting and the Class Meetings are accompanied with this circular. Whether or not you are able to attend the Annual General Meeting and the Class Meetings, you are requested to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the Annual General Meeting and the Class Meetings.

Shareholders are reminded that completion and delivery of the forms of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting and the Class Meetings or at any adjourned meeting(s) should they so wish.

### **G. BOOK CLOSURE**

The Company's register of members will be closed from Thursday, 23 May 2024 to Wednesday, 12 June 2024 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting and the Class Meetings, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 22 May 2024.

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## LETTER FROM THE BOARD

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### H. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting and the Class Meetings are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders vote in favour of all the resolutions to be proposed at the Annual General Meeting and the Class Meetings.

Yours faithfully,

By order of the Board

**Hainan Meilan International Airport Company Limited\***

**Wang Hong**

*Chairman and President*

Hainan Province, the PRC

6 May 2024

\* *For identification purposes only.*

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
1	-	<p>Article 1 In order to safeguard the legitimate rights and interests of Hainan Meilan International Airport Company Limited (hereinafter referred to as the “Company”), its shareholders, and creditors, and to regulate the organization and behavior of the Company, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (hereinafter referred to as the “Administrative Trial Measures), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other relevant provisions, and with reference to the Guidelines for the Articles of Association of Listed Companies issued by the CSRC, this Articles of Association is formulated.</p>
2	<p>Article 1 The Company is a joint stock limited company incorporated in accordance with the “PRC, Company Law” (hereinafter called the “Company Law”), the “State Council, Share Subscription and Listing Outside China by Joint Stock Limited Companies Special Regulations” (hereinafter called the “Special Regulations”), and other relevant laws and administrative regulations of the State.</p> <p>The Company was incorporated by promoters, upon obtaining the approval “Hainan Share System Enterprises Office Document [2000]97” issued by the Hainan Province Share System Enterprises Office on 26th December, 2000. The Company was registered with the Hainan Province Administration for Industry and Commerce on 28th December, 2000, and received the Company’s business license. The license number of incorporation is 4600001008403. The current unified social credit code is 91460000721271724R.</p> <p>The Company’s promoters are Haikou Meilan International Airport Company Limited, Hainan Airlines Company Limited, HNA Group Company Limited, Central South Civil Aviation Economy Development Corporation, and China Southern Airlines Company Limited.</p>	<p>Article 2 The Company is a joint stock limited company incorporated in accordance with the Company Law and other relevant requirements.</p> <p>The Company was incorporated by promoters, upon obtaining the approval “Hainan Share System Enterprises Office Document (2000)97” issued by the Hainan Province Share System Enterprises Office on 26th December, 2000. The Company was registered with the Hainan Province Administration for Industry and Commerce on 28th December, 2000, and obtained the Business License for Enterprise Legal Person”. The license number of incorporation is 4600001008403. The Company’s current registration authority is Haikou Municipal Administration for Market Regulation, and the current unified social credit code is 91460000721271724R.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
3	-	Article 3 Upon approval by the CSRC on 14th October, 2002 with the document “Zheng Jian Guo He Zi (2002)31”, the Company increased its capital for the first time by issuing ordinary shares and overseas listed foreign shares of 223,213,000 shares (including 198,000,000 shares of initial offer and 25,213,000 shares of over-allotment). At the same time, 3,700,000 domestic shares were transferred into overseas listed foreign shares; the above-mentioned overseas listed foreign shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) on 18th November, 2002.
4	Article 3 Registered address: Complex Building of Meilan Airport, Haikou, Hainan, PRC.  Postal code: 571126  Telephone number: (86-898) 69966999  Facsimile number: (86-898) 69968999	Article 5 Registered address: Complex Building of Meilan Airport, Meilan District, Haikou, with postal code: 571126.
5	Article 20 The Company’s registered capital after the completion of the issue of overseas listed foreign shares is RMB473,213,000.	Article 6 The Company’s registered capital is RMB473,213,000.
6	Article 9 The Company is an independent enterprise legal person. The Company has independent legal person property and is entitled to property right of legal person. The Company shall conduct all its business in full compliance with the laws and regulations of China and of places outside China where foreign shares are listed, and shall protect the legal rights of shareholders. All the Company’s capital is divided into equal shares. Shareholders’ liability towards the Company is limited to the extent of the shares they subscribe. The Company is liable to its liabilities to the extent of all the Company’s assets.	Article 9 All the Company’s assets are divided into equal shares. Shareholders’ liability towards the Company is limited to the extent of the shares they subscribe. The Company is liable to its liabilities to the extent of all the Company’s assets.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
7	<p>Article 6 The Articles of Association of the Company was passed by the shareholders' general meeting by means of a special resolution, and became effective upon the initial public offering of foreign shares outside China and listing of the Company to replace the Articles of Association originally filed with the administrative department for industry and commerce.</p> <p>From the effective date onwards, the Articles of Association has become the legally binding document regulating the Company's organisation and actions, relationship between the Company and the shareholders, and rights and obligations among the shareholders.</p> <p>Article 7 The Articles of Association shall have binding effect on the Company, and its shareholders, directors, supervisors, general manager, (or called president, CEO etc., hereinafter the same) and other senior management personnel. Such persons shall be entitled to exercising their rights regarding the Company according to the Articles of Association.</p> <p>The shareholders may bring legal actions against the Company according to the "Company Law" and the Articles of Association; the Company may bring legal actions against the shareholders according to the "Company Law" and the Articles of Association; the shareholders may bring legal actions against the shareholders according to the "Company Law" and the Articles of Association; the shareholders may bring legal actions against the directors, supervisors, general manager and other senior management personnel according to the "Company Law" and the Articles of Association.</p> <p>The other senior management personnel according to the Articles of Association are the vice general manager (or called vice president, hereinafter the same), the secretary for the board, CFO (or called finance director, hereinafter the same) and other management decided by the Company's board of directors.</p> <p>Such legal actions include applying to the court for legal actions and applying for arbitration with the arbitration board.</p>	<p>Article 10 From the effective date onwards, the Articles of Association of the Company has become the legally binding document regulating the Company's organisation and actions, relationship between the Company and the shareholders, and rights and obligations among the shareholders, with legally binding effect on the Company, shareholders, directors, supervisors and senior management personnel. In accordance with the Articles of Association, a shareholder may bring legal actions against another shareholder, and a shareholder may bring legal actions against a director, supervisor, general manager, (or called president or CEO, hereinafter the same) and other senior management personnel, the shareholders may bring legal actions against the Company, the Company may bring legal actions against the shareholders, directors, supervisors, general manager and other senior management personnel.</p> <p>Article 11 The other senior management personnel according to the Articles of Association are the vice general manager (or called vice president, hereinafter the same), CFO (or called finance director, hereinafter the same), the secretary to the board of directors and other management personnel decided by the Company's board of directors.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
8	-	Article 12 In accordance with the provisions of the Constitution of the Communist Party of China, the Company shall establish Communist Party organizations and carry out Party activities. The Company provides the necessary conditions for the activities of the Party organizations.
9	Article 10 The Company's operation objectives are to establish and operate a first rate airport service enterprise, and to abide by the management guideline of "safety first and customers always number one," in order to provide the Company's customers with reliable and safety protection and the best services. At the same time, the Company aims to achieve better financial and social benefits, in order to provide shareholders with good return on their investment, as well as good career prospects for employees. The goal is for the Company to move towards capital markets.	Article 13 The Company's operation objectives: to establish and operate a first rate airport service enterprise, and to abide by the management guideline of "safety first and customers always number one", in order to provide the Company's customers with reliable and safety protection and the best services. At the same time, the Company aims to achieve better financial and social benefits, in order to provide shareholders with good return on their investment returns, as well as good career opportunities for employees with the stated goal of moving Company towards capital markets.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
10	<p>Article 11 The scope of business of the Company is determined by the Company’s Articles of Association and is registered in accordance with laws. The Company can amend the Articles of Association and the scope of business, provided however that the change of registration shall be completed.</p> <p>The business scope of the Company includes:</p> <p>Licensed items: civil airport operation; public air transport; project construction; storage, transportation and filling (including extraction) of civil aviation fuel; catering services; food production; retail of tobacco products; liquor operation; food sale and healthcare services. (For operation projects that are subject to approval in accordance with the law, their operation shall only commence after obtaining approval from the relevant authorities. The specific operation projects shall be subject to the permit or license issued by relevant authorities.)</p> <p>General items: housing rental; commercial complex management services; general cargo warehouse services (excluding items subject to licensing like hazardous chemicals); international air cargo transport agency; domestic cargo transport agency; packaging of goods transported by air; hardware retail; sale of electronic products; sale of communication equipment; sale of network equipment; general merchandise sale; sale of knitwear and textiles; retail of arts and crafts and collectibles (except ivory and its products); motor vehicle repair and maintenance; information consulting services (excluding information consulting services subject to licensing); conference and exhibition services; import and export of goods; sale of office supplies; retail of aquatic products; healthcare services (non-medical); stationery retail; wholesale of sporting goods and equipment; retail of computer hardware and ancillary equipment; sale of household appliances; sale of sound equipment; information technology consulting services; data processing and storage support services; property management; advertising production; advertising publication; advertising design and agency; cultural venue management services; business training (excluding educational training, vocational skill training and other forms of training that are subject to licensing); ticket agency; playground services; car park services and Internet-based sales (except for sale of goods that are subject to licensing). (Except for projects that are subject to approval in accordance with the law, business activities can be carried out with business licenses.)</p>	<p>Article 14 Registrated in accordance with laws, the business scope of the Company includes:</p> <p>Licensed items: civil airport operation; public air transport; project construction; storage, transportation and filling (including extraction) of civil aviation fuel; catering services; food production; retail of tobacco products; liquor operation; food sale and healthcare services. (For operation projects that are subject to approval in accordance with the law, their operation shall only commence after obtaining approval from the relevant authorities.)</p> <p>General items: housing rental; commercial complex management services; general cargo warehouse services (excluding items subject to licensing like hazardous chemicals); international air cargo transport agency; domestic cargo transport agency; packaging of goods transported by air; hardware retail; sale of electronic products; sale of communication equipment; sale of network equipment; general merchandise sale; sale of knitwear and textiles; retail of arts and crafts and collectibles (except ivory and its products); motor vehicle repair and maintenance; information consulting services (excluding information consulting services subject to licensing); conference and exhibition services; import and export of goods; sale of office supplies; retail of aquatic products; healthcare services (non-medical); stationery retail; wholesale of sporting goods and equipment; retail of computer hardware and ancillary equipment; sale of household appliances; sale of sound equipment; information technology consulting services; data processing and storage support services; property management; advertising production; advertising publication; advertising design and agency; cultural venue management services; business training (excluding educational training, vocational skill training and other forms of training that are subject to licensing); ticket agency; playground services; car park services and Internet-based sales (except for sale of goods that are subject to licensing). (In addition to the licensed business, it can independently operate projects that are not prohibited or restricted by laws and regulations in accordance with the laws and regulations.)</p> <p>The Company may amend this Articles of Association to change the above-mentioned business scope, but shall go through the change registration. Approval shall be obtained in accordance with the law for matters that fall within the business scope of the Company and are subject to approval in accordance with laws and regulations.</p>
11	-	Article 15 The shares of the Company shall take the form of stocks.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
12	-	<p>Article 16 The issuance of the Company's shares shall be based on the principles of openness, fairness and impartiality, and each share of the same class shall have equal rights.</p> <p>For the same class of shares, issued at the same time, the issuance conditions and price per share shall be same; and the same price shall be paid for each share subscribed by any entity or individual.</p>
13	Article 13 All shares issued by the Company are par shares and each share has par value of RMB1.00.	<p>Article 17 Shares issued by the Company shall have a par value denominated in Renminbi.</p> <p>The term "Renminbi" as used in the preceding paragraph refers to the lawful currency of the PRC.</p>
14	-	<p>Article 18 The Company's overseas listed shares which are listed on the Hong Kong Stock Exchange shall be referred to as "H Shares". Shares issued by the Company but not listed on the domestic and overseas stock exchanges are referred to as unlisted shares. After the Company issues and lists its shares overseas, shareholders holding unlisted shares of the Company may convert their unlisted shares into overseas listed shares and list and circulate them on overseas stock exchanges as permitted by the relevant laws, administrative regulations and departmental rules, provided that they shall comply with the relevant requirements of the CSRC and entrust the Company to file a report with the CSRC. The listing and circulation of the aforesaid shares on overseas stock exchanges should also comply with the regulatory procedures, regulations and requirements of the domestic and overseas securities markets. The conversion of the aforesaid unlisted shares into overseas listed shares and their listing and circulation on overseas stock exchanges does not require the Company to convene a general meeting to vote.</p> <p>For shares issued by the Company, unlisted shares shall be centrally registered and deposited with the domestic securities registration and clearing institutions, and the registration and clearing arrangements for shares listed overseas shall be in accordance with the regulations of the place where the Company's shares are listed overseas.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association																																																
15	<p>Article 16 The Company was incorporated as a joint stock company by promoters according to the permit, Hainan Share Office No. [2000]97, dated the 26th December, 2000, issued by the Hainan Province Share System Enterprises Office. The total number of issued ordinary shares is 250,000,000, all subscribed by the promoters below, representing 100% of issued ordinary shares at the time of incorporation:</p> <table data-bbox="316 655 841 1357"> <thead> <tr> <th data-bbox="316 655 507 761"></th> <th data-bbox="507 655 699 761">Number of shares</th> <th data-bbox="699 655 841 761">Percentage</th> </tr> </thead> <tbody> <tr> <td data-bbox="316 655 507 761">Haikou Meilan International Airport Company Limited</td> <td data-bbox="507 655 699 761">237,500,000 shares</td> <td data-bbox="699 655 841 761">95%</td> </tr> <tr> <td data-bbox="316 783 507 857">Hainan Airlines Company Limited</td> <td data-bbox="507 783 699 857">5,287,500 shares</td> <td data-bbox="699 783 841 857">2.115%</td> </tr> <tr> <td data-bbox="316 985 507 1059">HNA Group Company Limited</td> <td data-bbox="507 985 699 1059">3,512,500 shares</td> <td data-bbox="699 985 841 1059">1.405%</td> </tr> <tr> <td data-bbox="316 1123 507 1261">Central South Civil Aviation Economy Development Corporation</td> <td data-bbox="507 1123 699 1261">2,775,000 shares</td> <td data-bbox="699 1123 841 1261">1.11%</td> </tr> <tr> <td data-bbox="316 1283 507 1357">China Southern Airlines Company Limited</td> <td data-bbox="507 1283 699 1357">925,000 shares</td> <td data-bbox="699 1283 841 1357">0.37%</td> </tr> </tbody> </table>		Number of shares	Percentage	Haikou Meilan International Airport Company Limited	237,500,000 shares	95%	Hainan Airlines Company Limited	5,287,500 shares	2.115%	HNA Group Company Limited	3,512,500 shares	1.405%	Central South Civil Aviation Economy Development Corporation	2,775,000 shares	1.11%	China Southern Airlines Company Limited	925,000 shares	0.37%	<p>Article 19 The promoters of the Company upon its incorporation on 28th December, 2000 were Haikou Meilan International Airport Company Limited, Hainan Airlines Company Limited, HNA Group Company Limited, Central South Civil Aviation Economy Development Corporation and China Southern Airlines Company Limited, and the number of shares subscribed for by each of the aforesaid promoters at the time of the incorporation of the Company, the means of contribution and the timing of the contribution are set out below:</p> <table data-bbox="863 655 1385 1634"> <thead> <tr> <th data-bbox="863 655 895 761">No.</th> <th data-bbox="895 655 1050 761">Name of promoter</th> <th data-bbox="1050 655 1161 761">Number of shares subscribed</th> <th data-bbox="1161 655 1289 761">Means of contribution</th> <th data-bbox="1289 655 1385 761">Timing of contribution</th> </tr> </thead> <tbody> <tr> <td data-bbox="863 783 895 815">1</td> <td data-bbox="895 783 1050 963">Haikou Meilan International Airport Company Limited</td> <td data-bbox="1050 783 1161 857">237,500,000 shares</td> <td data-bbox="1161 783 1289 815">Net assets</td> <td data-bbox="1289 783 1385 889">18th December, 2000</td> </tr> <tr> <td data-bbox="863 985 895 1017">2</td> <td data-bbox="895 985 1050 1091">Hainan Airlines Company Limited</td> <td data-bbox="1050 985 1161 1059">5,287,500 shares</td> <td data-bbox="1161 985 1289 1017">Cash</td> <td data-bbox="1289 985 1385 1091">20th December, 2000</td> </tr> <tr> <td data-bbox="863 1112 895 1144">3</td> <td data-bbox="895 1112 1050 1219">HNA Group Company Limited</td> <td data-bbox="1050 1112 1161 1187">3,512,500 shares</td> <td data-bbox="1161 1112 1289 1144">Cash</td> <td data-bbox="1289 1112 1385 1219">20th December, 2000</td> </tr> <tr> <td data-bbox="863 1283 895 1315">4</td> <td data-bbox="895 1283 1050 1464">Central South Civil Aviation Economy Development Corporation</td> <td data-bbox="1050 1283 1161 1357">2,775,000 shares</td> <td data-bbox="1161 1283 1289 1315">Cash</td> <td data-bbox="1289 1283 1385 1389">20th December, 2000</td> </tr> <tr> <td data-bbox="863 1495 895 1527">5</td> <td data-bbox="895 1495 1050 1634">China Southern Airlines Company Limited</td> <td data-bbox="1050 1495 1161 1570">925,000 shares</td> <td data-bbox="1161 1495 1289 1527">Cash</td> <td data-bbox="1289 1495 1385 1602">25th December, 2000</td> </tr> </tbody> </table> <p data-bbox="863 1666 1396 1953"><i>Note:</i> All of the 2,775,000 shares and 925,000 shares of domestic shares of the Company held by the promoters Central South Civil Aviation Economy Development Corporation and China Southern Airlines Company Limited, respectively, had been transferred to the National Council of Social Security Fund and converted to H Shares for sale at the time of the Company's initial public offering of H Shares in 2002 in accordance with the relevant provisions of the Provisional Measures for the Administration of Reducing the Possessions of State-Owned Shares for the Raising of Social Security Fund issued by the State Council on 12th June, 2001.</p>	No.	Name of promoter	Number of shares subscribed	Means of contribution	Timing of contribution	1	Haikou Meilan International Airport Company Limited	237,500,000 shares	Net assets	18th December, 2000	2	Hainan Airlines Company Limited	5,287,500 shares	Cash	20th December, 2000	3	HNA Group Company Limited	3,512,500 shares	Cash	20th December, 2000	4	Central South Civil Aviation Economy Development Corporation	2,775,000 shares	Cash	20th December, 2000	5	China Southern Airlines Company Limited	925,000 shares	Cash	25th December, 2000
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Number	Original Articles of Association	Proposed Amendments to the Articles of Association
16	<p>Article 17 After incorporation, the Company increased its capital for the first time by issuing ordinary shares. The newly issued shares are 223,213,000 overseas listed foreign shares including 198,000,000 shares of initial offer and 25,213,000 shares of over-allotment. At the same time, 3,700,000 domestic shares were transferred into overseas listed foreign shares.</p> <p>After the afore-mentioned capital increase by issuing ordinary shares, the Company's share structure is as follows: there are 473,213,000 common shares including 246,300,000 domestic shares that account for 52.05% of the total common shares. These shares are held as follows: 237,500,000 shares by Haikou Meilan International Airport Company Limited, 5,287,500 by Hainan Airlines Company Limited, 3,512,500 by HNA Group Company Limited. There are 226,913,000 foreign shares held by foreign shareholders, which account for 47.95% of the total common shares.</p>	<p>Article 20 The total number of shares after the Company's initial public offering of H Shares in 2002 is 473,213,000 shares. The Company's share capital structure is: 246,300,000 unlisted shares, 226,913,000 H Shares, all of which are ordinary shares with a par value of RMB1.00 per share.</p>
17	<p>Article 35 The Company or its subsidiaries shall not, at any time by any means, offer any financial assistance to any person who purchases or intends to purchase the Company's shares. The purchasers referred to above include any person directly or indirectly obligate to the Company upon the purchase of the Company's shares.</p> <p>The Company or its subsidiaries shall not, at any time by any means, offer financial assistance to any person who reduces or releases the above-mentioned obligation.</p> <p>This article does not apply to the conditions described in Article 37.</p>	<p>Article 21 The Company or the Company's subsidiaries (including the Company's affiliated enterprises) shall not provide any assistance to those who purchase or plan to purchase the Company's shares in the form of gifts, advances, guarantees, compensations or loans.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
18	<p>Article 21 As for the operation and development requirements, the Company may increase its capital in accordance with the related articles in the Company's Articles of Association. The Company may increase its capital by the following means:</p> <ol style="list-style-type: none"> <li>(1) Issuing new shares to non-designated investors;</li> <li>(2) Placing new shares to existing shareholders;</li> <li>(3) Issuing new shares to existing shareholders;</li> <li>(4) Issuing new shares to designated investors; and</li> <li>(5) Adopting other means permitted by laws and administrative regulations.</li> </ol> <p>When issuing new shares to increase capital, the Company shall adhere to the procedures of relevant State laws and administrative regulations, after obtaining internal approval in accordance with the Company's Articles of Association.</p>	<p>Article 22 As for the operation and development requirements, and in accordance with the provisions of laws, regulations, and the securities regulatory rules of the place where the company's shares are listed, and subject to resolutions of the general meeting, the Company may increase its capital by the following means:</p> <ol style="list-style-type: none"> <li>(1) Issuing shares publicly;</li> <li>(2) Issuing shares non-publicly;</li> <li>(3) Allotting bonus shares to existing shareholders;</li> <li>(4) Converting the reserve fund into share capital;</li> <li>(5) Laws, administrative regulations, the provisions of the securities regulatory rules of the place where the Company's shares are listed and other means approved by the CSRC.</li> </ol> <p>The Company's capital increase and issue of new shares shall be handled in accordance with the relevant national laws, administrative regulations, departmental rules and the procedures stipulated in the Listing Rules after being approved in accordance with the Articles of Association and the listing rules of the place where the Company's shares are listed.</p>
19	<p>Article 28 The Company may reduce its registered capital according to the rules and regulations of the Articles of Association.</p>	<p>Article 23 The Company may reduce its registered capital. The reduction of the registered capital of the Company shall be handled in accordance with the procedures set out in Company Law, the Listing Rules and other relevant regulations and the Articles of Association.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
20	<p>Article 30 The Company may repurchase its issued shares, after passing the procedures as stipulated in the Articles of Association and receiving the approval of the relevant supervisory authorities of the State Council, under the following conditions:</p> <ol style="list-style-type: none"> <li>(1) Reducing the Company’s registered capital;</li> <li>(2) Merging with other companies which hold the Company’s shares;</li> <li>(3) Using the shares in employee shares ownership plans or equity incentives;</li> <li>(4) Acquiring shares held by shareholders with a different vies in respect of resolutions regarding merger or division adopted in a general meeting;</li> <li>(5) Using the shares for converting company-issued corporate bonds convertible into shares;</li> <li>(6) Being necessary to maintain the value of the Company and the rights and interests of its shareholders; and</li> <li>(7) Other conditions permitted by laws and administrative.</li> </ol>	<p>Article 24 The Company shall not acquire the Company’s shares. However, save as under any one of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) Reducing the Company’s registered capital;</li> <li>(2) Merging with other companies which hold the Company’s shares;</li> <li>(3) Using the shares in employee shares ownership plans or equity incentives;</li> <li>(4) Acquiring shares held by shareholders (upon their request) who dissent from any resolution proposed in any general meeting on the merger or division of the Company;</li> <li>(5) Using the shares for converting Company-issued corporate bonds convertible into shares;</li> <li>(6) Being necessary to maintain the value of the Company and the rights and interests of its shareholders; and</li> <li>(7) Other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Code on Takeovers and Mergers and Share Buy-backs and the Listing Rules and other securities regulatory rules of the place where the Company’s shares are listed.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
21	<p>Article 31 After receiving the approval of the relevant supervisory authorities in the State Council, the Company may repurchase its shares by one of the following methods:</p> <ol style="list-style-type: none"> <li>(1) Offering repurchase tenders to all shareholders on a pro-rata basis;</li> <li>(2) Repurchasing shares in the open market;</li> <li>(3) Repurchasing shares by agreement outside the stock exchange; or</li> <li>(4) Others means stipulated by laws or administrative regulations.</li> </ol> <p>However, if the Company acquires its shares under the circumstances as stipulated in Items (3), (5) and (6) of Article 30 of the Articles of Association, it shall be conducted by way of open centralized transaction.</p>	<p>Article 25 The Company’s acquisition of the Company’s shares may be conducted through public centralized transactions, or other methods recognized by laws, administrative regulations, the CSRC and the stock exchange where the Company’s shares are listed, and the Company shall comply with applicable laws, administrative regulations, departmental rules and the securities regulatory rules where Company’s shares are listed.</p> <p>Where the Company acquires its shares under the circumstances as stipulated in Items (3), (5) and (6) of Article 24 of the Articles of Association, it shall be conducted by way of open centralized transaction.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
22	<p>Article 32 The acquisition of the Company’s shares under the circumstances as stipulated in Item (1) and Item (2) of Article 30 of the Articles of Association or the repurchase of shares by agreement outside the stock exchange shall be first approved by shareholders in the general meeting according to the rules of the Articles of Association. After getting approved by the same procedures in the shareholders’ general meeting, the Company may cancel or amend the agreement reached by the method afore-mentioned, or give up any right in the contract. Where the Company acquires its shares under the circumstances as stipulated in Items (3), (5) and (6) of Article 30 of the Articles of Association, it shall be made as prescribed by the Articles of Association or under the authorization by the general meeting and approved by way of a resolution at the board meeting attended by more than two thirds (2/3) of the directors of the Company.</p> <p>The afore-mentioned agreement on the repurchase of shares includes, but not limited to, agreements on taking the responsibility to repurchase shares and receiving the right of share repurchase.</p> <p>The Company shall not transfer the contracts on the repurchase of its shares and any right set out thereunder. For the right of repurchasing redeemable shares under this article, the repurchase price shall not exceed the limitation of the highest price in the event that such repurchase is not through the market or through bidding. In the event of repurchase through bidding, bidding shall be proposed equally to all the shareholders.</p>	<p>Article 26 The acquisition of the Company’s shares under the circumstances as stipulated in Item (1) and Item (2) of Article 24 of the Articles of Association shall be subject to resolution of the general meeting; The Company acquires its shares under the circumstances as stipulated in Items (3), (5) and (6) of Article 24 of the Articles of Association, it shall be made as prescribed by the Articles of Association or under the authorization by the general meeting and approved by way of a resolution at the board meeting attended by more than two thirds (2/3) of the directors of the Company. If the securities regulatory rules of the place where the Company’s shares are listed provide otherwise, subject to the Company Law, the Securities Law, the Administrative Trial Measures and the Guidelines for the Articles of Association of Listed Companies, the provisions thereof shall apply.</p> <p>After the Company acquires its shares in accordance with Article 24 of the Articles of Association, if it falls under the circumstance of Item (1), it shall cancel it within ten (10) days from the date of acquisition; If it falls under the circumstance of Items (2) and (4), it shall be transferred or cancelled within six (6) months; If it falls under the circumstance of Items (3), (5) and (6), the total number of shares of the Company held by the Company shall not exceed ten percent (10%) of the total issued shares of the Company, and shall be transferred or cancelled within three (3) years.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
23	<p>Article 33 After repurchasing shares in accordance with the relevant laws and regulations, the Company shall transfer or cancel such shares within ten (10) days from the date of acquisition for circumstances under Item (1) of Article 30 of the Articles of Association, or within six (6) months from the date of acquisition for circumstances under Item (2) and Item (4) of Article 30 of the Articles of Association. The book value of the cancelled shares shall be deducted from the Company's registered capital and the Company shall apply to the department in charge of such company registration to register the change in its registered capital according to the law.</p> <p>After the Company repurchases shares in accordance with the relevant laws and regulations, for circumstances under Items (3), (5) and (6) of Article 30 of the Article of Association, the total number of shares of the Company held by the Company shall not be more than ten percent (10%) of the Company's total number of issued shares and shall be transferred or cancelled within three (3) years.</p>	
24	<p>Article 22 Subject to the laws and administrative regulations, the Company's shares may be freely transferred, without any right of lien.</p>	<p>Article 27 The shares of the Company are transferable in accordance with laws.</p> <p>Transfers of the Company's H Shares are to be registered with stock registration institution locally in Hong Kong, as entrusted by the Company.</p>
25	-	<p>Article 28 The Company does not accept its stocks to be the subject of pledge rights .</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
26	-	<p data-bbox="863 300 1385 512">Article 29 The shares of the Company held by promoters shall not be transferred within one (1) year from the day of incorporation of the Company. The shares issued by the Company prior to its public offering of shares shall not be transferred within one (1) year from the day of listing and trading of the Company on the stock exchange.</p> <p data-bbox="863 561 1385 1066">The Company's directors, supervisors and senior management personnel shall report to the Company the number of shares held by them in the Company and the changes in their shareholdings. During the period of appointment, they shall not transfer over twenty-five percent (25%) of the total number of shares of same class held by them in the Company each year. The shares held by them in the Company shall not be transferred within one (1) year from the day of listing of the Company at the stock exchange. The above-mentioned personnel shall not transfer the shares held by them in the Company within six months from separation. If this transfer restriction involves H Shares, it must comply with the relevant requirements of the Listing Rules.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
27	–	<p data-bbox="863 300 1382 885">Article 30 Shareholders who held more than five percent (5%) of the Company’s shares (excluding recognized clearing houses or their agents as defined in the relevant regulations in force from time to time in accordance with Hong Kong law), directors, supervisors, senior management personnel shall return any profits gained from selling their shares within six (6) months of purchase, or from repurchasing within six (6) months after selling, to the Company. The board of directors of the Company will revoke such profits. If this transfer restriction involves H Shares, it must comply with the relevant requirements of the Listing Rules. However, a securities company holding more than five percent (5%) of the Company’s shares as a result of purchase in respect of its underwriting of the untaken shares of a stock offering, and other circumstances stipulated by the CSRC are excluded.</p> <p data-bbox="863 938 1382 1183">The shares or other securities of equity nature held by directors, supervisors, senior management personnel and natural person shareholders as mentioned in the preceding paragraph include shares or other securities of equity nature held by their spouses, parents, children, and shares or other securities of equity nature held through the accounts of others.</p> <p data-bbox="863 1236 1382 1555">In the event when the board of directors of the Company does not act in accordance with the provisions of the first paragraph of this Article, shareholders have the right to request the board of directors to take action within thirty (30) days. In the event when the board of directors of the Company fails to take action within the above-mentioned period, shareholders have the right to take legal action at the people’s court directly in their own names on behalf of the Company.</p> <p data-bbox="863 1608 1382 1736">In the event when the board of directors of the Company does not act in accordance with the provisions of the first paragraph of this Article, the responsible directors are jointly and severally liable according to the laws.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
28	<p>Article 38 The name is recorded in the Company’s share certificate. The following information shall be included in a Company’s share certificate:</p> <ol style="list-style-type: none"> <li>(1) The name of the Company;</li> <li>(2) The incorporation date of the Company;</li> <li>(3) The class of share, its face value and the number of shares represented;</li> <li>(4) The serial number of the share certificate; and</li> <li>(5) Other information required by the Company Law, the Special Regulations and the stock exchange where the Company’s shares are listed.</li> </ol>	<p>Article 31 The following information shall be included in a Company’s H-Share stocks:</p> <ol style="list-style-type: none"> <li>(1) The name of the Company;</li> <li>(2) The incorporation date of the Company;</li> <li>(3) The class of share, its face value and the number of shares represented;</li> <li>(4) The serial number of the stock;</li> <li>(5) Other matters specified in applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed, or the requirements of the stock exchange.</li> </ol>
29	<p>Article 39 Share stock are signed by the chairman of board of the Company. If the listing stock exchange requires the signatures of other relevant senior management personnel, the share certificates will be signed by the required senior management personnel. Share certificates shall become effective after stamped with the Company chop authorised by the board of directors, or securities stamp by special requirement, or stamped by printed method. The stamping of the Company chop on the share certificates shall be authorised by the board of directors. The printed method may also be used for the signatures of the chairman of board and other relevant senior management personnel of the Company.</p>	<p>Article 32 H-Share stocks of the Company are signed by the chairman of the board of directors. If the securities regulatory authority and stock exchange where the Company’s H-Share stocks are listed require the signatures of other director and/or supervisor or senior management personnel, the share stocks will be signed by the relevant personnel. H-Share stocks shall become effective after stamped with the Company chop or stamped by printed method. The stamping of the Company chop on the H-Share stocks shall be authorised by the board of directors. The printed method may also be used for the signatures of the chairman of the board of directors and other relevant senior management personnel on H-Share stocks.</p> <p>Under the conditions of paperless issuance and trading of the Company’s shares, the separate regulations of the securities regulatory agency and the stock exchange where the Company’s shares are listed shall apply.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
30	<p>Article 40 The Company shall maintain a register of shareholders to include the following information:</p> <ol style="list-style-type: none"> <li>(1) The name, address, profession or nature of each shareholder;</li> <li>(2) The class and number of shares held by each shareholder;</li> <li>(3) The amount paid or shall be paid for the shares held by each shareholder;</li> <li>(4) The serial numbers of share certificates held by each shareholder;</li> <li>(5) The registration date of each shareholder; and</li> <li>(6) The date on which one ceases to be a shareholder.</li> </ol> <p>The register of shareholders shall be the satisfactory proof of shareholders of the company, unless proven otherwise.</p>	<p>Article 33 The Company establishes a register of shareholders in accordance with the certificates provided by the securities registration authority and the requirements of applicable laws and regulations. The register of shareholders is a sufficient basis for proving that shareholders hold the Company's shares.</p>
31	<p>Article 42 The Company shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall include the followings:</p> <ol style="list-style-type: none"> <li>(1) The register of shareholders, kept at the Company's registered office, except according to sections (2) and (3) of this article;</li> <li>(2) The register of shareholders of overseas listed foreign shares kept in the overseas stock exchange where the Company's foreign shares are listed;</li> <li>(3) The register kept at other places when the board of directors deems it necessary for the listing of the Company's shares.</li> </ol>	<p>Article 34 The Company shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall include the followings:</p> <ol style="list-style-type: none"> <li>(1) The register of shareholders, kept at the Company's registered office, except according to paragraphs (2) and (3) of this Article;</li> <li>(2) The register of shareholders of H Shares kept on the overseas stock exchange where the Company's overseas shares are listed;</li> <li>(3) The register of shareholders kept at other places when the board of directors deems it necessary for the listing of the Company's shares.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
32	-	Article 35 If laws, regulations, securities regulatory authority or stock exchanges in the place where the Company's shares are listed provide otherwise on the period for closure of register of members before the convening of the general meeting or the benchmark date for the Company to decide to distribute dividends, such provisions shall prevail.
33	-	Article 36 Shareholders of H Shares who lose their stocks shall apply for replacement according to the laws of the place where the register of shareholders of H Shares is located, the regulations of the stock exchange or other relevant regulations.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
34	<p>Article 51 A shareholder of the Company is the person who holds the Company's shares legally and whose name is recorded in the register of shareholders.</p> <p>Shareholders' share rights and obligations are based on the class and number of shares held. Shareholders holding the same class of shares enjoy equal rights and bear the same obligations.</p> <p>When two or more persons register as joint holders of any shares, they shall be considered as joint holders of the relevant shares, but subject to the following restrictions:</p> <ol style="list-style-type: none"> <li>(1) The Company is not obligated to record the names of more than four joint holders;</li> <li>(2) All joint holders of shares must jointly and severally be responsible for the subscription monies due for the shares;</li> <li>(3) If one of the joint holders is deceased, only the remaining joint holders shall be considered as owners of the relevant shares. However, the board of directors has the right to request the relevant and deemed appropriate proof of death certificates for the deceased shareholder to make changes in the register of shareholders; and</li> <li>(4) For any shares held by joint holders, only the first holder among the joint holders in the register of shareholders has the right to collect the relevant share certificates from the Company, receive notices from the Company, attend the shareholders' general meetings, and exercise all the voting rights of the relevant shares. Any notice to the above-mentioned person shall be considered as sufficient to all the joint holders for the relevant shares.</li> </ol>	<p>Article 37 Shareholders' share rights and obligations are based on the class of shares they hold. Shareholders holding the same class of shares enjoy equal rights and bear the same obligations.</p> <p>If such shareholder is a recognized clearing house (or its nominee) as defined in the Listing Rules or the relevant ordinances from time to time made in Hong Kong, such shareholder is entitled to appoint a proxy or corporate representative to attend general meetings and creditors' meetings, and such proxy or corporate representative shall have the same statutory rights as other shareholders, including the right to speak and vote.</p>

<b>Number</b>	<b>Original Articles of Association</b>	<b>Proposed Amendments to the Articles of Association</b>
35	Article 46 The board of directors shall fix a date for the confirmation of share ownership, when the company convenes the shareholders' general meeting, distributes dividends, conducts liquidation, or carries out other activities requiring the confirmation of share ownership. At the end of the date of confirmation, the shareholders in the register shall be the Company's shareholders.	Article 38 When the Company convenes the general meeting, distributes dividends, conducts liquidation, or carries out other activities requiring the confirmation of shareholder identity, the board of directors or the convener of the general meeting shall determine the record date in accordance with the applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed. Shareholders who are registered after the market closes on the record date are shareholders who enjoy relevant rights and interests.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
36	<p>Article 52 Common share shareholders have the following rights:</p> <ol style="list-style-type: none"> <li>(1) Receive dividend and other kinds of distribution according to the number of shares held;</li> <li>(2) Request, convene, preside, attend or appoint nominees to attend shareholders’ general meetings according to the law, and exercise voting rights;</li> <li>(3) Supervise the Company’s business operating activities; propose suggestions or make inquiries;</li> <li>(4) Transfer, donate or pledge shares held according to the laws, administrative regulations and the Articles of Association;</li> <li>(5) Receive the following information according to the Articles of Association, including:               <ol style="list-style-type: none"> <li>1. Receive the Articles of Association after payment of subscription monies;</li> <li>2. After payment of reasonable fees, obtain the right to inquire and photocopy:                   <ol style="list-style-type: none"> <li>i. The register of shareholders of all classes;</li> <li>ii. Personal information of the Company’s directors, supervisors, general manager and other senior management personnel, including:                       <ol style="list-style-type: none"> <li>(a) Present and past names including alias;</li> <li>(b) Principal address (residential);</li> <li>(c) Nationality;</li> <li>(d) Major job position and all other part-time positions, duties; and</li> <li>(e) Personal identity document and its number;</li> </ol> </li> </ol> </li> </ol> </li> </ol>	<p>Article 39 Shareholders of the Company have the following rights:</p> <ol style="list-style-type: none"> <li>(1) Receive dividend and other kinds of distribution according to the number of shares held;</li> <li>(2) Request, convene, preside, attend or appoint nominees to attend and speak at the general meetings according to the law, and exercise corresponding voting rights (except as required by the securities regulatory rules of the place where the Company’s shares are listed, which stipulate that voting rights shall waived in relation to matter concerned);</li> <li>(3) Supervise the Company’s operations, propose suggestions or make inquiries;</li> <li>(4) Transfer, donate or pledge shares held according to the laws, administrative regulations and the Articles of Association;</li> <li>(5) Consult the Articles of Association, the register of shareholders (including the register of shareholders of H Shares), the bond counterfoil, the minutes of the general meeting, the resolutions of the board of directors, the resolutions of the supervisory committee, and the financial and accounting reports;</li> <li>(6) Participate in the distribution of surplus assets according to the number of shares held when the Company is being terminated or liquidated;</li> <li>(7) Shareholders who dissent from any resolution proposed in any general meeting on the merger or division of the Company may request to have their shares acquired;</li> <li>(8) Other rights stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
	<ul style="list-style-type: none"> <li>iii. Condition of share capital;</li> <li>iv. From the previous accounting year the total face value, quantities, highest and lowest prices of every class of shares repurchased by the Company, and report of all the expenses paid by the Company therefor;</li> <li>v. Minutes of shareholders’ general meetings and resolutions of board of directors’ meetings and meetings of the supervisory committee;</li> <li>vi. Corporate bonds stubs; and</li> <li>vii. Financial reports.</li> </ul> <p>(6) Share in the distribution of surplus assets according to the number of shares held when the Company is being terminated or liquidated;</p> <p>(7) Require the Company’s acquisition of shares held given a different view in respect of resolutions regarding merger and division adopted in a general meeting; and</p> <p>(8) Other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>The Company shall not, for the reason that any direct or indirect beneficial owner does not disclose his interest to the Company, exercise any right to impair any right in the held shares by freezing or other ways.</p>	
37	–	<p>Article 40 Shareholders requesting to access to or obtain the information described in the previous Article shall provide the Company with written proofs of the type and quantity of the shares of the Company held by them. The Company shall provide the information in accordance with the request of the shareholders upon verification of the shareholders’ identity.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
38	-	<p>Article 41 In the event when the contents of the resolution of the general meeting or the board of directors’ meeting of the Company violates the laws or administrative regulations, shareholders have the right to request the people’s court to determine it as invalid.</p> <p>In the event when the convening or voting procedures of the general meeting or the board of directors’ meeting violates the laws, administrative regulations or the Articles of Association; or the contents of the resolution violates the Articles of Association, shareholders have the right to request for the revocation by the people’s court within sixty (60) days from the day of resolution.</p>
39	-	<p>Article 42 In the event when directors and senior management personnel violate the laws, administrative regulations or the provisions of the Articles of Association during the performance of corporate duties and causes losses to the Company, shareholders independently or jointly holding over one percent (1%) of the Company’s shares for over one hundred and eighty (180) consecutive days have the right to request to the supervisory committee in writing for legal action at the people’s court. In the event when the supervisory committee violates the laws, administrative regulations or the provisions of the Articles of Association during the performance of corporate duties and causes losses to the Company, shareholders may request to the board of directors in writing for legal action at the people’s court.</p> <p>In the event when the supervisory committee declines to take legal action upon receipt of the written request or has not taken action within thirty (30) days from the day of receipt of the written request or has not taken immediate action despite urgent conditions which would cause irreparable damages to the benefits of the Company, shareholders mentioned in the provisions of the previous paragraph have the right to take legal action at the people’s court directly in their own names on behalf of the Company.</p> <p>In the event when other parties infringe the legitimate rights and interests of the Company and cause losses to the Company, shareholders mentioned in the provisions of the first paragraph of this Article may take legal action at the people’s court in accordance with the provisions of the previous two paragraphs.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
40	-	Article 43 In the event when directors and senior management personnel violate the laws, administrative regulations or the provisions of the Articles of Association, thereby damaging the interests of the shareholders, the shareholders may file an action with the competent people's court.
41	<p>Article 53 Common share shareholders bear the following obligations:</p> <ol style="list-style-type: none"> <li>(1) Abide by the Articles of Association;</li> <li>(2) Pay subscription money for the shares of a particular class subscribed; and</li> <li>(3) Other necessary obligations imposed by laws, administrative regulations and the Articles of Association.</li> </ol> <p>Apart from the conditions agreed by the share purchasers at the time of purchase, shareholders do not bear any obligation regarding the share capital imposed afterwards.</p>	<p>Article 44 Shareholders of the Company have the following obligations:</p> <ol style="list-style-type: none"> <li>(1) Abide by the laws, administrative regulations and the Articles of Association;</li> <li>(2) Pay subscription money for the shares of a particular class subscribed;</li> <li>(3) No withdrawal of shareholding except for the circumstances as prescribed by laws and regulations;</li> <li>(4) No abuse of the shareholder's rights to damage the benefits of the Company or other shareholders and no abuse of the independent legal status of the Company and the limited liability of shareholder to damage the interests of the creditors of the Company;</li> <li>(5) Other obligations to be undertaken by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</li> </ol> <p>The shareholder of the Company who abuses the shareholder's rights and causes damages to the interests of the Company and other shareholders shall be liable for compensation according to the laws. The shareholder of the Company who abuses the independent legal status of the Company and the limited liability of shareholder to avoid debts and causes serious damages to the interests of the creditors of the Company shall be jointly and severally liable for the debts of the Company.</p>
42	-	Article 45 Shareholders who hold over five percent (5%) of the Company's voting rights shares and pledge their shares shall report to the Company in writing on the day of occurrence of the pledge.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
43	-	<p>Article 46 The controlling shareholders and the actual controlling person of the Company shall not use their relationship to damage the interests of the Company. If any violation of the provision and losses to the Company, they shall be liable for compensations.</p> <p>The controlling shareholders and the actual controlling person of the Company have fiduciary duty towards the Company and the public shareholders of the Company. The controlling shareholders shall exercise the investor’s rights in strict accordance with the laws and shall not use methods such as profit allocation, asset restructuring, external investment, fund impropriation and loan guarantee to damage the legitimate rights and interests of the Company and the public shareholders of the Company as well as to make use of one’s controlling position to damage the benefits of the Company and the public shareholders of the Company.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
44	<p>Article 56 The shareholders’ general meeting is the organ of authority of the Company, which exercises its powers in accordance with the laws.</p> <p>Article 57 The shareholders’ general meeting exercises the following powers:</p> <ol style="list-style-type: none"> <li>(1) To decide on the Company’s operating policies and investment plans;</li> <li>(2) To elect or change directors, and decide on matters relating to the remuneration of directors;</li> <li>(3) To elect or change supervisors who are representatives of shareholders and decide on matters relating to the remuneration of supervisors;</li> <li>(4) To examine and approve reports of the board of directors;</li> <li>(5) To examine and approve reports of the supervisory committee;</li> <li>(6) To examine and approve the Company’s proposed annual financial budget and final accounts;</li> <li>(7) To examine and approve the Company’s proposals for profit distribution and for recovery of losses;</li> <li>(8) To decide on any increase or reduction in the Company’s registered capital;</li> <li>(9) To decide on merger, division, change in corporate form, dissolution or liquidation and other matters of the Company;</li> <li>(10) To decide on the issue of bonds and other securities by the Company and the listing of the Company;</li> <li>(11) To decide on the appointment, dismissal or discontinued appointment of auditors;</li> <li>(12) To examine matters in respect of the Company’s purchase or sale of material assets accounting for more than thirty percent (30%) of the Company’s latest audited total assets within one (1) year;</li> </ol>	<p>Article 47 The general meeting is the organ of authority of the Company, which exercises the following powers in accordance with the laws:</p> <ol style="list-style-type: none"> <li>(1) To decide on the Company’s operating policies and investment plans;</li> <li>(2) To elect or change directors, supervisors who are not an employee representative, and decide on matters relating to the remuneration of directors and supervisors;</li> <li>(3) To examine and approve reports of the board of directors;</li> <li>(4) To examine and approve reports of the supervisory committee;</li> <li>(5) To examine and approve the Company’s proposed annual financial budget and final accounts;</li> <li>(6) To examine and approve the Company’s proposals for profit distribution and for recovery of losses;</li> <li>(7) To decide on any increase or reduction in the Company’s registered capital;</li> <li>(8) To decide on the issue of bonds by the Company;</li> <li>(9) To decide on merger, division, dissolution, liquidation of the Company or the change of corporate form;</li> <li>(10) To amend the Articles of Association;</li> <li>(11) To decide on the appointment and dismissal of auditors;</li> <li>(12) To review and approve guarantee items as stipulated in Article 48 of the Articles of Association;</li> <li>(13) To review purchases and disposals of major assets made by the Company in one (1) year which exceed thirty percent (30%) of the latest total audited assets of the Company;</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
	<p>(13) To examine and approve the following guarantees of the Company (referring to guarantees provided to individual or legal entity other than the Company and its subsidiaries):</p> <ol style="list-style-type: none"> <li>1. Any guarantees provided after the total amount of external guarantees of the Company has reached or exceeded thirty percent (30%) of the Company’s latest audited total assets;</li> <li>2. Any external guarantees provided involving an amount of more than ten percent (10%) of the Company’s latest audited net assets in a single deal;</li> <li>3. Any guarantees provided after the total amount of external guarantees of the Company and its subsidiaries has reached or exceeded fifty percent (50%) of the Company’s latest audited net assets;</li> <li>4. Any external guarantees provided to a guaranteed party with an asset liability ratio of more than seventy percent (70%); and</li> <li>5. Any guarantees provided to the shareholders, de facto controllers and their related parties.</li> </ol> <p>(14) To amend the Articles of Association of the Company;</p> <p>(15) To examine any interim proposals put forward by shareholders singly or jointly holding three percent (3%) (containing (3%)) or above of the voting rights;</p> <p>(16) To decide on equity incentive schemes; and</p> <p>(17) To decide on any other matters to be decided by the shareholders’ general meeting according to the laws, administrative regulations and the Articles of Association.</p>	<p>(14) To review and approve changes in the purpose of the funds raised;</p> <p>(15) To review equity incentive plans and employee stock ownership plans;</p> <p>(16) To review laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed, or other matters that should be decided by the general meeting as stipulated in the Articles of Association.</p> <p>The powers of the above-mentioned general meeting shall not be exercised by the board of directors or other institutions and individuals through authorization. In addition to the above matters, the general meeting may authorize or entrust the board of directors and/or a person authorized by the board of directors to handle the matters authorized or entrusted to handle without violating laws and regulations and the mandatory provisions of the relevant laws and regulations and regulatory rules of the place where the Company’s shares are listed.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
45	–	<p data-bbox="863 300 1382 476">Article 48 The following external guarantees (referring to the provision of guarantees for natural persons, legal persons or unincorporated organizations other than the Company) of the Company must be reviewed for approval at the general meeting.</p> <ol style="list-style-type: none"> <li data-bbox="863 527 1382 704">(1) Any guarantees provided after the total amount of external guarantees of the Company and its controlling subsidiaries exceeding fifty percent (50%) of the latest net audited assets of the Company;</li> <li data-bbox="863 755 1382 889">(2) Any guarantees provided after the total amount of the Company's external guarantees exceeding thirty percent (30%) of the latest total audited assets of the Company;</li> <li data-bbox="863 940 1382 1038">(3) Any guarantees provided by the Company within one (1) year exceeding thirty percent (30%) of the latest total audited assets of the Company;</li> <li data-bbox="863 1089 1382 1187">(4) Any guarantees provided to guaranteed party with asset liability ratio of more than seventy percent (70%);</li> <li data-bbox="863 1238 1382 1336">(5) Any guarantees with single amount exceeding ten percent (10%) of the latest net audited assets of the Company;</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
		<p>(6) Any guarantees provided to shareholders, the actual controlling person and the related parties of that person.</p> <p>When the general meeting considers the guarantee in Item (3) of the preceding paragraph, it shall be approved by more than two-thirds (2/3) of the voting rights held by the shareholders present at the meeting.</p> <p>When the general meeting considers the guarantee proposal for shareholders, actual controllers and the related parties, the shareholder or the shareholder controlled by the actual controller shall not participate in the voting, and the voting must be approved by more than half of the voting rights held by other shareholders present at the general meeting.</p> <p>If external guarantees are provided without the approval of the general meeting and the board of directors in accordance with the approval authority and deliberation procedures stipulated in the Articles of Association, and losses are caused to the Company, the relevant responsible persons shall be liable for compensation, and the Company has the right to pursue the legal responsibility of the relevant responsible persons in accordance with the law.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
46	<p>Article 59 Shareholders’ general meetings can be classified into annual general meetings (also referred to as “shareholders’ annual general meetings”) and extraordinary general meetings. Shareholders’ general meetings are convened by the board of directors. Annual general meetings are held once a year and shall be held within six (6) months after the end of the previous financial year.</p> <p>Extraordinary shareholders’ general meetings are required to be held within two months after the occurrence of any of the following events:</p> <ol style="list-style-type: none"> <li>(1) The number of directors is less than the number provided for the “Company Law” or less than two thirds (2/3) of the number required by the Articles of Association;</li> <li>(2) The aggregate losses of the Company which are not made up reach one third (1/3) of the Company’s total paid-up share capital;</li> <li>(3) A request in writing by shareholders singly or jointly holding ten percent (10%) (containing ten percent (10%)) or more of the Company’s voting rights;</li> <li>(4) When deemed necessary by the board of directors or requested by the supervisory committee;</li> <li>(5) When requested by two or more independent non-executive directors.</li> </ol>	<p>Article 49 General meetings shall be divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once a year and shall be held within six (6) months after the end of the previous financial year.</p> <p>Article 50 Extraordinary general meetings are required to be held within two (2) months after the occurrence of any of the following events:</p> <ol style="list-style-type: none"> <li>(1) The number of directors is less than the number provided for the “Company Law” or less than two thirds (2/3) of the number required by the Articles of Association;</li> <li>(2) The aggregate losses of the Company which are not made up reach one third (1/3) of the Company’s total paid-up share capital;</li> <li>(3) A request by shareholders singly or jointly holding over ten percent (10%) of the Company’s shares;</li> <li>(4) When deemed necessary by the board of directors;</li> <li>(5) When proposed by the supervisory committee;</li> <li>(6) When proposed by more than two independent non-executive directors;</li> <li>(7) Other circumstances stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
47	-	<p>Article 51 The venue where the Company convenes the general meeting shall be the Company’s domicile or other specific places notified by the general meeting. The selection of the time and venue of the on-site meeting shall facilitate the participation of shareholders.</p> <p>The general meeting will have a venue and be held in the form of an on-site meeting. On the premise of ensuring the legality and effectiveness of the general meeting, in accordance with the provisions of laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company’s shares are listed, the Company may also provide Internet, video, telephone or other means to facilitate shareholders’ participation in the general meeting. Shareholders who participate in the general meeting through the above methods are deemed to have attended.</p> <p>After the notice of the general meeting is issued, the venue of the on-site meeting of the general meeting shall not be changed without justifiable reasons. If it is really necessary to change, the convener shall announce and explain the reasons in accordance with the applicable laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company’s shares are listed before the on-site meeting.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
48	<p>Article 80 General meetings shall be convened by the board of directors and presided over by the chairman of the board who shall act as the chairman of the meetings. When the chairman cannot or fails to perform such duty, the vice chairman shall take the chair to preside as chairman of such meetings. When the vice chairman cannot or fails to perform such duty, a director elected by more than half of the directors shall take the chair to preside as chairman of such meetings. If no director is elected to preside over the meeting and play the role of chairman of the meeting by more than half of the directors, the shareholders attending the meeting may elect one of them to act as chairman. If, for any reason, the shareholders cannot elect a chairman, the shareholder (including proxy) attending the meeting with the highest number of voting shares shall be the chairman.</p> <p>In the event that the board of directors cannot or fails to perform the duty for convening a general meeting, the board of supervisors shall act timely to convene and chair the meeting. In the event that the board of supervisors cannot convene and chair the meeting, shareholders separately or jointly holding ten percent (10%) or more of the shares of the Company for a consecutive period of ninety (90) days or above may convene and chair the meeting themselves.</p> <p>Shareholders' general meetings that are convened by the supervisory committee itself shall be presided over by the chairman of the supervisory committee. In the event that the chairman is unable or unwilling to perform the duty, a supervisor jointly elected by more than one-half (1/2) of the supervisors shall preside over the meeting.</p> <p>Shareholders' general meetings that are convened by the shareholders themselves shall be presided over by a representative as elected by the convener.</p>	<p>Article 52 General meetings shall be convened by the board of directors and presided over by the chairman of the board of directors. When the chairman is unable to or fails to perform such duty, the vice chairman of the board of directors shall preside over (if the Company has two or more vice chairman, the vice chairman jointly elected by more than half of the directors shall preside over). When the vice chairman of the board of directors unable to or fails to perform such duty, a director jointly elected by more than half of the directors shall preside over.</p> <p>In the event that the board of directors is unable to or fails to perform the duty for convening a general meeting, the supervisory committee shall act timely to convene and chair the meeting. The general meeting convened by the supervisory committee on its own shall be presided over by the chairman of the supervisory committee.</p> <p>In the event the supervisory committee doesn't convene and chair the meeting, shareholders separately or jointly holding over ten percent (10%) of the shares of the Company for a consecutive period of over ninety (90) days may convene and chair the meeting themselves. The general meetings that are convened by the shareholders themselves shall be presided over by a representative as elected by the convener.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
49	-	<p>Article 53 Independent non-executive directors have the right to propose to the board of directors to convene an extraordinary general meeting, and independent non-executive directors shall propose to the board of directors in writing when proposing to convene an extraordinary general meeting. Regarding the proposal of an independent non-executive director to convene an extraordinary general meeting, the board of directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give written feedback on whether or not to convene an extraordinary general meeting within ten (10) days after receiving the proposal.</p> <p>If the board of directors agrees to convene an extraordinary general meeting, it will issue a notice of convening the general meeting within five (5) days after the resolution of the board of directors is made; If the board of directors does not agree to convene an extraordinary general meeting, it shall explain the reasons in writing and (if applicable) make an announcement in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
50	-	<p>Article 54 The supervisory committee has the right to propose in writing to the board of directors for convening the extraordinary general meeting. The board of directors shall provide written feedback regarding its agreement or disagreement towards the convocation of the meeting within ten (10) days upon receipt of the request in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the provisions of the Articles of Association.</p> <p>In the event when the board of directors agrees to convene the extraordinary general meeting, the board shall send out meeting notices within five (5) days after the board’s resolution. The changes made to the original proposal in the notices shall be agreed by the supervisory committee.</p> <p>In the event when the board of directors does not agree to convene the extraordinary general meeting or fails to give its feedback within ten (10) days upon receipt of the proposal, the board of directors shall be regarded as incapable of performing or not performing its duties to convene the meeting. The supervisory committee may convene and chair the meeting themselves.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
51	-	<p>Article 55 Shareholders individually or collectively holding ten percent (10%) or more shares of the Company have the right to request the board of directors to convene the extraordinary general meeting, and shall submit such request to the board of directors in writing. The board of directors shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association, provide written feedback as to whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days of its receipt of such request.</p> <p>Where the board of directors agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting within five (5) days of such board resolution. Where changes to the original request in the notice shall be subject to the consent of relevant shareholders. Where laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company’s shares are listed provide otherwise, such provisions shall prevail.</p> <p>Where the board of directors disagrees to convene the extraordinary general meeting, or fails to respond to the request within ten (10) days of its receipt, shareholders individually or collectively holding ten percent (10%) or more shares in the Company have the right to propose the supervisory committee to convene the extraordinary general meeting and submit such request in writing to the supervisory committee.</p> <p>Where the supervisory committee agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting within five (5) days of its receipt of the request. Where changes to the original request in the notice shall be subject to the consent of relevant shareholders.</p> <p>Where the supervisory committee fails to give the notice of the general meeting within the above time period, it shall be deemed that the supervisory committee does not convene and chair the general meeting, in which case shareholders individually or collectively holding ten percent (10%) or more shares in the Company for ninety (90) days consecutively may convene and chair the meeting.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
52	–	<p>Article 56 Where the supervisory committee or shareholders decides to convene the general meeting at their own discretion, it shall notify the board of directors of the same in writing, and file for record with the securities regulatory authority of the place where the Company is registered and the stock exchange where the Company's shares are listed in accordance with applicable laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed.</p> <p>Where a shareholder convenes a general meeting at their own discretion, before announcing of the resolution of the general meeting, the shareholder who calls the meeting shall hold ten percent (10%) or more shares of the Company.</p> <p>When issuing the notice of the general meeting and the announcement of the resolutions of the general meeting, the supervisory committee or the convening shareholder shall submit relevant certification materials to the securities regulatory agency where the Company is registered and the stock exchange where the Company's shares are listed in accordance with the applicable laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed.</p>
53	–	<p>Article 57 For the general meeting convened by the supervisory committee or shareholders at their own discretion, the board of directors and the secretary to the board of directors shall offer assistance. The board of directors shall provide the register of shareholders on the record date.</p>
54	–	<p>Article 58 Where the supervisory committee or shareholders convenes the general meeting, expenses necessary for the meeting shall be borne by the Company.</p>
55	–	<p>Article 59 The contents of the proposal at the general meeting shall fall within the scope of powers of the general meeting, have definite topics and specific issue for resolution, and comply with relevant provisions of laws, administrative regulations, the Listing Rules and the Articles of Association.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
56	–	<p>Article 60 When the Company convenes a general meeting, the board of directors, the supervisory committee and shareholders who individually or jointly hold more than three percent (3%) of the Company's shares have the right to put forward proposals to the Company.</p> <p>Shareholders who individually or jointly hold more than three percent (3%) of the Company's shares may put forward an interim proposal and submit it to the convener in writing ten (10) days before the general meeting. The convener shall issue a supplementary notice of the general meeting within two (2) days after receiving the proposal, announcing the content of the interim proposal. If there are other provisions in the securities regulatory rules of the place where the Company's shares are listed, such provisions shall be met at the same time.</p> <p>Except for the circumstances specified in the preceding paragraph or the securities regulatory rules of the place where the Company's shares are listed, the convener shall not revise the proposals listed in the notice of the general meeting or add new proposals after issuing the notice of the general meeting.</p> <p>For proposals that are not listed in the notice of the general meeting or do not comply with the provisions of Article 59 of the Articles of Association, the general meeting shall not vote and make a resolution.</p>
57	<p>Article 60 When the Company convenes an annual general meeting, it shall notify all the shareholders twenty (20) business days before the meeting (exclusive of the date of the meeting) by means of public announcement stating the time, venue of and matters to be considered at the meeting. When the Company convenes an extraordinary general meeting, it shall notify all the shareholders fifteen (15) days or ten (10) business days (whichever is longer) before the meeting (exclusive of the date of the meeting) by means of public announcement.</p> <p>The business day referred to in the Articles of Association shall mean a day on which the Hong Kong Stock Exchange is open for business for dealing in securities.</p>	<p>Article 61 When a Company convenes a general meeting, it shall issue a written notice twenty-one (21) natural days before the annual general meeting, and fifteen (15) natural days before the extraordinary general meeting, informing all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. If laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed provide otherwise on the notice period of the general meeting, such provisions shall prevail.</p> <p>When calculating the starting period, the Company shall not include the date on which the meeting is held.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
58	<p>Article 63 A notice of the shareholders’ meeting shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>(1) In written form;</li> <li>(2) Specify the date, venue and time of the meeting;</li> <li>(3) Specify the date of registration of shares held by shareholders entitled to attend the shareholders’ general meeting; the interval between the shares registration date and the date of the meeting shall be subject to the requirements by listing rules of the place where the Company’s shares are listed;</li> <li>(4) Specify the name and telephone number of the permanent contact person for meeting affairs;</li> <li>(5) State the matters to be considered;</li> <li>(6) Provide sufficient information and explanation to shareholders for matters to be considered to enable them to make informed decisions. This principle includes (but not limited to) providing the relevant transaction conditions and contracts (if applicable) of the agreements when the Company proposes merger, repurchase of shares, restructuring of share capital or other restructuring, and providing serious explanation of the causes and consequences;</li> <li>(7) When any director, supervisor, general manager or other senior management personnel has great conflict of interest with the matters to be discussed in the meeting, he shall disclose the nature and seriousness of the conflict of interest. If the matters to be considered shall affect that director, supervisor, general manager or other senior management personnel as shareholder differently from other classes of shareholders, explanation is necessary for clarifying the differences;</li> <li>(8) Contain the entire text of any special resolution to be considered and passed at the shareholders’ general meeting;</li> <li>(9) Explain in clear wording that shareholders with the rights to attend and vote in the shareholders’ general meeting have the right to appoint one or more than one proxies to attend and vote. Such a proxy needs not be a shareholder; and</li> <li>(10) State the time and place for delivery of the proxy appointment letter.</li> </ol>	<p>Article 62 The notice of the general meeting shall include the following contents:</p> <ol style="list-style-type: none"> <li>(1) Time, venue and time duration of the meeting;</li> <li>(2) Issues and proposals submitted to the meeting for deliberation;</li> <li>(3) Conspicuously state as follows: All shareholders of ordinary shares may attend the general meeting in person and may authorize his/her proxy to attend and vote at the meeting in writing. The shareholder’s proxy does not have to be a shareholder of the Company;</li> <li>(4) The record date of the shareholder entitled to attend the general meeting;  The interval between the record date and the date of the meeting shall not be more than seven (7) working days. The record date shall not be changed once confirmed. Where there are special provisions in the securities regulatory rules of the place where the Company’s shares are listed, subject to the Company Law, Securities Law and Administrative Trial Measures, such provisions shall apply.</li> <li>(5) The voting time and procedures of Internet or other means (if any);</li> <li>(6) Other requirements stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed, and the Articles of Association.</li> </ol> <p>The notice and supplementary notice of the general meeting shall contain the contents stipulated in the Listing Rules and the Articles of Association, and shall fully and completely disclose all specific contents of all proposals shall be fully and completely disclosed. Items which require the opinions of the independent non-executive directors for discussion shall disclose the opinions of the independent non-executive directors and their grounds at the same time of the issue of the notice or supplementary notice of the general meeting.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
59	–	<p>Article 63 The notice of the general meeting shall comply with provisions of the Articles of Association. Where the general meeting plans to discuss issues on election of directors and supervisors, the notice of the general meeting shall adequately disclose particulars of director candidates and supervisor candidates, including but not limited to the following:</p> <ol style="list-style-type: none"> <li>(1) Personal details including educational background, work experience and part-time jobs;</li> <li>(2) Whether there is any affiliate with the Company, or controlling shareholders and actual controllers of the Company;</li> <li>(3) Disclosure of the number of shares held in the Company;</li> <li>(4) Whether he/she has ever been penalized by CSRC and other relevant authorities and disciplined by the stock exchange;</li> <li>(5) Other matters required to be disclosed by the Listing Rules.</li> </ol>
60	–	<p>Article 64 After the issuance of notice of the general meeting, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals listed in the notice of the general meeting shall not be cancelled. In the event of postponement or cancellation, the convener shall make an announcement and explain the reasons at least two (2) business days before the original meeting date.</p>
61	–	<p>Article 65 The board of directors or any other convener shall take necessary measures to ensure the proper order of the general meeting. The board of directors or any other convener shall take measures to stop any act disturbing the general meeting, seeking trouble or infringing the legitimate rights and interests of shareholders, and shall promptly report such actions to the relevant authority for investigation and handling.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
62	–	<p>Article 66 All ordinary shareholders or their proxies who are registered on the record date have the right to attend the general meeting and exercise voting rights in accordance with relevant laws, regulations and the Articles of Association.</p> <p>The shareholders may attend and vote at the general meeting in person or by his/her proxy (who may not be shareholders).</p>
63	–	<p>Article 67 In the event of attending the meeting in person, an natural person shareholder shall present one's identity card or other valid certificates, proofs or securities account card which can show one's identity. In the event of appointing a proxy to attend, valid personal identity certificates and the shareholder's power of attorney shall be furnished.</p> <p>A corporate shareholder shall appoint a legal representative or a proxy of the legal representative to attend the meeting and vote thereat. In the event when the legal representative attends the meeting, personal identity card and valid proofs capable of showing the eligibility of the legal representative shall be furnished. In the event when the proxy of the legal representative attends the meeting, the proxy shall present one's identity card and a written power of attorney issued by the board of directors of the legal person shareholder or other decision-making body according to law (or its duly authorized person).</p> <p>If such shareholder is a recognized clearing house (or its nominee) as defined in the Listing Rules or the relevant ordinances from time to time made in Hong Kong, such shareholder may authorise one or more persons whom they deem appropriate to act as his proxy at any general meeting; however, if more than one person is authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised and the authorisation shall be signed by an authorised officer of the recognised clearing house. An authorised person may represent a recognised clearing house (or its nominee (s)) at a meeting (without producing proof of shareholding, notarised authorisation and/or further evidence that it is duly authorised) and exercise the same powers (including the right to speak and vote) as if such persons were an individual shareholder of the Company.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
64	<p>Article 66 Any shareholder, who has the rights to attend and vote in the shareholders' general meeting, has the right to appoint one or several persons (such persons need not be shareholders) as his proxy/ies to attend and vote. The shareholder's proxy may exercise the following rights as the proxy of shareholder:</p> <ol style="list-style-type: none"> <li>(1) To speak in the shareholders' general meeting on behalf of the shareholder;</li> <li>(2) To request the casting of ballots by himself or jointly with others; and</li> <li>(3) To vote by show of hands or by ballot unless otherwise provided in applicable listing rules or other securities laws and regulations; however, if the appointed representative exceeds one (1) person, the shareholder's representative can only exercise the voting rights by casting ballots.</li> </ol> <p>If the shareholder is a designated clearing house (or its proxy) according to Hong Kong Law Chapter 420 of the Securities and Futures (Clearing House) Ordinance, it may appoint any person (one or more than one) deemed appropriate to be its proxy in any shareholders' general meeting, or any kinds of general meeting. However, for one or more persons so appointed, the appointment letter shall state the number of shares and classes of shares represented by the proxy. The person so appointed has the right to represent the clearing house (or its proxy) to exercise its rights as if the clearing house is an individual shareholder of the Company.</p>	<p>Article 68 Any shareholder, who has the rights to attend and vote in the general meeting, has the right to appoint one or several persons (such persons may not be shareholders) as his proxy/ies to attend and vote. The power of attorney issued by a shareholder authorizing another person to attend the shareholder meeting shall contain the following information:</p> <ol style="list-style-type: none"> <li>(1) Name of the proxy;</li> <li>(2) Whether the proxy has voting rights;</li> <li>(3) Instructions to vote for against and abstain on each issue on the agenda of the general meeting;</li> <li>(4) Whether the proxy has voting right in respect of temporary proposal which may be included in the agenda of the general meeting;</li> <li>(5) Issuance date and validity period of the power of attorney;</li> <li>(6) Signature (or seal) of the principal. In case of a corporate shareholder, its corporate seal shall be affixed;</li> <li>(7) If several persons are acting as proxies for the shareholder, the power of attorney shall indicate the number of shares represented by each proxy.</li> </ol>
65	-	<p>Article 69 The power of attorney shall indicate whether the shareholder's proxy may vote at its discretion if the shareholder does not give specific instructions.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
66	<p>Article 68 The appointment letter for appointing voting proxy shall be delivered at least twenty-four (24) hours before the convening of the relevant meeting, or twenty-four (24) hours before the designated time for voting, to the Company’s legal address or another place designated by the notice of the shareholders’ general meeting. For appointment letters signed by persons appointed by the member, the appointment letter authorizing the signature and other appointment documents shall be notarized. The notarized appointment letter and other appointment documents shall be delivered together with the appointment letter for appointing voting proxy to the company’s legal address or another place designated by the notice of the shareholders’ general meeting.</p> <p>If the member is a legal person, its legal representative or board of directors, or person appointed and delegated by other decision authority shall represent the member as proxy to attend shareholders’ general meetings. For the purposes of the Articles of Association, the proxy attending the meeting and the actions taken by the proxy in the meeting shall be considered as the member attending the meeting (as appropriate) and taking such actions personally.</p>	<p>Article 70 The power of attorney for voting proxy shall be delivered at least twenty-four (24) hours before the convening of the relevant meeting, or twenty-four (24) hours before the designated time for voting, to the Company’s legal address or another place designated by the notice of the general meeting. For power of attorney for voting proxy signed by persons authorized by the principal, the power of attorney and other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall be delivered together with the appointment letter for appointing voting proxy to the company’s legal address or another place designated by the notice of the general meeting.</p> <p>If the member is a legal person, its legal representative or board of directors, or person appointed and delegated by other decision authority shall attend general meetings and exercise the shareholder’s rights as its representative.</p>
67	–	<p>Article 71 The register of the attendees of the meeting shall be prepared by the Company. The register shall state items such as the name of the attendee (or the name of unit), identity card number, residential address, the number of voting shares held or represented and the name of the appointer (or the name of unit).</p>
68	–	<p>Article 72 The convener and the lawyer appointed by the Company (where applicable) shall jointly verify the legality of the qualifications of the shareholders and register the names of the shareholders (or the names of units) and the number of their voting shares held in accordance with the shareholder registry provided by the securities registration and clearing institutions. The registration of the meeting shall be terminated prior to the chairman’s announcement of the number of shareholders and proxies present onsite and their total number of voting shares held.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
69	-	Article 73 When a general meeting is convened, all directors, supervisors and secretaries of the board of directors of the Company shall attend the meeting while the general manager and other senior management personnel shall be present at the meeting as observers. Subject to the securities regulatory rules of the place where the Company's shares are listed, the aforementioned persons may attend or attend the meeting as a non-voting representative through Internet, video, telephone or other means with the same effect.
70	-	Article 74 In the event when the chairman of the meeting violates the rules of procedures during the course of the general meeting, leading to the discontinuation of the meeting, upon the consent of more than half of the shareholders with voting rights present onsite, may elect a person to be the chairman of the meeting to continue with the meeting; If for any reason, the chairman cannot be elected at the general meeting, the shareholder (including the shareholder's proxy) holding the largest number of voting shares present at the meeting shall serve as the chairman of the meeting.
71	-	Article 75 The Company shall formulate the rules of procedures of the general meeting, specifying its convening and voting procedures, including notice, registration, review of proposal, voting, counting, announcement of voting result, formation of resolution, minutes and signatures as well as public announcement together with the authorization principles (contents of authorization shall be specified clearly) of the general meeting towards the board of directors. The rules of procedures of the general meeting shall be the attachment of the Articles of Association which shall be drafted by the board of directors and approved at the general meeting.
72	-	Article 76 At the annual general meeting, the board of directors and the supervisory committee shall report to the general meeting on their work for the past year.
73	-	Article 77 Directors, supervisors and senior management personnel shall provide explanations to the questions and suggestions of shareholders at the general meeting.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
74	–	<p>Article 78 The chairman of the meeting shall announce the number of shareholders and proxies present onsite at the meeting and the total number of shares with voting rights they hold prior to voting. The number of shareholders and proxies present onsite and the total number of shares with voting rights they hold are based on the registration of the meeting.</p>
75	–	<p>Article 79 The minutes of the meeting shall be provided by the general meeting, which is the duty of the secretary to the board of directors which shall record the following:</p> <ol style="list-style-type: none"> <li data-bbox="863 725 1390 789">(1) The time, venue and agenda of the meeting and the name of the convener;</li> <li data-bbox="863 842 1390 981">(2) The names of the chairman of the meeting, directors, supervisors, the general manager and other senior management personnel attended or present as non-voting representative;</li> <li data-bbox="863 1034 1390 1172">(3) The total number of shareholders and proxies attended and the total number of shares with voting rights they hold and percentage of total number of shares of the Company;</li> <li data-bbox="863 1225 1390 1289">(4) The deliberation process, key points and voting results of each proposal;</li> <li data-bbox="863 1342 1390 1438">(5) The questions, opinions or suggestions of the shareholders and their corresponding answers and explanations;</li> <li data-bbox="863 1491 1390 1555">(6) The names of lawyers (if any), tellers and scrutineers; and</li> <li data-bbox="863 1608 1390 1766">(7) Other contents to be recorded in the minutes of the meeting as required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
76	-	<p>Article 80 The convener shall ensure that the minutes of the meeting are true, accurate and complete. Directors, supervisors, the secretary to the board of directors, the convener or representative and the chairman of the meeting attended shall sign on the minutes of the meeting. The minutes of the meeting shall be kept at the Company's domicile together with the sign-in book of shareholders attending the onsite meeting, proxy forms and valid voting information of the networks and other methods (if any) for a period of not less than ten (10) years.</p>
77	-	<p>Article 81 The convener shall ensure that the general meeting is held consecutively till the formation of final resolution. If the general meeting is suspended or is unable to make a resolution due to special reasons such as force majeure, necessary measures should be taken to resume the general meeting as soon as possible or directly terminate the general meeting, and conduct an announcement in accordance with laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed in a timely manner. At the same time, the convener shall report to the securities regulatory authority where the Company is registered and the stock exchange where the Company's shares are listed in accordance with the applicable laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
78	<p>Article 77 The following matters shall be approved by ordinary resolution in the shareholders’ general meeting:</p> <ol style="list-style-type: none"> <li>(1) Report of the board of directors and the supervisory committee;</li> <li>(2) Proposals for profit distribution and for recovery of losses prepared by the board of directors;</li> <li>(3) Termination of, and remuneration and payment of remuneration for members of the board of directors and the supervisory committee;</li> <li>(4) The Company’s proposed annual financial budget, final accounts, balance sheet, profit and loss report and other financial reports;</li> <li>(5) Equity incentive schemes; and</li> <li>(6) Matters other than those to be passed by special resolution according to the laws, administrative regulations and the Articles of Association.</li> </ol>	<p>Article 83 The following matters shall be approved by ordinary resolution in the general meeting:</p> <ol style="list-style-type: none"> <li>(1) Report of the board of directors and the supervisory committee;</li> <li>(2) Proposals for profit distribution and for recovery of losses prepared by the board of directors;</li> <li>(3) Appointment and removal (excluding employees’ representative and supervisors), and remuneration and payment of remuneration for members of the board of directors and the supervisory committee;</li> <li>(4) The Company’s annual financial budget and final accounts;</li> <li>(5) The Company’s annual report;</li> <li>(6) The appointment and dismissal of auditors;</li> <li>(7) Matters other than those to be passed by special resolution according to the laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
79	<p>Article 78 The following matters shall be approved by special resolution in the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) To increase, or decrease the Company's share capital, issue any class of shares, warrants or other similar securities instruments;</li> <li>(2) To issue company bonds;</li> <li>(3) To decide on division, merger, dissolution or change in corporate form of the Company;</li> <li>(4) To amend the Company's Articles of Association;</li> <li>(5) Any matters in respect of the Company's purchase or sale of material assets accounting for more than thirty percent (30%) of the Company's latest audited total assets within one (1) year;</li> <li>(6) Any matters in respect of guarantees provided after the total amount of external guarantees provided by the Company has reached or exceeded thirty percent (30%) of the Company's latest audited total assets;</li> <li>(7) Matters of material importance to the Company which the shareholders' general meeting has decided, by ordinary resolution, should be approved by special resolution; and</li> <li>(8) Any other matters, which should be approved by special resolution, as required under the laws, administrative regulations and rules and the Listing Rules.</li> </ol>	<p>Article 84 The following matters shall be approved by special resolution in the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) To increase, or decrease the Company's registered capital;</li> <li>(2) To decide on division, spin-off, merger, change in corporate form, dissolution and liquidation of the Company;</li> <li>(3) To amend the Articles of Association;</li> <li>(4) The Company's purchase or sale of material assets or guarantee accounting for more than thirty percent (30%) of the Company's latest audited total assets within twelve (12) consecutive months;</li> <li>(5). Equity incentive plan;</li> <li>(6) Other matters that are stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association and the rules of procedures of the general meeting, as well as other matters of material importance to the Company which the general meeting has decided, by ordinary resolution, should be approved by special resolution.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
80	<p>Article 72 When shareholders (including proxies) vote in shareholders’ general meetings by exercising their voting rights in accordance with the number of shares held, they have one vote for each share held. However, shares held by the Company have no voting right and such portion of shares shall not be counted in the total number of shares with the right to vote in shareholders’ general meetings.</p> <p>When any resolutions in respect of related transaction is to be considered in shareholders’ general meetings, the related shareholders shall abstain from voting and the number of voting shares they represented shall not be counted in the total number of effective votes. The related shareholders may, if unable to abstain from voting under special circumstances, cast their votes in accordance with the normal procedures upon the unanimous consent of other non-related shareholders.</p> <p>When any resolutions in respect of the Company’s provision of guarantees to its shareholders or de factor controller or its related person is to be considered in shareholders’ general meetings, shareholders being controlled by the aforesaid shareholders or de factor controller shall abstain from voting on such resolution and such resolution shall be passed by the majority of the votes cast by other shareholders attending the meeting.</p> <p>Where any shareholder is, pursuant to the 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>	<p>Article 85 Shareholders (including proxies) exercise their voting rights by the number of shares they represent.</p> <p>When the general meeting considers major matters affecting the interests of small and medium investors, the votes of small and medium investors shall be counted separately (depending on the applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company’s shares are listed). The results of separate vote counting shall be disclosed to the public in a timely manner in accordance with applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company’s shares are listed.</p> <p>Shares held by the Company have no voting right and such portion of shares shall not be counted in the total number of shares with the right to vote in the general meeting.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
81	-	<p>Article 86 The board of directors, independent non-executive directors, shareholders of the Company holding more than one percent (1%) of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may solicit public voting rights of shareholders. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicitee. It is prohibited to solicit shareholders' voting rights in a paid or disguised form. Except for statutory conditions, the Company shall not propose a minimum shareholding restriction for the solicitation of voting rights.</p>
82	-	<p>Article 87 When the general meeting deliberates on related party transactions, the related shareholders shall not vote thereon, and the number of voting shares with voting rights represented by the related shareholder shall not be counted in the total number of valid voting shares. The announcement of resolutions of the general meeting shall adequately disclose voting by non-related shareholders.</p> <p>Where the Listing Rules stipulate that any shareholder must abstain from voting on a resolution or restrict any shareholder to vote only for (or against) a resolution, any breach of such requirement or restriction shall not be counted in the votes cast by or on behalf of such shareholder.</p> <p>If the applicable laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed provide otherwise on the matters mentioned in this Article, such provisions shall also apply.</p>
83	-	<p>Article 88 Except in special situations such as the Company being in a crisis, the Company shall not enter into agreements with any party other than the directors, general manager or other senior management personnel in which the entire or important operations of the Company shall be transferred to such party for management unless otherwise approved by special resolution(s) at the general meeting.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
84	-	<p data-bbox="863 300 1390 406">Article 89 The list of candidates for directors and supervisors shall be submitted to the general meeting for voting in the form of proposals.</p> <p data-bbox="863 449 1390 512">The methods and procedures for nominating directors and supervisors are as follows:</p> <p data-bbox="863 561 1390 1076">(1) The board of directors and shareholders who individually or jointly hold three percent (3%) or more of the Company’s issued shares may propose candidates for non-independent non-executive directors in the form of written proposals, but the number of nominees must comply with the provisions of the Articles of Association and must not exceed the number of candidates to be elected. After soliciting nominee’s opinion and reviewing his/her qualifications and determining the above-mentioned candidates through a resolution of the board of directors, the board of directors shall put forward proposals to the general meeting in writing.</p> <p data-bbox="927 1123 1390 1634">The board of directors, the supervisory committee, and shareholders who individually or jointly hold one percent (1%) or more of the Company’s issued shares may propose candidates for independent non-executive directors in the form of written proposals, but the number of nominees must comply with the provisions of the Articles of Association and must not exceed the number of candidates to be elected. After soliciting nominee’s opinion and reviewing his/her qualifications and determining the above-mentioned candidates through a resolution of the board of directors, the board of directors shall put forward proposals to the general meeting in writing.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
		<p>(2) The supervisory committee and shareholders who individually or jointly hold more than three percent (3%) of the total number of shares with voting rights issued by the Company may propose candidates for supervisors who are not represented by employees in writing, but the number of nominees must comply with the provisions of the Articles of Association and shall not exceed the number of candidates to be elected. After soliciting the nominee’s opinion and reviewing his qualifications and determining the above-mentioned candidates through a resolution of the supervisory committee, the supervisory committee shall submit a proposal to the general meeting in writing.</p> <p>Supervisors serving as employee representatives on the supervisory committee shall be democratically elected by the employees of the Company.</p> <p>(3) In case of temporary addition of directors or supervisors who are not represented by employees, the board of directors and the supervisory committee shall propose to the general meeting for election or replacement.</p> <p>(4) If the applicable laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company’s shares are listed provide otherwise on the methods and procedures for the nomination of directors and supervisors, such provisions shall apply.</p> <p>The board of directors shall make announcements on the resumes and basic information of the director and supervisor candidates to the shareholders.</p> <p>The general meeting shall vote on each director and supervisor candidate one by one.</p>
85	-	<p>Article 90 When the meeting deliberates the proposals, no amendment of proposal shall be made. Otherwise, the relevant changes shall be regarded as a new proposal which cannot be submitted to the current general meeting for voting.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
86	–	Article 91 The same voting right can only choose one type of voting methods among onsite, internet or other means (if any). In the event of duplication of voting of the same voting right, the first vote shall prevail.
87	–	Article 92 The general meeting shall vote by open ballot.
88	–	<p>Article 93 Prior to voting on proposals, the general meeting shall elect two (2) representatives (if any) of the shareholders to participate in the counting and scrutinising of voting. In the event when the deliberation items are related to the shareholders, the relevant shareholders and proxies shall not participate in the counting and scrutinising of voting.</p> <p>When the general meeting carry out voting on the proposals, the lawyers (if any) and representatives of the shareholders and supervisors (if any) and other relevant persons appointed under the Listing Rules shall, in accordance with the Listing Rules, be jointly responsible for the counting and scrutinising of votes and shall announce the voting results at the site. The voting results of the resolutions shall be recorded in the minutes of the meeting.</p> <p>The Company’s shareholders or proxies who cast their votes through the internet or other methods (if any) have the right to check their own voting results by means of the corresponding voting systems.</p>
89	–	<p>Article 94 The closing time of the general meeting on-site shall not be earlier than that of the internet or other means (if any), and the chairman of the meeting shall announce the voting information and result of each proposal and shall decide whether the proposal is approved or not based on the voting result and shall record in the minutes.</p> <p>Prior to the official announcement of the voting result, all relevant parties involved in the onsite, internet and other voting means (if any) of the meeting such as the company, the tellers, the scrutineers, the major shareholders and the network service provider have the obligation of confidentiality on the voting information.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
90	–	<p>Article 95 The shareholders attending the general meeting shall express one of the following opinions on the proposals: agree, disagree or abstain. Except for the securities depository and clearing institution, as the nominee holder (if any) of the stocks under the Stock Connect between the Mainland and Hong Kong who declare in accordance with the intention of the actual holder.</p> <p>Unfilled, misfiled, unidentifiable and uncast votes shall all be regarded as the voter abstaining their rights to vote and the voting results of their shares held shall be counted as “abstain”.</p>
91	<p>Article 82 If the chairman of the meeting has any doubt about the voting result of a resolution, he may request a vote count. If the chairman of the meeting has not carried out any vote count and the shareholders or their proxies disagree with the result announced by the chairman, they have the right to request a vote count immediately after the announcement. The chairman shall immediately carry out the vote count as per request.</p>	<p>Article 96 If the chairman of the meeting has any doubt about the results of resolutions submitted for voting, they may organize a count of the votes cost; if the chairman of the meeting does not conduct a count shareholders or shareholders representatives present at the meeting who object to announced results have the right to immediately request a count after the announcement of the voting results, and the chairman of the meeting should immediately organize the count. If vote counting is carried out at the general meeting, the results shall be recorded in the meeting minutes.</p>
92	<p>Article 83 If vote counting is carried out at the meeting, the result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting, together with the sign-in book of attending shareholders and proxy forms shall be kept at the Company’s legal address.</p>	
93	–	<p>Article 97 The resolutions of the general meeting shall be announced in a timely manner in accordance with applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed. The announcement shall state clearly the number of shareholders and proxies attending the meeting, the total number of shares with voting rights, their proportion to the Company’s total voting shares, the voting methods, the voting results of each proposal and the specific contents of each resolution passed.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
94	–	Article 98 Special note shall be made in the announcement of the general meeting's resolutions in accordance with applicable laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed in regard to unapproved proposals or resolutions of the previous meetings being altered in the current general meeting.
95	–	Article 99 When the general meeting approves proposals on the election of directors and supervisors, the newly-appointed directors and supervisors shall take office at the end of the general meeting.
96	–	Article 100 When the general meeting approves proposals relating to cash dividends, bonus shares or the transfer of capital reserves into capital, the Company shall implement specific proposals within two (2) months upon completion of the general meeting.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
97	<p>Article 120 Persons in any one of the following categories may not serve as directors, supervisors, general manager, or other senior management officers of the Company:</p> <ol style="list-style-type: none"> <li>(1) Persons without civil capacity or with restricted civil capacity;</li> <li>(2) Persons who have committed an offense of corruption, bribery, taking of property, misappropriation of property or destruction of the social economic order, and who have been sentenced to criminal punishment, where less than five (5) years have elapsed since the date of the completion of the sentence; or persons who have been deprived of their political rights due to a criminal offense, where less than five years have elapsed since the date of the completion of implementation of that deprivation;</li> <li>(3) Persons who are former directors, factory managers, or managers of a company or enterprise which has become bankrupt and been liquidated due to mismanagement and who are personally liable for the bankruptcy of such a company or enterprise, where less than three (3) years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;</li> <li>(4) Persons who were legal representatives of a company or enterprise which had its business license revoked due to violation of the law and who are personally liable, where less than three (3) years have elapsed since the date of the revocation of the business license;</li> <li>(5) Persons who have a relatively large amount of debt due and outstanding;</li> <li>(6) Persons who are under investigation by the legal department due to a criminal offense, and the investigation has not yet been completed;</li> <li>(7) Persons who cannot be the leader of an enterprise under the laws and administrative regulations;</li> </ol>	<p>Article 101 The directors of the Company include executive directors, non-executive directors and independent non-executive directors. Executive directors refer to directors who hold business management positions within the Company. Non-executive directors refer to directors who do not hold business management positions in the Company and are not independent according to law. Independent non-executive directors refer to directors who comply with the provisions of Section 2 of Chapter V of the Articles of Association.</p> <p>Directors of the Company are natural persons, they in any one of the following categories may not serve as directors of the Company:</p> <ol style="list-style-type: none"> <li>(1) Persons without civil capacity or with restricted civil capacity;</li> <li>(2) Persons who have committed an offense of corruption, bribery, taking of property, misappropriation of property or destruction of the socialist market economic order, and who have been sentenced to criminal punishment, where less than five (5) years have elapsed since the date of the completion of the sentence; or persons who have been deprived of their political rights due to a criminal offense, where less than five (5) years have elapsed since the date of the completion of implementation of that deprivation;</li> <li>(3) Persons who are former directors, factory managers, or managers of a company or enterprise which has become bankrupt and been liquidated and who are personally liable for the bankruptcy of such a company or enterprise, where less than three (3) years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;</li> <li>(4) Persons who were legal representatives of a company or enterprise which had its business license revoked due to violation of the law and who are personally liable, where less than three (3) years have elapsed since the date of the revocation of the business license;</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
	<p>(8) Non-natural person; or</p> <p>(9) Persons who have been convicted by the regulatory body of breach of the relevant securities regulations, and who have involved in fraud or dishonest acts, and less than five (5) years have since elapsed since the commitment of the fraudulent or dishonest act.</p>	<p>(5) Persons who have a relatively large amount of debt due and outstanding;</p> <p>(6) Those who have been banned from entering the securities market by the CSRC, and the time limit has not expired;</p> <p>(7) Other contents stipulated by laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed.</p> <p>If a director is elected or appointed in violation of the provisions of this Article, the election, appointment or engagement shall be invalid. If a director falls under the circumstance specified in this Article during his term of office, the Company shall remove him from his position.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
98	<p>Article 94 Directors are elected in shareholders’ general meetings. The term of service is three years (commencing from the approval date of election). After completion of a term, a director can stand for re-election. The term of office of directors shall commence on the date of their appointment and terminate upon expiry of the term of office of the current board of directors.</p> <p>In the event of failure to timely call for re-election on the expiry of term of office of directors, the original directors shall, prior to the assumption of office by re-elected directors, continue to perform their duties as directors in accordance with the provisions of the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Any notice of intention to propose a person for election as a director and any notice by such person of his willingness to be elected shall be given no earlier than the day after the despatch of the notice of the meeting appointed for such shareholders’ meeting and no later than seven (7) days prior to the date of such meeting.</p> <p>Chairman and vice chairman are elected and dismissed by more than half of all of the directors. The term of service is three years. They can stand for re-election after their term is completed.</p> <p>The shareholders’ general meeting, in accordance with the premises of adhering to the relevant laws and administrative regulations, may dismiss any director whose term is not completed by ordinary resolution (any request for contract indemnity is not affected.)</p> <p>Directors may tender resignation prior to the expiry of term of office. Directors shall tender a written resignation to the board of directors.</p> <p>If the quorum of the board of the directors falls below the required number as a result of the resignation of a director, the former director shall perform the duties as a director in accordance with the laws, administrative regulations, department rules and the Articles of Association prior to the engagement of a new director. When the vacancy of the board of directors does not exceed the required minimum number, the board of director is entitled to appoint any person as a director to fill the temporary vacancy of the board of directors. The term of office of such temporary director shall be expired till the next annual general meeting and he can stand for re-election.</p> <p>Save as provided above, resignation of a director shall take effect upon the submission of a written resignation to the board of directors.</p> <p>Directors need not hold any shares of the Company.</p> <p>The chairman, vice chairman and the directors may hold the positions of general manager, deputy general manager and other senior management positions at the same time.</p>	<p>Article 102 Directors are elected or replaced by the general meeting, and may be removed from their positions by the general meeting before the expiration of their term of office (but such removal does not affect the director’s claim for damages under any contract). The term of office of a director shall be three (3) years, and upon expiration of the term, he may be re-elected in accordance with the provisions of the securities regulatory rules of the place where the Company’s shares are listed.</p> <p>The term of service of the directors shall commence on the date of assumption of office and shall end on the expiry of the current term of service of the directors. If a director’s term of service expires but a new director is not yet appointed, the original director shall continue to perform the director’s duties according to the laws, administrative regulations, departmental regulations, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association until the newly elected director’s appointment comes into effect.</p> <p>A director may be concurrently served by general manager or other senior management personnel. But the total number of directors who also hold the position of general managers or other senior management personnel and the directors who are representatives of employees shall not exceed one half (1/2) of the total number of directors of the Company.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
99	-	<p>Article 103 Directors shall comply with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and the following faithful obligations to the Company that they shall not:</p> <ol style="list-style-type: none"> <li>(1) Misuse their power to receive bribes or other illegal income, nor misappropriate the assets of the Company;</li> <li>(2) Misappropriate the funds of the Company;</li> <li>(3) Deposit the assets or funds of the Company in the account under its individual name or under the name of other individuals;</li> <li>(4) Violate the requirements of the Articles of Association and make loans to others using the funds of the Company, nor provide guarantee to others by securing the assets of the Company without obtaining the approval at the general meeting and from the board of directors;</li> <li>(5) Violate the rules of the Articles of Association and enter into contracts or transactions with the Company without obtaining the approval at the general meeting;</li> <li>(6) Take advantage of its power to seek business opportunities that belong to the Company for its own or for others, nor engage in or procure others to engage in businesses similar to the Company without obtaining the approval at the general meeting;</li> <li>(7) Accept nor appropriate the commission from the transaction of the Company as its own;</li> <li>(8) Disclose the confidentiality of the Company without authorization;</li> <li>(9) Prejudice the interests of the Company using its connected relationships;</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
		<p>(10) Other faithful obligations stated in the laws, administrative regulations, department rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>Any income arising therefrom of the directors in breach of this Article shall be for the benefit of the Company; and they shall be liable to any loss of the Company arising therefrom.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
100	-	<p>Article 104 Directors shall comply with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association, and shall have the following obligations of diligence to the Company that they shall:</p> <ol style="list-style-type: none"> <li data-bbox="863 527 1390 810">(1) Exercise the rights granted by the Company in a prudent, conscientious and diligent manner to ensure that the commercial actions of the Company are in compliance with the national laws, administrative regulations and the requirements of various national economic policies and that the commercial activities are within the business scope stated in the business license;</li> <li data-bbox="863 863 1390 889">(2) Treat all shareholders fairly;</li> <li data-bbox="863 942 1390 1002">(3) Understand the business, operating and management conditions of the Company in a timely manner;</li> <li data-bbox="863 1055 1390 1300">(4) Sign and issue a written confirmation on the regular report of the Company in accordance with the applicable laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company’s shares are listed to ensure that the information disclosed by the Company is true, accurate and complete;</li> <li data-bbox="863 1353 1390 1527">(5) Provide the relevant conditions and information that is in accordance with the facts to the supervisory committee and shall not hinder the exercise of authority by the supervisory committee or the supervisors;</li> <li data-bbox="863 1581 1390 1747">(6) Other obligations of diligence as stated in the laws, administrative regulations, department rules, securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.</li> </ol>

<b>Number</b>	<b>Original Articles of Association</b>	<b>Proposed Amendments to the Articles of Association</b>
101	-	Article 105 Where the director fails to attend the board meeting in person or authorize another director to attend the meeting on his/her behalf for two (2) times consecutively, it shall be deemed that such director cannot perform his/her duties, and the board of directors shall propose the general meeting to replace such director. Subject to the securities regulatory rules of the place where the Company's shares are listed, directors who attend board meetings through Internet, video, telephone or other means with the same effect are also deemed to have attended in person.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
102	<p>Article 94 Directors are elected in shareholders’ general meetings. The term of service is three years (commencing from the approval date of election). After completion of a term, a director can stand for re-election. The term of office of directors shall commence on the date of their appointment and terminate upon expiry of the term of office of the current board of directors.</p> <p>In the event of failure to timely call for re-election on the expiry of term of office of directors, the original directors shall, prior to the assumption of office by re-elected directors, continue to perform their duties as directors in accordance with the provisions of the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Any notice of intention to propose a person for election as a director and any notice by such person of his willingness to be elected shall be given no earlier than the day after the despatch of the notice of the meeting appointed for such shareholders’ meeting and no later than seven (7) days prior to the date of such meeting.</p> <p>Chairman and vice chairman are elected and dismissed by more than half of all of the directors. The term of service is three years. They can stand for re-election after their term is completed.</p> <p>The shareholders’ general meeting, in accordance with the premises of adhering to the relevant laws and administrative regulations, may dismiss any director whose term is not completed by ordinary resolution (any request for contract indemnity is not affected.)</p> <p>Directors may tender resignation prior to the expiry of term of office. Directors shall tender a written resignation to the board of directors.</p> <p>If the quorum of the board of the directors falls below the required number as a result of the resignation of a director, the former director shall perform the duties as a director in accordance with the laws, administrative regulations, department rules and the Articles of Association prior to the engagement of a new director. When the vacancy of the board of directors does not exceed the required minimum number, the board of director is entitled to appoint any person as a director to fill the temporary vacancy of the board of directors. The term of office of such temporary director shall be expired till the next annual general meeting and he can stand for re-election.</p> <p>Save as provided above, resignation of a director shall take effect upon the submission of a written resignation to the board of directors.</p> <p>Directors need not hold any shares of the Company.</p> <p>The chairman, vice chairman and the directors may hold the positions of general manager, deputy general manager and other senior management positions at the same time.</p>	<p>Article 106 Directors may resign prior to the expiry of term of office. Directors shall submit a written resignation to the board of directors. The board of directors shall disclose the relevant details within the period specified by the securities regulatory rules of the place where the Company’s shares are listed.</p> <p>If the resignation of the board of the directors falls below the required number as a result of resignation of director, the former director shall perform the duties as director in accordance with the laws, administrative regulations, department rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association prior to the engagement of new director.</p> <p>Save as provided above, resignation of director shall take effect upon the submission of written resignation to the board of directors.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
103	–	<p>Article 107 Directors shall complete all handover procedures to the board of directors upon the coming into effect of the resignation or expiry of term of office, its duties of diligence towards the Company and shareholders shall not be released immediately upon the end of term of office; The directors' obligation to keep the confidentiality of the Company's trade secrets remains in effect after their terms of office end until the secrets become public information; The duration of other obligations, if not stipulated in the employment contract, shall be determined in accordance with the principle of fairness, depending on the length of time between the occurrence of the event and the departure, and the circumstances and conditions under which the relationship with the Company ends.</p>
104	–	<p>Article 108 Unless otherwise stated in the Articles of Association or without the valid authorization from the board of directors, no director may act on behalf of the Company or the board of directors under its own name. When acting under its own name, such director shall declare its position and capacity in advance if the third party reasonably considers that such director is acting on behalf of the Company or the board of the directors.</p>
105	–	<p>Article 109 The director who performs his/her duties with the Company, violates any laws, administrative regulations, department rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and causes losses to the Company, shall be liable for compensation,</p>
106	–	<p>Article 110 The Company shall establish an independent non-executive director system. Independent non-executive directors refer to directors who do not hold positions other than directorship in the Company and have no relationship with the Company and its substantial shareholders that may hinder their independent and objective judgment.</p> <p>Each term of office of an independent non-executive Director is three (3) years and may be re-elected upon expiry of the term, provided that the maximum term of re-election shall comply with the Listing Rules.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
107	-	<p>Article 111 Independent non-executive directors shall meet the following basic requirements:</p> <ol style="list-style-type: none"> <li data-bbox="863 412 1401 555">(1) Having the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations, departmental rules, the Listing Rules and other applicable provisions;</li> <li data-bbox="863 597 1401 704">(2) Having the independence as required by the listing rules of the stock exchange where the Company's shares are listed;</li> <li data-bbox="863 746 1401 853">(3) Possessing the basic knowledge of the operation of listed companies and be familiar with relevant laws, administrative regulations, rules and regulations;</li> <li data-bbox="863 895 1401 959">(4) Other conditions stipulated in the Articles of Association.</li> </ol>
108	-	<p>Article 112 There shall be at least one (1) accounting professional among the independent non-executive directors of the Company. Independent non-executive directors shall faithfully perform their duties, safeguard the interests of the Company, and pay particular attention to not harming the legitimate rights and interests of public shareholders to ensure that the interests of all shareholders are fully represented.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
109	–	<p>Article 113 Independent non-executive directors shall have the following special powers in addition to the powers conferred by the Company Law and other relevant laws, administrative regulations, the Listing Rules and the Articles of Association:</p> <ol style="list-style-type: none"> <li data-bbox="863 527 1390 634">(1) Proposing to the board of directors or the general meeting for the appointment or dismissal of an accounting firm;</li> <li data-bbox="863 676 1390 740">(2) Proposing to the board of directors to convene an extraordinary general meeting;</li> <li data-bbox="863 783 1390 846">(3) Proposing the convening of a meeting of board of directors;</li> <li data-bbox="863 900 1390 1112">(4) Subject to the consent of all independent non-executive directors, independently engaging external audit institutions or consulting institutions to audit and consult on specific matters of the Company, and the relevant expenses shall be borne by the Company.</li> </ol>
110	–	<p>Article 114 Independent non-executive directors may not be removed from office without justifiable reasons before their term of office expires. In case of early dismissal, the Company shall disclose it as a special disclosure matter.</p> <p>If an independent non-executive director fails to attend the meeting of the board of directors in person for three (3) consecutive times, the board of directors may request the general meeting to replace him.</p>
111	–	<p>Article 115 Where the independent non-executive directors system is not stipulated in this section, the relevant provisions of relevant laws, administrative regulations, departmental rules and the Listing Rules shall apply.</p>
112	–	<p>Article 116 The Company grants appropriate allowances to independent non-executive directors. The standard of allowance shall be determined by the general meeting.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
113	–	Article 117 Unless otherwise stipulated by laws, administrative regulations and the Articles of Association, the provisions on directors in Section 1 above in the Articles of Association shall apply to independent non-executive directors.
114	–	Article 118 The Company shall set up a board of directors which shall be accountable to the general meeting.
115	<p>Article 93 The Company shall have a board of directors consisting of eleven directors, which shall include one chairman and may include one or two vice chairman.</p> <p>The board should have over half (1/2) (including half (1/2)) outside directors (the directors which are not working in the company), and over one-third (1/3) independent non-executive directors (the directors which are independent to the shareholders and not working in the company).</p>	<p>Article 119 The board of directors consists of eleven (11) directors, including one (1) chairman and one (1) to two (2) vice-chairmen. The chairman and vice-chairman shall be elected by the board of directors with more than half of all directors.</p> <p>At any time, the number of independent non-executive directors shall not be less than three (3) and shall represent more than one third (1/3) of the total number of the board of directors.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
116	<p>Article 95 The board of directors is responsible to the shareholders' general meeting and exercise the following powers:</p> <ol style="list-style-type: none"> <li>(1) To convene the shareholders' general meeting and report on its work to the meeting;</li> <li>(2) To implement the resolutions of the shareholders' general meeting;</li> <li>(3) To decide on the Company's business and investment plans;</li> <li>(4) To formulate the Company's proposed annual financial budget and final accounts;</li> <li>(5) To formulate the Company's proposals for distribution of profits and recovery of losses;</li> <li>(6) To formulate proposals for the increase or reduction of the Company's registered capital, the issue of corporate bonds and other securities, and listing;</li> <li>(7) To prepare plans for the merger, division, dissolution or change in corporate form of the Company;</li> <li>(8) To decide on the Company's internal management structure;</li> <li>(9) To appoint or dismiss the Company's general manager and secretary for the board, and based on the general manager's recommendation, to appoint or dismiss deputy general manager and other senior management personnel, and to decide on their remuneration;</li> <li>(10) To formulate the Company's basic management system;</li> <li>(11) To formulate the plan to amend the Articles of Association;</li> <li>(12) To prepare the Company's plans for major acquisition or sale;</li> </ol>	<p>Article 120 The board of directors exercise the following powers:</p> <ol style="list-style-type: none"> <li>(1) To convene the general meeting and report on its work to the meeting;</li> <li>(2) To implement the resolutions of the general meeting;</li> <li>(3) To decide on the Company's business plans and investment plans;</li> <li>(4) To formulate the Company's plans of annual financial budget and final accounts;</li> <li>(5) To formulate the Company's proposals for distribution of profits and recovery of losses;</li> <li>(6) To formulate proposals for the increase or reduction of the Company's registered capital, the issue of shares, bonds or other securities, and listing plan;</li> <li>(7) To draft the plans for material acquisition, acquisition of stocks of the Company, or merger, splitting, dissolution and change in corporate form of the Company;</li> <li>(8) To decide issues concerning investments to external parties, asset acquisition and disposal, asset pledge, guarantee for external parties, wealth management by third parties, related party transactions and external donations within the power delegated by the general meeting;</li> <li>(9) To decide on the establishment or cancellation of the Company's internal management organs, branch office or representative office;</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
	<p>(13) To evaluate and determine the nature and extent of the risks it is willing to take in achieving the Company’s strategic objectives;</p> <p>(14) To ensure the establishment and maintenance of appropriate and effective risk management and internal control systems;</p> <p>(15) To oversee management in the design, implementation and monitoring of the risk management and internal control systems;</p> <p>(16) To make proposals to shareholders’ general meeting on the appointment, re-appointment or dismissal of accounting firms undertaking the audit of the Company; and</p> <p>(17) Other powers conferred by the Articles of Association and the shareholders’ general meeting.</p> <p>Other than sections 6, 7 and 11 in this article, which must be approved by more than two thirds of the directors, other sections above may be approved by more than half of the directors.</p>	<p>(10) To decide on the appointment or dismissal of the general manager, the secretary to the board of directors and other senior management personnel of the Company according to the nomination of the chairman of the board of directors, and decide on their remuneration, rewards and punishments; According to the nomination of the general manager, decide to appoint or dismiss the Company’s deputy general manager, chief financial officer and other senior management personnel, and decide on their remuneration, rewards and punishments;</p> <p>(11) To prepare basic management rules of the Company;</p> <p>(12) To prepare revision plans for the Articles of Association;</p> <p>(13) To propose to the general meeting to appoint or replace the accounting firm that provides the Company with annual financial report auditing services;</p> <p>(14) To listen to the work report of the general manager of the Company and inspect the work of the general manager;</p> <p>(15) To decide on the establishment of special committees of the board of directors and their members;</p> <p>(16) To consider the acquisition of the Company’s shares in accordance with the circumstances specified in Items (3), (5) and (6) of Article 24 of the Articles of Association;</p> <p>(17) Other powers conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.</p> <p>Except for items (6), (7), (12) and (16), which are required to be approved by more than two-thirds (2/3) of the directors, the rest can be approved by more than half of the directors.</p> <p>When the board of directors consider the external guarantee matters mentioned in Article 48 of the Articles of Association, in addition to the consideration and approval of more than half of all directors, it shall also be considered and approved by more than two-thirds (2/3) of the directors present at the meeting of the board of directors.</p> <p>Matters exceeding the scope authorized by the general meeting shall be submitted to the general meeting for consideration.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
117	-	<p>Article 121 The board of directors of the Company shall set up an audit committee, a nomination committee, a remuneration committee, and a strategy committee, and set up other special committees as needed. Special committees are responsible to the board of directors, perform their duties in accordance with the Articles of Association and the authorization of the board of directors, provide consultation and suggestions on major decisions of the board of directors and matters within the scope of the chairman's authorization of the board of directors, and submit proposals to the board of directors for deliberation and decision. The board of directors shall separately formulate the rules of procedure for the special committees of the board of directors on the composition, responsibilities and procedures of the special committees. Special committees shall not make any resolutions in the name of the board of directors, but may exercise decision-making power on authorized matters according to the authorization of the general meeting or the board of directors.</p> <p>The members of the special committees shall consist entirely of directors, among which the majority of the Audit Committee, the Nomination Committee and the Remuneration Committee shall consist of independent non-executive directors. The Audit Committee and the Remuneration Committee shall be chaired by independent non-executive directors, and the Nomination Committee shall be chaired by the chairman of the board of directors or an independent non-executive director. The board of directors is responsible for formulating the work rules of special committees and standardizing the operation of special committees.</p> <p>The establishment and composition of special committees shall continue to comply with laws, administrative regulations, departmental rules and the Listing Rules.</p>
118	-	<p>Article 122 The board of directors of the Company shall, in accordance with the provisions of laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed, provide an explanation to the general meeting in respect of any non-standard audit opinions issued by certified public accountant on the financial statements of the Company.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
119	-	<p>Article 123 The board of directors shall formulate the rules of procedures for meetings of the board of directors to ensure implementation of the resolutions of the general meeting, improve the efficiency of work and ensure scientific decision-making.</p> <p>The rules of procedures for the board of directors stipulate the convening and voting procedures of the meetings of the board of directors, and as an appendix to the Articles of Association, the rules of procedures for the board of directors shall be formulated by the board of directors and approved by the general meeting.</p>
120	-	<p>Article 124 The board of directors shall determine the authority for external investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted wealth management, related transactions, external donations, etc., and establish strict review and decision-making procedures; significant investment projects shall be reviewed by relevant experts and professionals, and reported to the general meeting for approval.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
121	<p>Article 97 The chairman may exercise the following powers:</p> <ol style="list-style-type: none"> <li>(1) To preside over shareholders’ general meetings and convene and preside over meetings of the board of directors;</li> <li>(2) To check on the implementation of the resolutions of the board of directors;</li> <li>(3) To sign the Company’s securities; and</li> <li>(4) To exercise other powers authorised by the board of directors.</li> </ol> <p>The vice chairman shall assist the chairman in his work. If the chairman is unable or unwilling to perform his duties, the vice chairman shall act on his behalf. If the vice chairman is unable or unwilling to perform his duties, a director jointly elected by more than one-half (1/2) of the directors shall act on his behalf.</p>	<p>Article 125 The chairman of the board of directors may exercise the following powers:</p> <ol style="list-style-type: none"> <li>(1) To preside over general meetings and convene and preside over meetings of the board of directors;</li> <li>(2) To supervise and inspect the implementation of the resolutions of the board of directors;</li> <li>(3) To sign stocks, corporate bonds and other negotiable securities issued by the Company;</li> <li>(4) To sign important documents of the board of directors and other documents that shall be signed by the legal representative of the Company;</li> <li>(5) To exercise the special rights of disposal of the Company’s affairs in compliance with the law and the Company’s interests in the event of a force majeure emergency such as a special natural disaster, and report to the Company’s board of directors and the general meeting in a timely manner after the event;</li> <li>(6) Other powers specified by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association or conferred by the board of directors.</li> </ol> <p>The chairman of the board of directors shall convene a meeting with the independent non-executive directors at least once a year at which no other directors are present.</p>
122		<p>Article 126 The vice chairman of the board of directors of the Company shall assist the chairman of the board of directors in work. When the chairman of the board of directors is unable to or does not carry out his duties, they shall be carried out by the vice chairman of the board of directors (if the Company has two (2) vice chairmen of the board of directors, then these duties shall be carried out by the vice chairman of the board of directors nominated by not less than one half of the directors). Where the vice chairman of the board of directors is unable to or does not carry out his duties, not less than one half of the directors shall nominate one (1) director to carry out the duties.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
123	<p>Article 98 The board of directors shall meet at least twice (2) a year. The chairman convenes the meeting and shall notify all directors and supervisors ten (10) days before the meeting.</p> <p>Shareholders representing ten percent (10%) or more of the voting rights, more than one-third (1/3) of the directors, the supervisory committee, two (2) or more independent non-executive directors, or the general manager may propose for convening an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over the meeting within ten (10) days upon the receipt of such proposal.</p> <p>If there is any special provision in the listing rules of the place where the Company’s shares are listed, such provision shall prevail.</p>	<p>Article 127 The board of directors shall convene at least two (2) meetings each year, and it shall be convened by the chairman of the board of directors.</p> <p>Article 128 An interim meeting of the board of directors may be convened by shareholders representing one-tenth (1/10) of the voting rights or directors or supervisors representing one-third (1/3) of the voting rights. The chairman of the board of directors shall convene and chair the interim meeting of the board of directors within ten (10) days from the receipt of such proposal.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
124	–	<p>Article 129 The notice for convening regular meetings or interim meetings of the board of directors shall be delivered by personal service, or by fax, express mail, or other electronic communication methods (if it is not delivered directly, it should be confirmed by telephone and recorded accordingly); the time limit for notice: notice of the regular meeting of the board of directors shall be given fourteen (14) days before the meeting (excluding the day of the meeting), and notice of the interim meeting of the board of directors shall be given ten (10) days before the meeting (excluding the day of the meeting) (if the board of directors deems it necessary in case of emergency, the interim meeting of the board of directors may give shorter notice, which, in principle, shall be not less than two (2) days in advance); in the case of compliance with the securities regulatory rules of the place where the Company's shares are listed, the above time limit for notice may be waived with the consent of the directors of the Company.</p> <p>If an emergency occurs and it is necessary to convene an interim meeting of the board of directors as soon as possible, a notice of the meeting may be issued at any time by telephone or other oral means, but the convener shall explain at the meeting and record it in the minutes of the meeting.</p>
125	–	<p>Article 130 A notice of meeting of the board of directors shall include the following contents:</p> <ol style="list-style-type: none"> <li data-bbox="863 1364 1171 1395">(1) Date and venue of meeting;</li> <li data-bbox="863 1438 1126 1470">(2) Period of the meeting;</li> <li data-bbox="863 1513 1102 1544">(3) Reasons and topics;</li> <li data-bbox="863 1587 1166 1619">(4) Date of issuance of notice.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
126	–	<p>Article 131 A meeting of the board of directors shall be attended by more than one half of the directors. Resolutions made by the board of directors must be passed by more than half of all directors, but if the applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and Articles of Association stipulate otherwise, such provisions shall prevail.</p> <p>As for the voting on a resolution of the board of directors, each director shall have one vote.</p>
127	–	<p>Article 132 Any director who is related to the company involved in the resolution of the meeting of the board of directors shall not exercise the voting rights on such resolution, and shall not exercise the voting rights on behalf of any other director either. The meeting of the board of directors may be convened when over 50% of non-related directors are present. Resolution of the meeting of the board of directors is subject to the approval of over 50% of non-related directors. Where less than three (3) non-related directors are present at the meeting of the board of directors, the Company shall submit the issue to the general meeting for deliberation.</p> <p>The specific voting of the board of directors on the connected transactions under the Listing Rules shall comply with the relevant provisions of the Listing Rules.</p>
128	–	<p>Article 133 The voting methods for resolutions of the board of directors are: Voting by show of hands or open ballot in writing.</p> <p>On the premise that the directors can fully express opinions and comply with the provisions of the securities regulatory rules of the place where the Company's shares are listed, the interim meeting of the board of directors may be conducted by fax, telephone or video conference or other methods with the same effect, and a resolution shall be made and signed by the directors participating in the meeting (the directors who sign by fax, email, etc. have the same effect).</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
129	-	<p>Article 134 Directors shall attend meetings of the board of directors in person. If any director cannot attend the meeting for any reason, he may authorize in writing another director to act on his behalf. The power of attorney shall set out the name of the proxy, the matters represented, scope of authorization and validity period, and shall be signed or sealed by the appointing director. The appointed director who attends the meeting shall exercise the director’s duties within the scope of authorization. If a director does not attend a meeting of the board of directors in person and does not appoint a proxy to attend the meeting, he shall be deemed to have waived the voting rights at the meeting.</p> <p>One (1) director shall not be entrusted by more than two (2) directors to attend the meeting on his behalf at a board meeting. Independent non-executive Directors may only entrust independent non-executive Directors to attend meetings.</p>
130	-	<p>Article 135 The board of directors shall record the resolutions passed in the meetings as minutes of the meetings. The directors attending the meetings shall sign on the minutes of the meetings.</p> <p>The minutes of meeting of the board of directors shall be kept as a company file for a period of no less than ten (10) years.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
131	–	<p>Article 136 The minutes of the meeting of the board of directors shall include the following details:</p> <ol style="list-style-type: none"> <li>(1) Date of the meeting, venue and name of the convener;</li> <li>(2) Name of directors attending the meeting and name of the directors (proxies) appointed to attend the meeting of the board of directors;</li> <li>(3) Meeting agenda;</li> <li>(4) Key points made by the directors;</li> <li>(5) Means of voting and results for each of the resolutions (results of the resolutions shall include the number of votes for, against or abstained);</li> <li>(6) Other matters that the directors present at the meeting deem necessary to be recorded.</li> </ol>
132	–	<p>Article 137 The Company shall have one (1) general manager, several deputy general managers, one (1) chief financial officer and one (1) secretary to the board of directors, all of whom shall be appointed or dismissed by the board of directors.</p> <p>The general manager, deputy general manager, chief financial officer and secretary to the board of directors of the Company are senior management personnel of the Company. Candidates for senior management personnel other than the general manager shall be nominated by the general manager. Directors may concurrently serve as general managers or other senior management personnel.</p>
133	–	<p>Article 138 The circumstances with respect to disqualified directors in Article 101 of the Articles of Association shall also apply to senior management personnel.</p> <p>The obligations of loyalty of directors stipulated in Article 103 and the obligations of diligence stipulated in Items (4), (5), (6) under Article 104 of the Articles of Association shall also apply to senior management personnel.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
134	-	<p data-bbox="863 300 1382 438">Article 139 Any person who has other administrative duties, other than acting as director or supervisor, in an entity of controlling shareholder of the Company is not allowed to act as senior management officers of the Company.</p> <p data-bbox="863 485 1382 623">The senior management personnel of the Company only received remuneration from the Company, and no remuneration shall be paid by the controlling shareholder on behalf of the Company.</p>
135	-	<p data-bbox="863 657 1382 744">Article 140 The general manager shall serve a term of three (3) years and may be re-appointed upon expiration of the term.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
136	<p>Article 108 The general manager of the Company is responsible to the board of directors and exercise the powers below: he is to</p> <ol style="list-style-type: none"> <li>(1) Preside over the Company’s management work in production and operation; to organize and implement board resolutions;</li> <li>(2) Organize and implement the Company’s annual operational plan and investment strategy;</li> <li>(3) Formulate the Company’s plan for installing internal management structure;</li> <li>(4) Formulate the Company’s basic management system;</li> <li>(5) Formulate the Company’s basic regulations;</li> <li>(6) Offer suggestion to hire or dismiss assistant general managers and other senior management personnel (including the chief financial officer);</li> <li>(7) Design, implement and monitor the risk management and internal control systems;</li> <li>(8) Provide a confirmation to the board on the effectiveness of the risk management and internal control systems;</li> <li>(9) Hire and dismiss management staff who fall outside the scope of the board’s hiring and dismissal powers; and</li> <li>(10) Exercise other powers conferred by the Articles of Association and the board of directors.</li> </ol>	<p>Article 141 The general manager of the Company is responsible to the board of directors and exercise the powers below:</p> <ol style="list-style-type: none"> <li>(1) To preside over the Company’s management work in production and business; to organize and implement resolutions of the board of directors, and report to the board of directors;</li> <li>(2) To organize and implement the Company’s annual operational plan and investment strategy;</li> <li>(3) To formulate the Company’s plan for installing internal management structure, branch office or representative office;</li> <li>(4) To formulate the Company’s basic management system;</li> <li>(5) To formulate the Company’s specific rules;</li> <li>(6) To propose to the board of directors the appointment or dismissal of the Company’s other senior management personnel;</li> <li>(7) To decide to appoint and dismiss management staff other than those hired or dismissed by the Board; and</li> <li>(8) To exercise other powers conferred by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed, the Articles of Association or the board of directors.</li> </ol> <p>The general manager shall attend the meetings of the board of directors as a non-voting representative.</p>
137	-	<p>Article 142 The general manager shall formulate the work rules of general manager and implement the same after obtaining the approval from the board of directors.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
138	–	<p>Article 143 The working rules of general manager shall contain the following:</p> <ol style="list-style-type: none"> <li data-bbox="863 410 1382 517">(1) Conditions for the convening of and the procedure for the meeting of general manager, and the personnel to attend the meeting;</li> <li data-bbox="863 559 1382 623">(2) Specific duties and division of work of the general manager and other senior management personnel;</li> <li data-bbox="863 666 1382 815">(3) The authority to utilize the Company's funds and assets and to enter into material contracts, and the reporting system to the board of directors and the supervisory committee;</li> <li data-bbox="863 857 1382 921">(4) Other matters which the board of directors considers necessary.</li> </ol>
139	–	<p>Article 144 The general manager may resign prior to the expiry of term of office. Details of the procedures and methods regarding the resignation of general manager shall be provided in the employment contract entered into between the general manager and the Company.</p>
140	–	<p>Article 145 The Company shall have several deputy general managers, who shall be appointed or dismissed by the board of directors according to the nomination of the general manager, and their remuneration, rewards and punishments shall be decided by the board of directors.</p> <p>The deputy general manager assists and is responsible and reports to the general manager, and performs relevant duties according to the establishment of the Company's internal management organization.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
141	–	<p>Article 146 The Company shall have a secretary to the board of directors, who is responsible for preparing general meetings and meetings of the board of directors of the Company and maintaining documents, as well as managing shareholders' information of the Company, handling information disclosure affairs and other matters.</p> <p>The secretary to the board of directors shall comply with relevant requirements of the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p>
142	–	<p>Article 147 The senior management personnel shall be liable for compensation when performing his/her duties with the Company, violates any laws, administrative regulations, department rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and causes losses to the Company.</p>
143	–	<p>Article 148 The senior management personnel of the Company shall faithfully perform their duties and protect the best interests of the Company and all shareholders. The senior management personnel of the Company shall be liable for compensation in accordance with the law if they fail to perform their duties faithfully or violate their fiduciary obligations and cause damage to the interests of the Company and public shareholders.</p>
144	<p>Article 114 The directors, general manager and other senior management of the Company may not serve concurrently as supervisors.</p>	<p>Article 149 The circumstances with respect to disqualified directors in Article 101 of the Articles of Association shall also apply to supervisors.</p> <p>The directors, general managers and other senior management personnel shall not concurrently serve as supervisors.</p>
145	–	<p>Article 150 The supervisors shall comply with the laws, administrative rules and the Articles of Association and perform the obligations faithfully and diligently. They shall not abuse their authority of office to obtain bribes or other illegal income and not to misappropriate the property of the Company.</p>
146	–	<p>Article 151 The term of office of a supervisor shall be 3 years, renewable upon re-election and re-appointment.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
147	–	Article 152 When a supervisor’s term of office expires while a new supervisor is not yet appointed, or when a supervisor resigns during his term of office, leading to the number of members in the supervisory committee falling below the statutory requirement, and before the newly appointed supervisor takes up his appointment, the original supervisor shall continue to perform his duties according to the laws, administrative regulations and the Articles of Association.
148	–	Article 153 A supervisor shall ensure that the information disclosure of the Company is true, accurate and complete, and sign the written confirmation of periodic reports in accordance with applicable laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company’s shares are listed.
149	–	Article 154 A supervisor may have the right to attend at the meetings of the board of directors as a non-voting representative and make questions or suggestions in relation to the resolutions of meetings of the board of directors.
150	–	Article 155 Supervisors shall not abuse their associated relationship to damage the interests of the Company, and shall compensate for any losses caused to the Company.
151	–	Article 156 If any supervisor violates the laws, administrative regulations, departmental rules or the Articles of Association in fulfilling his/her duties to the Company, thereby incurring any loss of the Company, the said supervisor shall be liable for compensation.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
152	-	<p>Article 157 The Company shall establish a supervisory committee. The supervisory committee is comprised of three (3) member and shall have one (1) chairman. The chairman of the supervisory committee shall be elected by more than half of all the supervisors. The chairman of the supervisory committee shall convene and preside over the meeting of the supervisory committee; if the chairman of the supervisory committee is unable or unwilling to perform the duty, one (1) supervisor jointly elected by more than one half of the supervisors shall convene and preside over the meeting.</p> <p>The supervisory committee shall consist of shareholders representatives and an appropriate proportion of the Company’s employee representatives, of which the proportion of employee representatives shall not be less than one-third. The employee representatives of the supervisory committee shall be elected at the employee representatives’ meeting, employee meeting or otherwise democratically.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
153	<p>Article 116 The supervisory committee is responsible to the shareholders’ general meeting and exercise the following powers in accordance with the law: It is to</p> <ol style="list-style-type: none"> <li>(1) Review the company’s finances;</li> <li>(2) Supervise the directors, general manager and other senior management officers in their performance of their duties and propose for the removal of those who have violated laws, administrative regulations or the Articles of Association;</li> <li>(3) Require correction of those acts of directors, general manager or other senior management officers which are harmful to the Company’s interests;</li> <li>(4) Examine the finance reports, operating reports, profit distribution proposals and other financial information to be presented by the board to the shareholders’ general meeting; if in doubt appoint certified accountants and chartered auditors in the name of the Company and to carry out audit;</li> <li>(5) Propose the convening of extraordinary shareholders’ general meeting and, when the board of directors fails to perform the duty to convene and preside over a shareholders’ general meeting, convene and preside over the meeting;</li> <li>(6) Make proposals to the shareholders’ general meeting;</li> <li>(7) Take legal actions against directors, the general manager and other senior management in accordance with the provisions of Article 151 of the “Company Law”; and</li> <li>(8) Exercise other powers in accordance with laws, regulations and the Articles of Association.</li> </ol> <p>Supervisors shall attend meetings of the board of directors to raise questions or suggestions in respect of board resolutions.</p>	<p>Article 158 The supervisory committee shall exercise the following powers: It is to</p> <ol style="list-style-type: none"> <li>(1) Review the periodic reports of the Company prepared by the board of directors and express its written opinion;</li> <li>(2) Review the Company’s finances;</li> <li>(3) Supervise the directors and senior management personnel in their performance of their duties and propose for the removal of those who have violated laws, administrative regulations, the Articles of Association or the resolutions of general meetings;</li> <li>(4) Require correction of those acts of directors and senior management personnel which are harmful to the Company’s interests;</li> <li>(5) Propose the convening of extraordinary general meeting and, when the board of directors fails to perform the duty to convene and preside over a general meeting in accordance with Company Law, convene and preside over the meeting;</li> <li>(6) Make proposals to the general meeting;</li> <li>(7) Take legal actions against directors and senior management personnel in accordance with the provisions of Article 151 of the Company Law;</li> <li>(8) Conduct investigation if there is any doubt or any unusual circumstances in the Company’s operations; and if necessary, to engage an accounting firm, law firm or other professional institutions to assist in their work at the expenses of the Company;</li> <li>(9) Exercise other powers conferred by laws, administrative regulations, departmental rules and the Articles of Association or general meetings.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
154	-	<p>Article 159 The supervisory committee shall convene meetings at least once (1) every six (6) months, which shall be convened by the chairman of the supervisory committee. The notice of the meeting shall be delivered to all supervisors in writing ten (10) days before the meeting.</p> <p>Supervisors may propose for convening an interim meeting of the supervisory committee, which shall be notified to all supervisors three (3) days in advance.</p> <p>Resolutions of the supervisory committee shall be passed by more than half of the supervisors.</p>
155	-	<p>Article 160 The supervisory committee shall formulate the rules of procedure for meetings of the supervisory committee, stating the rules and voting procedures of the supervisory committee to ensure the working efficiency and scientific decision making of the supervisory committee.</p> <p>The rules of procedure for supervisory committee shall be annexed to the Articles of Association, and shall be drafted by supervisory committee and approved by the general meeting.</p>
156	-	<p>Article 161 The supervisory committee shall record the decisions of the proposed matters in the minutes, which shall be signed by the supervisors attending the meeting.</p> <p>The supervisors have the right to record some kind of explanatory notes in the minutes. Minutes of the meetings of the supervisory committee shall be maintained and stored as records of the Company for at least ten (10) years.</p>
157	-	<p>Article 162 A notice to a meeting of the supervisory committee shall include the following contents:</p> <ol style="list-style-type: none"> <li data-bbox="863 1587 1294 1619">(1) Date, venue, and duration of the meeting;</li> <li data-bbox="863 1661 1102 1693">(2) Reasons and topics;</li> <li data-bbox="863 1736 1198 1768">(3) Date of issuance of the notice.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
158	Article 138 The Company shall formulate its own financial accounting system in accordance with the relevant requirements of laws, administrative regulations and the accounting standards formulated by the financial departments of the State Council.	Article 163 The Company shall formulate its own financial accounting system in accordance with the relevant requirements of laws, administrative regulations and the provisions stipulated by the relevant PRC authorities.
159	–	Article 164 The Company adopts the Gregorian calendar year as its financial year, which shall begin in each year on 1st January and end on 31st December of the Gregorian calendar.
160	–	<p>Article 165 The Company shall disclose its annual results announcement within three (3) months from the end of each financial year, shall disclose its annual report within four (4) months from the end of each financial year, and shall disclose interim results within two (2) months from the end of the first half of each financial year, shall disclose interim reports within three (3) months from the end of the first half of each financial year. The Company shall submit, disclose and/or submit annual reports, interim reports, results announcements and other documents to shareholders in accordance with the securities regulatory rules of the place where the Company's shares are listed.</p> <p>The above annual results announcement, annual report, interim results announcement and interim report are prepared in accordance with the requirements of relevant laws, administrative regulations, the CSRC and the stock exchange where the Company's shares are listed.</p>
161	–	Article 166 Other than the legally required accounting books, the Company shall not maintain separate accounting books. The assets of the Company shall not be deposited in the account under the name of any individuals.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
162	<p>Article 146 The distribution of the profits after tax of the Company shall follow the following order:</p> <ol style="list-style-type: none"> <li>(1) Recovery of losses;</li> <li>(2) Provision for legal public provident fund;</li> <li>(3) After approval by resolution of a general meeting, provision for provident fund as desired; and</li> <li>(4) Payment of ordinary share dividends.</li> </ol> <p>The Company shall, in distributing after-tax profits for the current year, provide ten percent (10%) of the profits for legal public provident fund. Where the cumulative amount of the Company’s legal public provident fund is more than fifty percent (50%) of the Company’s registered capital, no further provision is needed.</p> <p>Where the Company’s legal public provident fund is not sufficient to make up losses of the Company in the previous year, profits for the current year shall be first used for making up losses before providing for legal public provident fund in accordance with the provisions in the previous section.</p> <p>The Company may, after providing for legal public provident fund from the after-tax profits, provide for discretionary provident fund by resolution of the shareholders’ general meeting.</p> <p>After making up losses and providing for provident fund, the remaining profits of the Company shall be distributed in accordance with the proportion of shares held by the shareholders.</p> <p>Where the shareholders’ general meeting or the board of directors has violated provisions of the previous section by distributing profits to shareholders before making up losses and providing for legal public provident fund, shareholders shall return to the Company profits which have been distributed in contrary to the provisions.</p> <p>Shares of the Company held by the Company shall not be involved in the distribution of profits.</p>	<p>Article 167 When the Company shall distribute their after-tax profits for the current year, they shall allocate ten percent (10%) of the profits for the statutory common reserve of the Company. The Company shall no longer be required to make allocations to their statutory common reserve once the aggregate amount of such reserve exceeds fifty percent (50%) of their registered capital.</p> <p>Where the Company’s statutory reserve is not sufficient to make up losses of the Company in the previous years, profits for the current year shall be first used for making up losses before providing for statutory reserve in accordance with the provisions in the previous paragraph.</p> <p>The Company may, after providing for statutory reserve from the after-tax profits, provide for discretionary reserve from the after-tax profits by resolution of the general meeting.</p> <p>After making up losses and providing for statutory reserve, the remaining after-tax profits of the Company shall be distributed in accordance with the proportion of shares held by the shareholders, other than the allocation made not in proportion of the shares held as stated in the Articles of Association.</p> <p>Where the general meeting has violated provisions of the previous paragraph by distributing profits to shareholders before making up losses and providing for statutory reserve, shareholders shall return to the Company profits which have been distributed in contrary to the provisions.</p> <p>Shares of the Company held by the Company shall not be involved in the distribution of profits.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
163	<p>Article 148 The Company's public provident fund can be used for making up losses of the Company, expanding the production and operation of the Company or increasing the capital of the Company. However, capital reserve fund shall not be used for making up losses of the Company.</p> <p>When transferring legal provident fund into capital, the remaining amount of the provident fund shall not be less than twenty-five percent (25%) of the Company's registered capital prior to the transfer.</p>	<p>Article 168 The Company's reserve can be used for making up losses of the Company, expanding the production and operation of the Company or increasing the capital of the Company. However, capital reserve shall not be used for making up losses of the Company.</p> <p>When converting the statutory reserve into capital, the remaining amount of the reserve shall not be less than twenty-five percent (25%) of the Company's registered capital prior to the transfer.</p>
164	-	<p>Article 169 After the general meeting has resolved on the profit distribution plan, or after the board of directors of the Company has formulated a specific plan according to the interim dividend conditions and caps for the next year reviewed and approved at the annual general meeting, the distribution of dividends (or bonus shares) shall be completed within two (2) months.</p> <p>The Company shall appoint one (1) or more receiving agents in Hong Kong for holders of H Shares. The receiving agent shall receive the dividends and other monies payable to the relevant shareholders by the Company for their H Shares.</p> <p>The receiving agent appointed by the Company shall comply with the laws of the place where the Company's shares are listed or the relevant requirements of the stock exchange.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
165	-	<p data-bbox="863 300 1362 327">Article 170 The Company's profit distribution policy is:</p> <p data-bbox="863 374 1211 402">(1) Principles of Profit Distribution</p> <p data-bbox="927 449 1398 923">The Company's profit distribution should pay attention to reasonable investment returns to investors, maintain the continuity and stability of profit distribution, and comply with the relevant provisions of laws and regulations. The Company's profit distribution shall not exceed the range of accumulated profits available for distribution, and shall not impair Company's ability to continue as a going concern. When the Company's audit report for the most recent year is unqualified or has an unqualified opinion with a material uncertainty paragraph relating to going concern, the Company may not distribute profits.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
		<p>(2) Form of Profit Distribution</p> <p>The Company may distribute dividends in cash, in stocks, in a combination of both cash and stocks or otherwise as permitted by laws, regulations and the securities regulatory rules of the place where the Company's shares are listed. If the Company has the conditions for cash dividends, it shall give priority to cash dividends for profit distribution. At the same time, the Company can distribute profits by way of shares based on the accumulated distributable profits, provident funds and cash flow conditions, on the premise of ensuring full cash dividends and a reasonable scale of the Company's share capital, and considering reasonable factors such as the Company's growth and the dilution of net assets per share. The specific proportion will be considered and approved by the board of directors of the Company, and then submitted to the general meeting for deliberation and decision.</p> <p>The Company pays cash dividends and other payments to H shareholders, which are denominated and declared in RMB and paid in foreign currencies. The foreign currency required by the Company to pay cash dividends and other payments to H shareholders shall be handled in accordance with national regulations on foreign exchange management.</p> <p>When the Company distributes dividends to its shareholders, it shall make withholdings for income tax from the dividends of shareholders based on the amount of the distribution according to the regulations of the China's Tax Law.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
		<p>(3) Decision-making Mechanism and Procedures for Specific Plans for Profit Distribution</p> <p>The specific plan for the Company's profit distribution shall be formulated by the board of directors and submitted to the general meeting for approval after consideration and approval by the board of directors. When formulating and deliberating on specific plans for the Company's profit distribution, the board of directors and the general meeting shall fully listen to and consider the opinions of minority shareholders.</p>
166	–	Article 171 The Company shall implement the internal audit system and designate an audit team to supervise the internal audit of the financial income and expenses and the economic activities of the Company.
167	–	Article 172 The duties of the internal audit system and the audit team shall be implemented upon obtaining the approval from the board of directors. The head of the audit team is accountable to the board of directors and shall report to the board of directors.
168	–	Article 173 The Company shall engage an accounting firm that complies with the requirements of the Securities Law to carry out accounting statements audit, net assets verification and other related advisory services, etc., for a term of one (1) year, which may be renewed.
169	–	Article 174 The general meeting decides whether the Company appoints the servicing auditors. And the board of directors shall not appoint an auditor before the decision of the general meeting.
170	–	Article 175 The Company guarantees that the accounting evidence, accounting books, financial report and other accounting information provided to the accounting firm engaged are true and complete without any omission, concealment or false statement.
171	Article 160 The general shareholders' meeting shall decide on the remuneration of the auditors or the method of remuneration. The remuneration of the auditors appointed by the board shall be determined by the board.	Article 176 The general meeting shall decide on the remuneration of the accounting firm or the method of remuneration.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
172	Article 163 The Company shall first notify the auditors before deciding to dismiss or discontinue their services. The auditors have the right to state their opinions to the general shareholders' meeting. Auditors, who resign on their own, shall explain to the general shareholders' meeting whether there are any improprieties in the Company.	<p>Article 177 The Company shall notify the accounting firm thirty (30) days in advance before deciding to dismiss or discontinue their services, and the accounting firm shall be allowed to state their opinions when the general meeting of the Company votes on the dismissal of the auditors.</p> <p>In the event that a accounting firm resigns, the firm shall explain to the general meeting whether there are any improprieties in the Company.</p>
173	–	<p>Article 178 The Company's notices (referred to as "Notice" in this chapter, including corporate communications and other written materials) is issued or provided in one or more of the following manners:</p> <ol style="list-style-type: none"> <li>(1) By hand;</li> <li>(2) By mail;</li> <li>(3) Delivered or made available by electronic means such as email, facsimile or information carriers;</li> <li>(4) By making announcement on the website designated by the Company and Hong Kong Stock Exchange in accordance with laws, administrative regulations and the Listing Rules;</li> <li>(5) By announcement;</li> <li>(6) By other means agreed before between the Company and the recipient or accepted by the recipient after receiving notice;</li> <li>(7) By other means approved by the securities regulatory authorities of the place(s) where the shares of the Company are listed or specified in the Articles of Association.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
174	–	Article 179 Unless otherwise stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, such ways of sending out notices as provided for in the previous article shall apply to notices of the Company regarding the convening of general meetings and of meetings of the board of directors and the supervisory committee.
175	–	Article 180 Subject to the provisions of the securities regulatory rules of the place where the Company's shares are listed and unless otherwise stipulated in the Articles of Association, if the Company delivers the notice by announcement, the notice shall be deemed served on all the relevant staff once the announcement is made.
176	–	Article 181 If the Company delivers the notice by hand, the person on whom the notice is served shall sign (or affix the seal) on the receipt and the date of service shall be the date on which such person is served; if the Company delivers the notice by mail, the date of service shall be the third (3rd) working day from posting at the mail office; if the Company delivers the notice by email or facsimile, the date of service shall be the date on which the email or facsimile is successfully sent; if the Company delivers the notice by announcement, the date of service shall be the date of publication of the first announcement.
177	–	Article 183 In the case where the Listing Rules require the Company to send, post, dispatch, issue, publish or otherwise provide the relevant documents of the Company in both the English version and the Chinese version, if the Company has made appropriate arrangements to confirm whether the shareholders wish to receive the English version only or the Chinese version only, the Company may, to the extent permitted under the applicable laws and regulations and in accordance with applicable laws and regulations, only send the English version or the Chinese version of such documents to the relevant shareholder (in accordance with the intention expressed by the shareholder).

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
178	–	Article 184 The Company designates the media/website recognized by the stock exchange where the Company’s shares are listed as the media for publishing the Company’s announcements and other information that needs to be disclosed.
179	–	<p>Article 185 Merger of the Company may take the form of absorption or establishment of a new company.</p> <p>Absorption means that a company absorbs another company and the absorbed company will be dissolved. Where two or above companies merge into a new company, the original companies will be dissolved.</p>
180	<p>Article 166 Company merger can be achieved by two means, absorption and new entity for merger.</p> <p>For company merger, the involved parties shall sign the merger agreement and prepare the balance sheets and inventory of assets. The Company shall advise creditors within ten (10) days of the merger resolution, and publish in newspaper the merger notice at least three (3) times within thirty (30) days. The creditor may request the Company to settle the liabilities or provide the relevant guarantee within thirty (30) days from receiving the notice or within forty-five (45) days from the announcement if the notice is not received.</p> <p>After the merger, liabilities and debts of the merger parties shall be borne by the merged company or by the new company established after the merger.</p>	<p>Article 186 For merger of the Company, the involved parties shall sign the merger agreement and prepare the balance sheets and inventory of assets. The Company shall advise creditors within ten (10) days of the merger resolution, and publish the merger notice in the provincial (or municipal) newspapers in the Company’s domicile and/or information disclosure media recognized by the stock exchange where the Company’s shares are listed within thirty (30) days.</p> <p>The creditor may request the Company to settle the liabilities or provide the relevant guarantee within thirty (30) days from receiving the notice or within forty-five (45) days from the announcement if the notice is not received.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
181	–	Article 187 In the event of a merger of the Company, the credits and liabilities of each of the merged parties shall be assumed by the surviving party or the newly established company.
182	<p>Article 167 In a division, the assets shall be split in an appropriate manner.</p> <p>In a company division, the involved parties shall sign the division agreement and prepare the balance sheets and inventory of assets. The Company shall advise creditors within ten (10) days of the division resolution, and publish in newspaper the division notice at least three times within thirty (30) days.</p> <p>The debts of the Company before division shall be borne by the companies established after division jointly and severally according to the agreement, save as otherwise agreed in writing between the Company and the creditor in respect of debt settlement before division.</p>	<p>Article 188 In the event of a division of the Company, its assets shall be split in an appropriate manner.</p> <p>In the event of a division of the Company, the balance sheets and inventory of assets shall be prepared. The Company shall advise creditors within ten (10) days of the division resolution, and publish the division notice in the provincial (or municipal) newspapers in the Company’s domicile and/or information disclosure media recognized by the stock exchange where the Company’s shares are listed within thirty (30) days.</p> <p>Article 189 The debts of the Company before division shall be borne by the companies established after division jointly and severally, save as otherwise agreed in writing between the Company and the creditor in respect of debt settlement before division.</p>
183	<p>Article 29 When reducing its registered capital, the Company shall prepare the balance sheet and the inventory of assets.</p> <p>Within ten (10) days from passing the resolution on the reduction of registered capital, the Company shall notify its creditors, and shall publish announcements in the newspapers within thirty (30) days. Creditors have the right to request the Company to repay its debts or provide guarantee within thirty (30) days from receiving the notice of capital reduction, or within forty-five (45) days from the date of announcement published for those creditors not receiving such a notice.</p> <p>The amount of the Company’s registered capital after reduction shall not be lower than the minimum of the legal requirement.</p>	<p>Article 190 When the Company needs to reduce its registered capital, the Company shall prepare the balance sheet and the inventory of assets.</p> <p>Within ten (10) days from passing the resolution on the reduction of registered capital, the Company shall notify its creditors, and shall publish announcements in the provincial (or municipal) newspapers in the Company’s domicile and/or information disclosure media recognized by the stock exchange where the Company’s shares are listed within thirty (30) days. Creditors have the right to request the Company to repay its debts or provide guarantee within thirty (30) days from receiving the notice of capital reduction, or within forty-five (45) days from the date of announcement published for those creditors not receiving such a notice.</p> <p>The amount of the Company’s registered capital after reduction shall not be lower than the minimum of the legal requirement.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
184	<p>Article 168 When the company merges or divides and changes related to registration occur, particulars of the changes shall be registered with the department in charge of company registration according to the law. When the company dissolves, the registration shall be canceled according to the law. When establishing a new company, registration shall be done according to the law.</p>	<p>Article 191 When the Company merges or divides and changes related to registration occur, particulars of the changes shall be registered with the company registration authority according to the law. When the Company dissolves, the registration shall be canceled according to the law. When establishing a new company, registration shall be done according to the law.</p> <p>If the Company increases or reduces its registered capital, the Company shall, in accordance with the laws, apply for change in registration with the company registration authority.</p>
185	<p>Article 169 The Company shall be dissolved and liquidated upon the occurrence of any of the following events:</p> <ol style="list-style-type: none"> <li>(1) When the general shareholders’ meeting resolves that the Company should be dissolved;</li> <li>(2) When dissolution is necessary as a result of the merger or division of the Company;</li> <li>(3) When the Company is declared to be insolvent according to the law because it is unable to pay its debts as they fall due;</li> <li>(4) When the business license is revoked, the Company is ordered to be closed down or revoked due to reasons of its violation of laws or administrative regulations; and</li> <li>(5) When the Company is dissolved by the People’s Court in accordance with Article 182 of the “Company Law”.</li> </ol>	<p>Article 192 The Company shall be dissolved upon the occurrence of any of the following events:</p> <ol style="list-style-type: none"> <li>(1) When the expiry of the term of business provided in the Articles of Association or other reasons for dissolution as specified in the Articles of Association;</li> <li>(2) When the general meeting resolves that the Company should be dissolved;</li> <li>(3) When dissolution is necessary as a result of the merger or division of the Company;</li> <li>(4) When the Company’s business license has been revoked or suspended, or the Company has been ordered to close down in accordance with the laws;</li> <li>(5) When the Company faces material difficulties in operation and management and continuous subsistence would result in material loss suffered by the shareholders where it cannot be resolved through other means, shareholders held more than ten percent (10%) of the total voting rights of the Company may request the people’s court to dissolve the Company.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
186	–	<p>Article 193 If the Company falls under the circumstance specified in Item (1) of Article 192 of the Articles of Association, the Company may be subsisted through amending the Articles of Association.</p> <p>The amendment to the Articles of Association in accordance with the above paragraph shall be passed by two-thirds of the voting rights represented by the shareholders attending the general meeting.</p>
187	–	<p>Article 194 In the event when the Company is dissolved according to Items (1), (2), (4) and (5) of Article 192 of the Articles of Association, a liquidation team shall be established within fifteen (15) days from the date of occurrence of the cause of dissolution to commence liquidation. The liquidation team shall be composed of directors, or such other persons determined by the general meeting. Where the liquidation team has not been established within the specified period, the creditor may apply to the people's court for appointment of relevant persons to form a liquidation team for liquidation.</p>
188	<p>Article 173 The liquidation team shall exercise the following powers during the period of liquidation: It shall</p> <ol style="list-style-type: none"> <li>(1) Process company assets, and to prepare a balance sheet and an inventory of assets;</li> <li>(2) Notify creditors by notice or by public announcement;</li> <li>(3) Handle business related to the liquidation not yet completed by the Company;</li> <li>(4) Pay taxes due and taxes incurred in the course of liquidation;</li> <li>(5) Process liabilities and debts;</li> <li>(6) Handle remaining assets after payment of debts; and</li> <li>(7) Initiate civil litigation on behalf of the Company.</li> </ol>	<p>Article 195 The liquidation team shall exercise the following powers during the period of liquidation:</p> <ol style="list-style-type: none"> <li>(1) Process company assets, and to prepare a balance sheet and an inventory of assets;</li> <li>(2) Notify creditors by notice or by public announcement;</li> <li>(3) Handle business related to the liquidation not yet completed by the Company;</li> <li>(4) Pay taxes due and taxes incurred in the course of liquidation;</li> <li>(5) Process liabilities and debts;</li> <li>(6) Handle remaining assets after payment of debts; and</li> <li>(7) Initiate civil litigation on behalf of the Company.</li> </ol>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
189	<p>Article 172 The liquidation team shall notify creditors within ten (10) days after its establishment, and shall publish notices in newspapers at least three (3) times within sixty (60) days.</p> <p>Creditors shall submit its claim to the liquidation team within thirty (30) days upon receipt of the written notice, or within ninety (90) days of public notice if no written notice is received. When creditors submit their claims, they shall explain the relevant matters of the debt, and provide proof thereof. The liquidation team shall register the debts.</p>	<p>Article 196 The liquidation team shall notify creditors within ten (10) days after its establishment, and shall publish notices in provincial (or municipal) newspapers in the Company’s domicile and/or information disclosure media recognized by the stock exchange where the Company’s shares are listed within sixty (60) days. Creditors shall submit its claim to the liquidation team within thirty (30) days upon receipt of the notice, or within forty-five (45) days of public notice if no notice is received.</p> <p>When declaring their claims, the creditors shall explain the relevant matters of the claims, and provide proof materials. The liquidation team shall register the claims.</p> <p>During the period of declaration of claims, the liquidation team shall not repay the debts to creditors.</p>
190	<p>Article 174 After processing company assets, and preparing the balance sheet and inventory of assets, the liquidation team shall formulate a liquidation plan, and report to general shareholders’ meeting or the People’s Court for confirmation.</p> <p>The remaining assets after payment of liquidation expenses, employee wages, social insurance, statutory compensation and taxes, respectively, shall be distributed to shareholders according to the class and proportion of their shares.</p> <p>The Company shall not conduct any new business activities in the course of liquidation.</p>	<p>Article 197 After the liquidation team processes company assets, and preparing the balance sheet and inventory of assets, it shall formulate a liquidation plan, and report to general meeting or the people’s court for confirmation.</p> <p>The assets of the Company remained after the assets are respectively applied to payment of liquidation expenses, employee wages, social insurance, statutory compensation and taxes, shall be distributed by the Company in proportion to the shares held by shareholders.</p> <p>The Company shall continue to exist but shall not engage in any business activities not relating to liquidation in the course of liquidation.</p> <p>The assets of the Company shall not be distributed to shareholders before the settlement of debts in accordance with the preceding paragraph.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
191	<p>Article 175 In the event the Company is liquidated due to dissolution, and after processing company assets, and preparing the balance sheet and inventory of assets, the liquidation team discovers that company assets are not sufficient to repay debts. The liquidation team shall immediately apply to the People's Court to declare the Company bankrupt.</p> <p>After the Company is judged and declared bankrupt by the People's Court, the liquidation team shall hand over the liquidation affairs to the People's Court.</p>	<p>Article 198 After processing company assets, and preparing the balance sheet and inventory of assets, the liquidation team discovers that company assets are not sufficient to repay debts. The liquidation team shall immediately apply to the people's court to declare the Company bankrupt.</p> <p>After the Company is judged and declared bankrupt by the people's court, the liquidation team shall hand over the liquidation affairs to the people's court.</p>
192	<p>Article 176 After liquidation is completed, the liquidation team shall prepare a liquidation report, and the income and expenses report during the liquidation period. After these reports have been audited by registered Chinese accountants, the liquidation team shall report to the general shareholders' meeting and the People's Court for confirmation.</p> <p>The liquidation team shall, within thirty (30) days after the general shareholders' meeting or the confirmation date by the People's Court, send the above documents to the department in charge of company registration, and apply for cancellation of company registration, in order to notify the termination of the Company.</p>	<p>Article 199 After liquidation is completed, the liquidation team shall prepare a liquidation report, and report to the general meeting or the people's court for confirmation. The liquidation team shall send the above documents to the department in charge of company registration, and apply for cancellation of company registration, in order to notify the termination of the Company.</p>
193	-	<p>Article 200 The members of liquidation team shall exercise diligence in the performance of the liquidation obligation in accordance with the laws.</p> <p>The members of the liquidation team shall not abuse their authority to receive bribes or other illegal income, nor shall they misappropriate the assets of the Company.</p> <p>The members of the liquidation team causes losses to the Company or the creditor as a result of their malicious acts or material errors, they shall be liable for compensation.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
194	–	Article 201 If the Company is declared bankrupt in accordance with the laws, the Company shall implement liquidation in accordance with the laws in relation to bankruptcy of the enterprise.
195	–	<p>Article 202 The Company shall amend the Articles of Association upon the occurrence of any of the following events:</p> <ol style="list-style-type: none"> <li data-bbox="863 612 1394 868">(1) After amending the Company Law or the relevant laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, the Articles of Associations are in conflict with the revised laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed;</li> <li data-bbox="863 910 1394 1017">(2) Any changes in the Company arise that result in inconsistencies with the matters stated in the Articles of Association;</li> <li data-bbox="863 1059 1394 1123">(3) Resolutions are passed at the general meeting to amend the Articles of Association.</li> </ol>
196	–	Article 203 Where the amendments to the Articles of Association resolved and passed at the general meetings require approval of the competent authorities, the amendments shall be submitted to the relevant authorities for approval. Where the amendments involve registration matters of the Company, the involved change shall be registered in accordance with the laws.
197	–	Article 204 The board of directors shall amend the Articles of Association in accordance with the resolutions to amend the Articles of Association at the general meeting and the opinion of approval issued by the relevant competent authorities.
198	–	Article 205 The amendment to the Articles of Association constitutes an information disclosure under the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed and is subject to the announcement requirement.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
199	-	<p>Article 206 Definitions:</p> <p>(1) Controlling shareholder refers to any shareholder or other person or group of persons together entitled to exercise, or control the exercise of thirty percent (30%) (or such other percentage as may from time to time be specified in the law as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or more of the voting rights at general meetings of the company or who is in a position to control the composition of a majority of the board of directors of the company.</p> <p>(2) Actual controller refers to the person who is not a shareholder of the Company, but could actually control the acts of the Company through investment relationship, agreement or other arrangement.</p> <p>(3) Connected relationship refers to the relationship between the controlling shareholders, actual controllers, directors, supervisors or senior management personnel and enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of any interests in the Company. However, relationship between state-owned enterprises shall not be deemed as connected relationship solely because they are under common control of the government.</p>

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
200	–	Article 207 The board of directors may formulate articles of association in accordance with the provisions of the Articles of Association. The articles of association shall not conflict with the provisions of the Articles of Association.
201	Article 183 The Articles of Association are written in Chinese. If any discrepancies arise between versions in different languages, the Chinese articles shall prevail.	Article 208 The Articles of Association is written in Chinese. If any discrepancies arise between the articles of association in any other language or different versions and the Articles of Association, the latest Chinese version of the Article of Association approved for registration or filing by the company registration authority shall prevail.
202	–	Article 209 Unless otherwise specified in the Articles of Association, the term “accounting firm” in the Articles of Association has the same meaning as the term “auditor” in the Listing Rules.
203	–	Article 210 In the Articles of the Association, any reference to “at least”, “within” and “at most” a number shall include that number; whereas any reference to “except”, “less than”, “more than”, “exceeding” and “under” a number shall exclude that number.
204	–	Article 212 The attachments of the Articles of Association include the rules of procedure for the general meeting, the rules of procedure for the board of directors and the rules of procedure for the supervisory committee.
205	Article 8, Article 12, Articles 14 to 15, Articles 18 to 19, Articles 23 to 27, Article 34, Article 36, Article 37, Article 41, Articles 43 to 45, Articles 47 to 50, Articles 54 to 55, Articles 57 to 58, Articles 61 to 62, Article 64, Article 67, Articles 69 to 70, Articles 73 to 76, Article 79, Article 81, Articles 83 to 92, Article 96, Articles 99 to 107, Articles 109 to 113, Article 115, Articles 117 to 119, Articles 121 to 137, Articles 139 to 145, Article 147, Articles 149 to 159, Articles 161 to 162, Articles 164 to 165, Articles 170 to 171, Articles 177 to 182 of the original Articles of Association shall be deleted.	
206	Articles 2, 4, 5, 65, 71 and 184 of the original Articles of Association are the same as Articles 4, 8, 7, 182, 82 and 211 of the new Articles of Association respectively, and the serial numbers of the articles are adjusted according to preceding amendments.	

**RULES OF PROCEDURES OF THE GENERAL MEETING  
OF  
HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED**

(Adopted at the annual general meeting of the Company on [•] 2024)

**CHAPTER 1 GENERAL PROVISIONS**

- Article 1 In order to maintain legitimate rights and interests of Hainan Meilan International Airport Company Limited (hereinafter referred to as the “Company”) and its shareholders, define responsibilities and authorities of the general meeting and ensure the general meeting to operate in a regulated, efficient and steady manner and to exercise its powers in accordance with laws, this Rules of Procedures are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (hereinafter referred to as the “Administrative Trial Measures”) of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) and other relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association of Hainan Meilan International Airport Company Limited (hereinafter referred to as the “Articles of Association”).
- Article 2 This Rules of Procedures are applicable to the general meeting of the Company and binding on all shareholders of the Company (including shareholders’ proxies, same as below), the Company, and its directors, supervisors and senior management personnel and other relevant people attending the general meeting.
- Article 3 The general meetings are divided into annual general meetings and extraordinary general meetings.
- Article 4 The annual general meeting shall be convened once a year and held within six (6) months of the end of the previous financial year.

The extraordinary general meeting is convened on an irregular basis. In any of the following circumstances, the Company shall convene the extraordinary general meeting within two (2) months from the date of occurrence of the fact:

1. The number of directors is less than two thirds (2/3) of the number of directors specified in the Company Law or in the Articles of Association;
2. Uncovered loss of the Company reaches one third (1/3) of its total paid-up share capital;
3. Shareholders individually or collectively holding ten percent (10%) or more of shares in the Company request such a meeting;
4. The board of directors deems it necessary;
5. The supervisory committee proposes such a meeting;
6. When two (2) or more independent non-executive directors propose to convene a meeting;
7. Other circumstances specified by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 5

The Company shall convene the general meeting in strict accordance with relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and this Rules of Procedures to ensure that shareholders exercise their rights in accordance with the law.

The board of directors of the Company shall earnestly perform its duties, organize the general meeting in a diligent and timely manner.

All directors of the Company shall be diligent and conscientious, and ensure that the general meeting is convened successfully and exercises its authorities in accordance with law.

Article 6 All the shareholders of ordinary shares of the Company or their proxies who are registered on the record date have the right to attend the general meeting, and has the right to know, the right to speak, the right of interpellation, voting rights and other rights in accordance with laws, and the Company and the convenor and chairman (also known as the chairman of the meeting) of the general meeting shall not refuse for any reason whatsoever. Shareholders or their proxies present at the general meeting shall abide by relevant laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and this Rules of Procedures, consciously maintain order at the meeting and shall not infringe upon legitimate rights and interests of the other shareholders.

Article 7 The secretary to the board of directors of the Company is responsible for preparation for and organization of the convening of the general meeting.

Article 8 The general meeting shall be convened in an unostentatious and simple manner, without conferring any extra benefits to shareholders and their proxies present at the meeting.

## **CHAPTER 2 POWERS OF THE GENERAL MEETING**

Article 9 The general meeting is the highest power organ of the Company and exercises its powers in accordance with the Company Law and other laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 10 The general meeting shall consider issues which shall be decided and approved by the general meeting as specified by applicable laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, which may not be exercised by the board of directors or other organs or individuals on its behalf in the form of authorization.

Article 11 In addition to the matters mentioned in the preceding Article, a general meeting may authorize or delegate to the board of directors and/or the persons authorized by the board of directors such matters as it may authorize or delegate, provided that it does not violate applicable laws, administrative regulations and mandatory provisions of the securities regulatory rules of the place where the Company's shares are listed.



## Article 15

Shareholders individually or collectively holding ten percent (10%) or more shares in the Company have the right to request the board of directors to convene the extraordinary general meeting, and shall submit such request to the board of directors in writing. The board of directors shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, respond in writing as to whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days of its receipt of such request.

Where the board of directors agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting within five (5) days of such board resolution. Where such notice changes the original request, the consent of relevant shareholders shall be obtained. Where laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Where the board of directors disagrees to convene the extraordinary general meeting, or fails to respond to the request within ten (10) days of its receipt, shareholders individually or collectively holding ten percent (10%) or more shares in the Company have the right to propose the supervisory committee to convene the extraordinary general meeting and submit such request to the supervisory committee in writing.

Where the supervisory committee agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting within five (5) days of its receipt of the request. Where such notice changes the original request, the consent of relevant shareholders shall be obtained.

Where the supervisory committee fails to give the notice of the general meeting within the above time period, it shall be deemed that the supervisory committee does not convene and chair the general meeting, in which case shareholders individually or collectively holding ten percent (10%) or more shares in the Company for ninety (90) days consecutively may convene and chair the meeting.

## Article 16

Where shareholders or the supervisory committee decides to call the general meeting, it shall, in accordance with applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, file with the securities regulatory authority of the place where the Company is registered and the stock exchange where the Company's shares are listed (if applicable).

Where the shareholder calls a general meeting on his own, before announcing of the resolution of the general meeting, the shareholder who calls the meeting shall hold ten (10%) or more shares in the Company.

Before giving the notice of the general meeting and announcing the resolution of the general meeting, the supervisory committee and the shareholder who calls the meeting shall, in accordance with applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, file relevant supporting materials to the securities regulatory authority of the place where the Company is registered and the stock exchange where the Company's shares are listed.

Article 17 Where shareholders or the supervisory committee decides to convene the general meeting, the board of directors and the secretary to the board of directors shall offer assistance. The board of directors shall provide the share register of the Company. Where the board of directors does not provide the share register of the Company, the convenor may apply to the securities registration and clearing institution for obtaining it by holding the relevant announcement of the notice of convening the general meeting. The register of the Company obtained by the convenor shall not be used for any purpose other than the convening of a general meeting.

Article 18 Where shareholders or the supervisory committee convenes a general meeting, expenses necessary for the meeting shall be borne by the Company.

### **Section 2 Proposals of the General Meeting**

Article 19 The proposal of the general meeting refers to proposals for discussion on issues to be considered at the general meeting.

Article 20 The contents of the proposal shall fall within the scope of powers of the general meeting, have definite theme and specific issue for resolution, and comply with relevant provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 21 When the Company convenes a general meeting, the board of directors, the supervisory committee, and shareholders who individually or collectively hold three percent (3%) or more of the Company's shares shall have the right to submit proposals for the general meeting.

Article 22 Shareholders individually or collectively holding three percent (3%) or more of total voting shares in the Company has the right to submit extemporaneous proposal to the convener in writing ten (10) days before the general meeting is convened. The convener shall, within two (2) days of its receipt of the proposal, give the supplementary notice of the general meeting and announce the contents of the extemporaneous proposal. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, the provisions thereof shall be satisfied at the same time.

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## APPENDIX II THE RULES OF PROCEDURES OF GENERAL MEETINGS

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Except the circumstances provided in the preceding paragraph or the securities regulatory rules of the place where the Company's shares are listed, after giving the notice of the general meeting, the convener shall not revise any proposal listed in or add any new proposal to the notice of the general meeting.

The general meeting shall not vote and resolve on any proposal which is not listed on the notice of the general meeting, or does not comply with provisions of Article 20 of this Rules of Procedures.

Article 23 Where the supervisory committee or shareholders holding ten percent (10%) or more of total voting shares in the Company requests to convene the extraordinary general meeting, whether or not the general meeting is called by the board of directors, the requestor shall be responsible for raising proposals which comply with provisions of Article 20 of this Rules of Procedures.

Article 24 The annual general meeting shall at least consider the following proposals:

1. The previous annual report of the board of directors, including investment plan and operating strategy for the next year;
2. The previous annual report of the supervisory committee;
3. The audited financial settlement plan of the Company for the previous year;
4. The profit distribution plan of the Company for the previous year;
5. Engagement or dismiss of the accounting firm.
6. Other proposals that shall be submitted to the annual general meeting for deliberation as stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 25 Where the supervisory committee or shareholders individually or collectively holding ten percent (10%) or more of total voting shares in the Company request, in accordance with Article 14 and Article 15 of this Rules of Procedures to convene the extraordinary general meeting, written requirements in the same format and with the same contents may be signed in one or more counterparts to state the issues of the meeting, at the mean time, the proposals meeting requirements of this Rules of Procedures may be submitted to the board of directors.

**Section 3 Notice of the General Meeting**

Article 26 The notice of the general meeting shall be given by the convener of the meeting. Conveners of the meeting include, as applicable, the board of directors, the supervisory committee, and shareholders individually or collectively holding ten percent (10%) or more of total voting shares in the Company for ninety (90) days consecutively.

Article 27 When the Company convenes a general meeting, the convenor of the meeting shall give a written notice of the meeting twenty-one (21) natural days (excluding the date on which the meeting is convened) prior to the convening of the annual general meeting and fifteen (15) natural days (excluding the date on which the meeting is convened) prior to the convening of the extraordinary general meeting, informing all shareholders of record of the matters to be considered as well as the time and venue of the meeting. Where laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed stipulate otherwise in respect of the notice period for a general meeting, such stipulations shall apply.

Article 28 The notice of the general meeting shall include the following contents:

1. Time, venue and time frame of the meeting;
2. Issues and proposals (motions) submitted to the meeting for consideration;
3. Conspicuously state as follows: All shareholders of ordinary shares may attend the meeting in person and may authorize his/her proxy to attend and vote at the meeting in writing. The shareholder's proxy does not have to be a shareholder of the Company;
4. The record date of the shareholder entitled to attend the general meeting;

The interval between the record date and the date of the meeting shall be no more than seven (7) business days. Once the record date is confirmed, it may not be changed. If there are special provisions in the securities regulatory rules of the place where the Company's shares are listed, such provisions shall apply to the extent that they do not contravene the Company Law, the Securities Law and the Administrative Trial Measures.

5. Voting time and voting procedure by Internet or other means (if any);

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## APPENDIX II THE RULES OF PROCEDURES OF GENERAL MEETINGS

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6. Other requirements stipulated in applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The notice and supplementary notice of the general meeting shall contain the contents required by the Listing Rules and the Articles of Association, and disclose full contents of all proposals in an adequate and complete manner. Where the issue to be discussed requires opinions from independent non-executive directors, the said opinions and reasons shall also be disclosed in the notice or supplementary notice of the general meeting.

### Article 29

Where the general meeting plans to discuss issues on election of directors and supervisors, the notice of the general meeting shall adequately disclose particulars of director candidates and supervisor candidates, including but not limited to the following:

1. Personal data including educational background, work experience and concurrent posts;
2. Whether he/she is an affiliate of the Company, or controlling shareholder and effective controller of the Company;
3. His/her shareholding in the Company;
4. Whether he/she has ever been punished by CSRC and other relevant authorities and the stock exchange;
5. Other matters required to be disclosed under the Listing Rules.

### Article 30

After the notice of meeting has been issued, the convenor of the meeting shall not propose new motions on matters not set out in the notice of meeting, unless otherwise provided by applicable laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed.

### Article 31

After the notice of a general meeting has been issued, the venue where the on-site meeting of the general meeting is to be held shall not be changed without justifiable reasons. In the event that a change is necessary, the convenor shall make an announcement prior to the date of the on-site meeting in accordance with the applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed and state the reasons therefor.

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## APPENDIX II THE RULES OF PROCEDURES OF GENERAL MEETINGS

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Article 32 After the convener of the meeting issues the notice of convening the general meeting, it shall not be postponed or cancelled without justifiable reasons, and the proposals listed in the notice of the general meeting shall not be cancelled. In the event of a postponement or cancellation of a general meeting, the convener of the meeting shall make an announcement and state the reasons at least two (2) business days before the original date of the general meeting.

Article 33 Where the Company postpones the general meeting, the record date of shareholders having the right to attend the general meeting specified in the original notice shall not be altered; provided that where otherwise provided in the applicable laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed, the provisions thereof shall apply.

Article 34 The Company shall, in accordance with requirements of securities regulatory rules of the place where the Company's shares are listed, publicize relevant data on the meeting on the website of the stock exchange where the Company's shares are listed and the website of the Company before the general meeting is convened.

### **Section 4 Registration for the General Meeting**

Article 35 All common shareholders or their proxies registered on the record date shall have the right to attend the general meeting, and the Company and the convenor shall not reject for any reason.

Shareholders may attend the general meeting in person and exercise their voting rights, or they may appoint a proxy (who may not be a shareholder) to attend on their behalf and exercise their voting rights within the scope of authorization.

Directors, supervisors and the secretary to the board of directors shall attend the meeting and the general manager and other senior management personnel of the Company shall attend the meeting; and the lawyer and accountant personnel engaged by and other people invited by the Company may also attend the meeting.

In order to maintain seriousness and normal order at the general meeting, the Company has the right to refuse any person other than the persons for meeting affairs and foregoing people to enter the venue.

Article 36 The Company shall prepare the attendee roster of the general meeting which shall be signed by the attendees. The attendee roster shall indicate the following information: name of the attendee (or company name), identity certificate number, address of residence, number of voting shares held or represented by him/her and name of the principal (or company name).

## Article 37

A shareholder shall appoint a proxy (who may not be a shareholder) in writing. The power of attorney issued by a shareholder to appoint another person to attend the general meeting shall contain the following contents:

1. Name of proxy;
2. Whether the proxy has voting rights;
3. Instructions to vote for, against or abstain on each item to be considered on the agenda of a general meeting;
4. Whether it has the right to vote on the provisional proposals that may be included in the agenda of the general meeting;
5. Date of issue and expiry of authorization letter;
6. The signature (or seal) of the proxy. If the proxy is a corporate shareholder, the seal of the corporate entity shall be affixed;
7. Where there are several proxies on shareholders' behalf, the power of attorney shall indicate the number of shares represented by each shareholder's proxy.

The proxy shall indicate whether the shareholder's proxy may vote as he wishes if the shareholder does not give specific instructions.

Where the power of attorney for voting is signed by another person authorized by the principal, the authority or other authorization documents under which the power of attorney is signed shall be notarized. The notarized authority or other authorization documents, and the power of attorney for voting shall be deposited at the domicile of the Company or any other place specified in the notice of the meeting.

Where the principal is a corporation, its duly authorized representative, or the person authorized by resolutions of the board of directors or other decision making organs shall attend the general meeting of the Company and exercise shareholders' rights.

## Article 38

The convener and the lawyer shall jointly verify the legitimacy of the shareholder's qualifications according to the register of the Company provided by the securities registration and clearing institution, and register the name of the shareholder and the number of shares with voting rights held by the shareholder. The registration of the meeting shall be terminated until the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the total number of their shares with voting right.

Natural person shareholders present at the meeting in person shall present his/her own identity card or other valid documents or certificates that can indicate his/her identity and stock account card. Where he/she appoints a proxy to attend the meeting, the authorized proxy shall present his/her own identity certificate and the power of attorney by the shareholder.

A corporate shareholder shall have a authorized representative or a proxy appointed by the authorized representative to attend and vote at the meeting. Where its authorized representative attend the meeting, he/she shall present his/her own identity card and valid certificate proving its qualification as the authorized representative; where the proxy is appointed to attend the meeting, the authorized proxy shall present his/her own identity card, and the power of attorney in writing issued according to law by the board of directors or other decision making organs of the corporate shareholder (or their duly authorized personnel).

If such shareholder is a recognized clearing house (or its proxy) within the meaning of the Listing Rules or the relevant ordinances from time to time enacted in Hong Kong, it may authorize such person or persons as it thinks fit to act as its representative(s) at any general meeting; provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect of which each of such persons is so authorized. The power of attorney shall be signed by an authorized officer of the recognized clearing house. A person so authorized may represent a recognized clearing house (or its proxy) to attend a meeting (without having to produce evidence of shareholding, notarized authorization and/or further evidence of formal authorization) to exercise the powers of attending and voting (including the right to speak and vote) as if such person were an individual shareholder of the Company.

### **Section 5 Convening of the General Meeting**

Article 39

The Company may convene the general meeting at its domicile or such other specific place as notified by the general meeting.

The general meeting shall have a venue and be convened in the form of onsite meeting. Subject to applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed, the Company may, through safe, economic and convenient network or other method, provide convenience for shareholders attending the meeting. Shareholders attending the general meeting through the foregoing way shall be deemed to have attended the meeting.

Where the Company convenes the general meeting through network or other method, it shall clearly indicate the time and procedures of voting through network or other method in the notice of the general meeting.



## Article 44

After the chairman of the meeting announces commencement of the meeting, he/she shall first announce the number of shareholders and shareholders' proxies present at the meeting and the total number of voting shares held by them. The number of shareholders and shareholders' proxies present at the meeting and the total number of voting shares held by them are subject to the information registered for the meeting. He/she shall then announce the agenda specified in the notice, and ask the attendees if they have any objection as to the order in which proposals are to be voted on.

Where the chairman of the board of directors or the chairman of the meeting does not list the proposal of the supervisory committee or of the shareholder on the agenda of the general meeting, explanation and description shall be given at the general meeting.

No person may require consideration of any new proposal not specified in the notice of the general meeting.

## Article 45

After asking the attendees if they have any objection as to the agenda of the meeting, the chairman of the meeting shall start reading the proposals one by one or appoint such person as the secretary to the board of directors to do the same, and describe the proposal as follows when necessary:

1. Where the proposal is raised by the board of directors, the chairman of the board of directors or other person appointed by the chairman of the board of directors shall describe the proposal;
2. Where the proposal is raised by the supervisory committee, the chairman of the supervisory committee or other person appointed by the chairman of the board of directors shall describe the proposal;
3. Where the proposal is raised by shareholders individually or collectively holding more than three percent (3%) of all voting shares in the Company, such shareholder or his proxy shall describe the proposal.

## Article 46

Proposals listed on the agenda of the meeting shall be discussed before voting. The general meeting shall allow reasonable time for discussion on each proposal. The chairman of the meeting shall orally ask shareholders or their proxies present at the meeting whether they have any objection or comment on the proposal, and discussion shall be deemed to have ended if no shareholder or his proxy present at the meeting indicates orally that he has objection or comment in respect thereof.

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## APPENDIX II THE RULES OF PROCEDURES OF GENERAL MEETINGS

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Article 47 Shareholders or their proxies may raise interpellation on proposals or matters under discussion at the general meeting, and directors, supervisors and senior management personnel of the Company shall give explanation and description in response to the interpellation, to the extent that no trade secret of the Company shall be disclosed at the general meeting.

### Section 6 Voting, Resolutions and Record of the General Meeting

Article 48 The general meeting shall vote on and make resolution for proposals under discussion.

Article 49 The general meeting shall not vote on issues not listed on the notice of the general meeting.

When considering proposals, the general meeting shall not alter the proposal, otherwise relevant alternation shall be deemed a new proposal which shall not be voted on at that general meeting.

Article 50 The general meeting shall vote on proposals listed on the agenda one by one. Where there are different proposals on the same issue, they shall be voted on in the order in which the proposals are submitted. Except the general meeting suspends or cannot make resolution due to special reasons including force majeure, no proposal shall be tabled or not voted on for any reason.

Article 51 The chairman of the meeting is obligated to request the general meeting to vote on the proposal through open ballot.

Each shareholder or shareholder's proxy exercises the voting right in proportion to the number of voting shares represented by him/her, each share is entitled to one vote.

Article 52 When considering proposals on election of directors and supervisors, the general meeting shall individually vote on each director candidate and each supervisor candidate.

Article 53 Resolutions of the general meeting can be divided into ordinary resolutions and special resolutions.

Where any issue requires ordinary resolution of the general meeting in accordance with the Articles of Association, the resolution shall be approved by shareholders (including shareholders' proxies) with voting rights holding one half (1/2) or more of all voting rights of shareholders present at the general meeting.

Where any issue requires special resolution of the general meeting in accordance with the Articles of Association, the resolution shall be approved by shareholders (including shareholders' proxies) with voting rights holding two thirds (2/3) or more of all voting rights of shareholders present at the general meeting.

**Article 54**

Shares in the Company held by itself have no voting right and such portion of shares shall not be taken into account when determining the total number of voting shares present at the general meeting.

When the general meeting considers issues on related party transactions, the related shareholder shall not vote thereon, and the number of voting shares represented by the related shareholder shall not be counted when determining the total number of valid voting shares. The announcement of resolutions of the general meeting shall adequately disclose voting by non-related shareholders.

If the Listing Rules require any shareholder to abstain from voting on a resolution or restrict any shareholder from voting for (or against) a resolution, the number of votes cast by or on behalf of any shareholder in contravention of the relevant requirement or restriction shall not count.

If the applicable laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed provide otherwise on the issues mentioned in this Article, such provisions shall also apply.

**Article 55**

The shareholders attending the shareholders' general meeting shall deliver one of the following opinions on the proposals: agree, object or abstain. Except that the securities registration and clearing institution, as the nominal holder (if any) of the stocks under the Stock Connect Mechanism between the Mainland and Hong Kong stock markets, declares in accordance with the intention of the actual holder.

Shareholders shall carefully complete the voting ticket as required and in case of uncompleted or incorrectly completed voting tickets, or votes with unrecognizable handwriting or failure to cast the vote, relevant shareholder shall be deemed to have waived his/her voting right, and the voting results of the number of shares represented by such shareholder shall be counted as abstention.



If the chairman of the general meeting has any doubt about the result of a resolution submitted for voting, he may organize a count of the votes cast; if the chairman of the general meeting does not conduct a count of the votes, shareholders or shareholders' proxies attending the meeting who disagree with the chairman's announcement of the result have the right to request for a count of the votes immediately after the announcement of the result of the voting, and the chairman of the general meeting shall immediately organize a count of the votes. If a vote count is conducted at a general meeting, the results of the vote count shall be recorded in the minutes of the meeting.

**Article 60**

The secretary to the board of directors shall maintain minutes of the general meeting which shall contain the following information:

1. Time, venue and agenda of the meeting, and name of the convener;
2. Names of the chairman of the meeting and directors, supervisors, the general managers and other senior management personnel present at the meeting;
3. The number of shareholders and proxies present at the meeting, and total number of voting shares held by them and its percentage in total number of shares in the Company;
4. The course of discussion on, key points in speeches and voting result of each proposal;
5. Interpellation opinions or suggestions of shareholders and corresponding reply or description;
6. Name of the attorney (if any), the tally clerk and the scrutator;
7. Other contents required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association to be recorded in the minutes of the meeting.

The convener shall ensure that the minutes of the meeting are true, accurate and complete. Directors, supervisors, the secretary to the board of directors, the convener or its representative, the chairman of the meeting shall sign the minutes. The minutes shall be kept together with the attendance register of shareholders present at the onsite meeting, the power of attorney, and valid documents in respect of voting through internet or other voting method (if any) shall be maintained at the Company's domicile for a minimum of ten (10) years.



Article 64 In the event that a general meeting is suspended or a resolution cannot be made due to force majeure or other special causes, the convenor shall take the necessary measures to resume the convening of the general meeting as soon as possible or to terminate this general meeting directly, and shall make a timely announcement in accordance with the provisions of the applicable laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed. At the same time, the convenor shall, in accordance with applicable laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed, report to the securities supervision and management organization of the place where the Company is registered and the stock exchange where the Company's shares are listed.

### **Section 8 Announcement and Implementation of Resolutions at General Meetings**

Article 65 Resolutions of a general meeting shall be announced in a timely manner in accordance with applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed, etc. The announcement shall state the total number of shares held by shareholders and shareholders' proxies who have the right to attend the meeting and to vote, the manner in which the vote is taken, the voting results of each proposal and the resolutions passed.

Where the resolution of the meeting is not passed, or the general meeting alters the resolution of previous general meeting, the board of directors shall, in accordance with applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed, etc., give special reminder thereof in the announcement of the resolution of the general meeting.

Article 66 The attendee roster of the general meeting, the power of attorney, voting statistics documents, minutes, legal opinions of the attorney as a witness (if any), announcement of the resolution and other texts shall be kept by the secretary to the board of directors.

Article 67 Where the general meeting passes any proposal on the election of relevant directors and supervisors, the new director and supervisor shall take office at the conclusion of the general meeting.

Article 68 The distribution of dividends (or shares) shall be completed within two (2) months after the resolution on the profit distribution plan has been made by the general meeting or after the board of directors has formulated a specific plan in accordance with the conditions and upper limit of the interim dividend distribution for the following year as considered and approved by the annual general meeting.

Article 69 Any resolution of the general meeting of the Company in violation of laws and administrative regulations shall be invalid.

Where the convening procedures and voting method of the general meeting violate laws, administrative regulations or the Articles of Association, or contents of the resolution violate the Articles of Association, the shareholder may apply to the people's court for cancellation of such resolution within 60 days after the resolution is generated.

#### **CHAPTER 4 SUPPLEMENTARY PROVISIONS**

Article 70 For the purpose of this Rules of Procedures, reference to “no less than” or “not over” a number shall include that number; and reference to “over”, “lower than” or “more than” shall exclude that number.

Article 71 In the event of any matters not covered in this Rules of Procedures, or in the event of any conflict with applicable laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the Company's shares are listed, or the provisions of the Articles of Association, the applicable laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association shall prevail.

Article 72 This Rules of Procedures shall be attached as an appendix to the Articles of Association, and their enactment and amendment shall be effective only after they have been considered and passed by the board of directors of the Company and approved at the general meeting by way of a special resolution.

Article 73 Interpretation of this Rules of Procedures shall be vested in the board of directors.

**RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS  
OF  
HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED**

(Adopted at the annual general meeting of the Company on [•] 2024)

**CHAPTER 1 GENERAL PROVISIONS**

Article 1 In order to further regulate the procedure and decision-making process of the board of directors of Hainan Meilan International Airport Company Limited (hereinafter referred to as the “Company”), to ensure regular and efficient operation and scientific decision-making of the board of directors, this Rules of Procedures are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) and other relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association of Hainan Meilan International Airport Company Limited (hereinafter referred to as the “Articles of Association”), combined with the actual situation of the Company.

**CHAPTER 2 POWERS AND AUTHORITIES OF THE BOARD OF DIRECTORS**

Article 2 The board of directors is composed of all directors elected by the general meeting, reports to the general meeting and exercises its powers in accordance with the applicable relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.

Article 3 Essential conditions for the board of directors to perform its duties:

The General Manager (or the “President”, the “Executive President”, hereinafter collectively referred to as the “General Manager”) shall provide directors and the board of directors with information and data necessary for the board of directors to make scientific, rapid and prudent decisions.

Directors may require the General Manager, or through the General Manager, require relevant department of the Company to provide information and explanation necessary for it to make scientific, rapid and prudent decisions.

Where the same is deemed necessary, independent non-executive directors may, at the expense of the Company, engage independent firms to express independent opinions as the basis for its decisions.

**Article 4**

The board of directors shall consider and make resolution on issues which the board of directors shall submit to the general meeting for deliberation or approval as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where shareholders individually or collectively holding three percent (3%) or more of total voting shares in the Company raise extemporaneous proposal in accordance with the provisions of the Articles of Association ten (10) days before the convening of the general meeting, the board of directors shall issue a supplementary notice of the general meeting within two (2) days after receiving the proposal, to announce the content of the extemporaneous proposal; if the securities regulatory rules of the place where the Company's shares are listed stipulate otherwise, the provisions thereof shall be met at the same time.

**Article 5**

The board of directors shall exercise the following powers:

1. Call the general meeting, and report its work to the general meeting;
2. Implement resolutions of the general meeting;
3. Decide operating plan and investment plan of the Company;
4. Develop the annual financial budget plan and settlement plan of the Company;
5. Develop the profit distribution plan and the loss make-up plan of the Company;
6. Develop the plan for increase or decrease in registered capital, and the issue of stocks, bonds or other securities of the Company;
7. Draft the plan for material acquisition, acquisition of stocks of the Company, or merger, splitting, dissolution and change in corporate form of the Company;

8. Within the power delegated by the general meeting, decide issues concerning investments to external parties, asset acquisition and disposal, asset pledge, guarantee for external parties, wealth management by third parties, related party transactions, and external donations; issues falling out of the scope of the powers delegated by the general meeting shall be submitted to the general meeting for consideration;
9. Decide on the establishment or cancellation of the Company's internal management structure, branch or representative office;
10. Decide on the appointment or dismissal of the Company's general manager, the secretary to the board of directors and other senior management personnel, and decide their remuneration, awards and punishments based on the recommendation of the chairman of the board of directors; based on nomination by the General Manager, decide on the appointment or dismissal of the vice General Manager, the finance director and other senior management personnel of the Company and decide their remuneration, awards and punishments;
11. Prepare basic management rules of the Company;
12. Prepare revision plan for the Articles of Association;
13. Propose the general meeting to employ or replace the accounting firm that provides the Company with annual financial report audit services;
14. Listen to the work report of the General Manager of the Company and inspect the work of the General Manager;
15. Decide on the establishment of special committees of the board of directors and their composition;
16. Consider the acquisition of the Company's shares based on the circumstances specified in Items (3), (5) and (6) of Article 24 of the Articles of Association;
17. Other powers granted by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

**CHAPTER 3 COMPOSITION AND SUBORDINATED COMMITTEES  
OF THE BOARD OF DIRECTORS**

Article 6 The board of directors consists of eleven (11) directors, and has one (1) chairman, and one (1) to two (2) vice chairman; at any time, the number of independent non-executive directors shall not be less than three (3) and shall represent more than one third (1/3) of the total number of the board of directors.

Article 7 The board of directors has established the audit committee, nomination committee, remuneration committee, strategy committee, and other special committees as required. The special committees are responsible to the board of directors, and performs their duties in accordance with applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and this Rules of Procedures, and provide advice and suggestions on major decisions of the board of directors and issues within the scope of exercise of the chairman of the board of directors of the authorization delegated by the Board. Proposals shall be submitted to the board of directors for deliberation and decision.

All members of the special committees are directors, with a majority of independent non-executive directors in the audit committee, nomination committee and remuneration committee; the audit committee and the remuneration committee shall be chaired by an independent non-executive director (the convenor) and the nomination committee shall be chaired by the chairman of the board of directors or an independent non-executive director.

The establishment and composition of special committees shall continuously comply with laws, administrative regulations, departmental rules and the Listing Rules.

Article 8 Main responsibilities of the strategy committee are studying long-term development strategy and material investment decisions of the Company and making suggestions thereon. The specific responsibilities are stipulated in the Terms of Reference and Procedures of the Strategy Committee of the Board of Directors (《董事會戰略委員會職權範圍及程序》) formulated by the board of directors of the Company.



**CHAPTER 4 SECRETARY TO THE BOARD OF DIRECTORS**

Article 15                   The Company has a secretary to the board of directors who is a member of the senior management personnel of the Company. The secretary to the board of directors mainly takes charge of promoting the governance level of the Company and handling information disclosure of the Company.

Article 16                   The secretary to the board of directors is accountable to the Company and the board of directors, and shall perform the following duties:

1. Handle the Company's information disclosure, coordinate in information disclosure of the Company, organize the preparation of information disclosure management rules, and urge the Company and the person under information disclosure obligation to abide by rules related to information disclosure;
2. Take charge of investor relationship management, and coordinate information communication between the Company and securities regulatory authorities, investors, securities service institutions and media;
3. Take charge of preparation for the meeting of board of directors and the general meeting, the preservation of documents, attend the general meeting, the meeting of the board of directors, meetings of the supervisory committee and meetings of senior management personnel, and maintain the minutes of the general meeting and the meeting of the board of directors and sign the same;
4. Take charge of confidentiality concerning information disclosure of the Company;
5. Pay attention to media coverage and actively verify its authenticity and urge the board of directors of the Company to timely respond to inquiries from stock exchanges and securities regulators;
6. Organize directors, supervisors and senior management personnel of the Company to take trainings on relevant laws and administrative regulations, and assist the foregoing people to understand their respective responsibilities for information disclosure;
7. After knowing that directors, supervisors and senior management personnel of the Company violate laws, administrative regulations, departmental rules, other normative documents, the Articles of Association, this Rules of Procedures, etc., or that the Company makes any decision which violates or may violates relevant regulations, remind relevant people of the same;



8. Other circumstances specified in applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

**Article 21**

Where an extraordinary meeting of the board of directors is requested to be convened in accordance with the preceding Article, a written request signed (sealed) by the requester shall be submitted through the office of the board of directors or directly to the chairman of the board of directors. The written resolution shall indicate the following:

1. Name of the requester;
2. Reason for such request or objective cause based on which the request is raised;
3. Time or timeframe, venue and method for convening the requested meeting;
4. Definite and specific proposal (resolution);
5. Contact details of the requestor, the date of request, etc.

The proposal shall relate to issue falling within the scope of powers of the board of directors as specified in the Articles of Association and this Rules of Procedures, and documents related to the proposal shall also be submitted.

After its receipt of the foregoing written resolution and relevant documents, the office of the board of directors shall forward them to the chairman of the board of directors on the same date. Where the chairman of the board of directors believes that the proposal does not have definite and specific content or relevant documents are not adequate, he/she may require the requestor to make revision or supplement.

The chairman of the board of directors shall call and chair the meeting of the board of directors within ten (10) days after its receipt of the above proposal, or the requirement of securities regulatory authorities.

**CHAPTER 6 RULES OF PROCEDURE OF THE BOARD OF DIRECTORS****Article 22**

Proposals of meetings of the board of directors are mainly based on the following:

1. Issues proposed by the directors;
2. Issues proposed by the supervisory committee;

3. Proposals (resolutions) of the special committee under the board of directors;
4. Proposals (resolutions) put forward by the proposer who proposes to hold an extraordinary meeting of the board of directors;
5. Issues which requires consideration by the general meeting of subsidiaries and associated companies of the Company.

**Article 23**

The secretary to the board of directors shall collect drafts on issues to be discussed at the meeting of the board of directors, and relevant person shall submit the proposal and relevant descriptive documents at least five (5) working days before the notice of the meeting is given. After sorting out relevant documents, the secretary to the board of directors shall list the time, venue and agenda of the board meeting and submit the same to the chairman of the board of directors.

**Article 24**

The chairman of the board of directors shall issue the notice of and call the meeting of the board of directors. If the chairman of the board of directors cannot or does not perform the duties, the vice chairman of the board of directors shall perform the duties (in the event that the Company has two (2) vice chairmen, the vice chairman of the board of directors jointly elected by more than half of the directors shall perform the duties). Where the vice chairman of the board of directors cannot or does not perform the duties, one (1) director jointly recommended by one half or more directors shall perform the duties. The convener shall issue the notice of the meeting.

**Article 25**

The notice of the meeting of the board of directors shall be given as follows:

1. Before the meeting of the board of directors is convened, the notice of the meeting shall be given to all directors, all supervisors, the General Manager, the secretary to the board of directors and other people present at and attending the meeting. The notice shall generally cover:
  - (1) The date and venue of the meeting;
  - (2) The duration and convening method of the meeting;
  - (3) Cause, issues and meeting documents necessary for voting by directors;
  - (4) The date on which the notice is given;
  - (5) The contact and contact details.

2. The notice of the board meeting shall be given in the following way as per following requirement:

- (1) The notice of the board meeting shall be delivered by personal service, or by fax, express mail, or other electronic communication methods (including but not limited to email, etc., if it is not delivered directly, it should be confirmed by telephone and recorded accordingly);
- (2) The time limit for notice of meetings of the board of directors is: notice of the regular meeting of the board of directors shall be given fourteen (14) days before the meeting (excluding the day of the meeting), and notice of the extraordinary meeting of the board of directors shall be given ten (10) days before the meeting (excluding the day of the meeting) (if the board of directors deems it necessary in case of emergency, the extraordinary meeting of the board of directors may give shorter notice, which, in principle, shall be not less than two (2) days in advance); in the case of compliance with the securities regulatory rules of the place where the Company's shares are listed, the above time limit for notice may be waived with the consent of the directors of the Company.

If an emergency occurs and it is necessary to convene an extraordinary meeting of the board of directors as soon as possible, a notice of the meeting may be issued at any time by telephone or other oral means, but the convener shall explain at the meeting and record it in the minutes of the meeting;

- (3) The notice of the meeting of the board of directors shall be made in Chinese and where necessary, in English, and the Chinese version shall prevail.

Where the director has attended the meeting and has not raised the objection before or upon arrival at the meeting that he/she has not received the notice of the meeting, it shall be deemed that he/she has been given the notice of the meeting.

## Article 26

After the notice of the meeting is given and before the meeting is convened, the secretary to the board of directors shall conduct or procure communication and contact with all directors, particularly independent non-executive director, obtain their opinions or suggestions and timely forward such opinions or suggestions to the proposer to improve relevant proposals. The secretary to the board of directors shall also timely make available data necessary for directors to supplement relevant proposal, including background information related to themes of the meeting, and other data helping the directors make scientific, rapid and prudent decisions.

Where one quarter (1/4) or more directors or two (2) or more independent non-executive directors believe that such data of the meeting or proposal are not sufficient or the proving is not definite, they may jointly request the board of directors to postpone the board meeting or postpone discussion of such relevant proposals, which shall be adopted by the board of directors. Unless such request is raised directly at the meeting of the board of directors, the secretary to the board of directors shall, after its receipt of the written request raised jointly by relevant directors for postponing the board meeting or postponing discussing such relevant proposals, timely notify directors, supervisors and other attendees of the same.

## Article 27

After the written notice of regular meeting of the board of directors is given, in case of any change in time, venue, etc. of the meeting, or adding, changing, or cancelling the proposal of the meeting, written notice of such change shall be given three (3) days before the original date fixed for the meeting (excluding the day of the meeting), stating the situation and giving relevant contents of new proposal (if any) and relevant information. Where the notice is shorter than three days, the meeting shall be accordingly postponed, or convened on the original date with the consent of all directors.

After the written notice of the extraordinary board meeting is given, in case of any change in time, venue, etc. of the meeting or adding, changing or cancelling the proposal of the meeting, prior consent of all directors present at the meeting shall be obtained and the same shall be recorded properly.

Article 28

The board meeting shall not be convened unless one half or more directors are present.

The director shall attend the board meeting in person, and where the director cannot attend the meeting in person for cause, he/she may authorize another director to attend the meeting on his/her behalf in writing. Such another director shall be taken into account when calculating the number of directors present at the meeting. Where the independent non-executive director cannot attend the meeting in person, he/she may authorize another independent non-executive director to attend the meeting on his/her behalf (except the board meeting which shall be attended in person). If a director fails to attend a board meeting or to attend by proxy, he shall be deemed to have waived his right to vote at the meeting.

If a director fails to attend a board meeting or to attend by proxy, he shall be deemed to have waived his right to vote at the meeting.

Where the director fails to attend the board meeting in person or authorize another director to attend the meeting on his/her behalf for two (2) times consecutively, it shall be deemed that such director cannot perform his/her duties, and the board of directors shall propose the general meeting to replace such director. Where an independent non-executive director fails to attend the board meeting for three (3) times consecutively, the board of directors shall propose the general meeting to replace such director. Subject to the securities regulatory rules of the place where the Company's shares are listed, directors who attend board meetings online, by video, by telephone or in other ways with the same effect are also deemed to have attended in person.

Supervisors may also attend (without voting rights) the meeting of the board of directors. The General Manager and the secretary to the board of directors who is not a director shall attend (without voting rights) the meeting of the board of directors.

Article 29

The meeting of the board of directors shall be chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to or does not perform the duties, the vice chairman of the board of directors shall perform the duties (in the event that the Company has two (2) vice chairmen, the vice chairman jointly elected by more than half of the directors shall perform the duties). Where the vice chairman of the board of directors is unable to or does not perform the duties, one (1) director jointly recommended by one half or more directors shall perform the duties.

If the board of directors is changed, since the chairman of the new board of directors has not yet been elected, more than half of the directors of the new board of directors will jointly elect one (1) director to preside over the first meeting of the new board of directors and elect the chairman of the current board of directors.

**Article 30**

Where the director appoints another director to attend the meeting of the board of directors on his/her behalf, the power of attorney shall indicate the name of the principle and the proxy, authorized items, authority granted by the principal, instruction on his/her voting intention as to each proposal, and the validity term and shall be signed or sealed by the principal. Where the director authorizes another director to confirm regular reports with signature, special authority shall be granted in the power of attorney.

The director so authorized shall submit the power of attorney in writing to the chairman of the meeting, and indicate that he/she attends the meeting as the authorized proxy of another director on the attendance register of the meeting.

**Article 31**

Authorizing another director to attend the meeting of the board of directors or accepting such authorization shall be subject to the following restrictions:

1. When deliberating issues on related party transactions, a non-related director shall not authorize a related director to attend the meeting on his/her behalf, and a related director shall not accept such authorization by a non-related director to attend the meeting;
2. An independent non-executive director shall not authorize a director other than an independent director to attend the meeting, and a director other than an independent non-executive director shall not accept such authorization by an independent director;
3. A director shall not give carte blanche to another director to attend the meeting on his/her behalf without indicating his/her voting intention as to the proposal, and relevant director shall not accept such carte blanche and authorization without specific authority;
4. One (1) director shall not accept the authorization by more than two (2) directors on his/her behalf at a board meeting, and the director shall not authorize a director who has already accepted the authorization by more than two (2) other directors to attend the meeting on his/her behalf.



4. Prepare amendments plan for the Articles of Association.

Except for the above four items, the rest of the matters shall be approved by more than half of the directors, but if the applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and Articles of Association stipulate otherwise, such provisions shall prevail.

When the board of directors considers the external guarantee matters mentioned in Article 48 of the Articles of Association, in addition to the consideration and approval of more than half of all directors, it shall also be considered and approved by more than two-thirds of the directors present at the meeting of the board of directors.

**Article 36**

The voting methods for resolutions of the board of directors are: Voting by show of hands or registered written voting. Each director has one vote.

On the premise that the directors can fully express opinions and comply with the provisions of the securities regulatory rules of the place where the Company's shares are listed, the extraordinary meeting of the board of directors may be conducted by fax, telephone or video conference or other methods with the same effect, and a resolution shall be made and signed by the directors participating in the meeting (the directors who sign by fax, email, etc. have the same effect).

**Article 37**

In considering related party transactions, related director shall abstain from voting, with the specific requirements as follows:

Any director who is related to the company involved in the resolution of the meeting of the board of directors shall not exercise the voting rights on such resolution, and shall not exercise the voting rights on behalf of any other director either. The meeting of the board of directors may be convened when over 50% of non-related directors are present. Resolution of the meeting of the board of directors is subject to the approval of over 50% of non-related directors. Where less than three (3) non-related directors are present at the meeting of the board of directors, the Company shall submit the issue to the general meeting for deliberation.

The specific voting of the board of directors on the connected transactions under the Listing Rules shall comply with the relevant provisions of the Listing Rules.

Article 38 Directors shall be liable for resolutions of the meeting of the board of directors.

If the resolution of the board of directors violates laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, and the resolution of the general meeting, leading to material loss of the Company, the directors participating in the resolution shall be liable to the Company for compensation; however, directors who are proved to have raised objection at the time of voting as recorded in the minutes shall be released from liabilities.

Article 39 The board of directors shall make minutes of the decisions on issues discussed at the meeting. The meeting minutes of the board of directors shall contain the following information:

1. The session of the meeting, and its date, venue and convening method;
2. Information on the giving of the notice of the meeting;
3. The convener and the chairman of the meeting;
4. The names of the directors present and the directors (proxies) attending the meeting of the board of directors by proxy;
5. The agenda and proposals considered by the meeting, key points in speech of each director and main opinions (including any concerns raised or objections expressed by the director) of each director on relevant issues, and voting intention on the proposal (subject to written feedback from the director in case of a meeting in the form of written resolution);
6. Voting method and result of each issue for resolution (voting result shall indicate the number of affirmative votes, dissenting votes or abstention votes respectively);
7. Other issues to which directors present at the meeting thinks it should be recorded;
8. Signing by directors.







**RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE  
OF  
HAINAN MEILAN INTERNATIONAL AIRPORT COMPANY LIMITED**

(Adopted at the annual general meeting of the Company on [•] 2024)

**CHAPTER 1 GENERAL PROVISIONS**

- Article 1 In order to regulate the procedure and voting process of the supervisory committee of Hainan Meilan International Airport Company Limited (hereinafter referred to as the “Company”), to ensure efficiency and scientific decision-making of supervisory committee, this Rules of Procedure are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) and other relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association of Hainan Meilan International Airport Company Limited (hereinafter referred to as the “Articles of Association”), combined with the actual situation of the Company.
- Article 2 The supervisory committee shall be responsible to the general meeting and exercise is supervision over the financial situation of the Company and the rightful exercise of duties by senior management personnel such as directors, General Manager (or the “President”, the “Executive President”, hereinafter collectively referred to as the “General Manager”), deputy general manager (or the “Vice President”, the “Executive Vice President”, hereinafter collectively referred to as the “Deputy General Manager”), chief financial officer and secretary to the board of directors to protect the legal rights and interests of the Company and its shareholders.
- Article 3 The Company shall take measures, as appropriate, to assure the supervisors’ right of information and make timely disclosure of all the information and data necessary to facilitate the effective supervision, inspection and evaluation conducted by supervisory committee with respect to the financial condition and business operation of the Company.

The General Manager shall, upon the request of the supervisory committee, submit report in respect of the signing and execution of material contracts to which the Company is a party, use of capital and the profit and loss thereof.

Article 4 A supervisor shall ensure that the information disclosure of the Company is true, accurate and complete, and sign the written confirmation of the Company's periodic reports in accordance with applicable laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed.

**CHAPTER 2 COMPOSITION AND EXECUTIVE OFFICE OF  
THE SUPERVISORY COMMITTEE**

Article 5 The supervisory committee is comprised of three (3) members, including representatives of shareholders and an appropriate proportion of representatives of the Company's employees, of which the proportion of employee representatives shall not be less than one-third. Directors, General Managers and other senior management personnel of the Company shall not concurrently serve as supervisors.

The supervisory committee shall have one (1) chairman of the supervisory committee, which shall be elected by more than half of all the supervisors.

Article 6 The term of office of a supervisor shall be three (3) years and may be renewed upon expiry of the term of office of a supervisor if he/she is re-elected. The representative of the shareholders in the supervisory committee shall be elected and removed through a general meeting whereas the representative of the employees in the supervisory committee shall be elected and removed democratically by the employees of the Company through the employee representatives' meeting, the employees' general meeting or other forms.

If the term of office of a supervisor expires but re-election is not made in a timely manner, the said supervisor shall continue to perform the duties as supervisor pursuant to the laws, administrative regulations and the Articles of Association until the elected supervisor assumes his/her office.

Article 7 A supervisor shall meet all the qualification requirements as provided by the Company Law and other laws and regulations and the Articles of Association and possess relevant professional knowledge or work experience in such areas as law and accounting and other areas relevant to the performance of their duties.

Article 8 A supervisor may resign during his/her term of office by giving written notice of such resignation to the supervisory committee.



The supervisory committee may also, to the extent it deems necessary, express opinions on the proposals being deliberated by the general meeting and submit its independent report.

**Article 12**

The supervisory committee may, during exercise of its powers and duties, engage legal counsels, certified public accountants to provide professional opinions and any reasonable costs or expenses so incurred shall be borne by the Company.

The Company shall be responsible for any necessary costs or reasonable expenses incurred by the supervisors for their attendance at the meetings of the supervisory committee, including the travel expenses between their residences to the meeting venue and the meal and accommodation expenses during the session.

**Article 13**

The chairman of the supervisory committee shall exercise and perform the following powers and duties:

1. To convene and preside as chairman at each meeting of the supervisory committee;
2. To organize the discharge of duties of the supervisory committee;
3. To review and sign the report of the supervisory committee and other material documents;
4. To report to the general meeting on behalf of the supervisory committee;
5. Other duties and responsibilities as stipulated in laws, administrative regulations, the Articles of Association, or as granted by the supervisory committee.

If the chairman of the supervisory committee is unable or fails to perform his/her duties, one (1) supervisor who has been elected by more than one half of the supervisors shall convene and preside over the meeting of the supervisory committee.

**Article 14**

The supervisory committee shall report to the board of directors and the general meeting, or directly to the securities regulatory authority and other relevant authorities on any non-compliance in the finance of the Company or any acts of senior management personnel such as directors, General Manager, Deputy General Manager, chief financial officer and secretary to the board of directors in violation of laws, regulations or the Articles of Association identified during its supervision.



7. When any legal proceeding is brought by the shareholders against the Company or any of its directors, supervisors and senior management personnel;
8. When the Company or any of its directors, supervisors and senior management personnel is penalized by the securities regulatory authority or publicly condemned by stock exchange;
9. At the request of the securities regulatory authority or stock exchange;
10. Other circumstances as stipulated in applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

**Article 18**

Each supervisor shall be present at the meeting of the supervisory committee in person or, in his/her absence, by proxy appointed by such supervisor in writing among other supervisors to act on his/her behalf. The instrument of proxy shall contain the name of the proxy and authorizing supervisor, matters authorized to be acted upon, scope of authority of authorizing supervisor as well as limits and validity of such authorization and shall be signed or sealed by the authorizing supervisor. The supervisor attending the meeting on behalf of the authorizing supervisor shall exercise his/her rights on behalf of the authorizing supervisor within the scope of the authorization.

If a supervisor fails to attend meetings of the supervisory committee in person for two (2) consecutive times and does not appoint another supervisor to attend the said meeting, he/she shall be deemed unable to perform his/her duties and The supervisory committee shall submit a request to the general meeting or the general meeting of employees (employee representatives' meeting), as the case may be, for the removal of such supervisor.

**CHAPTER 5 CONVENING, CALLING AND MEETING PROCEDURES  
OF THE SUPERVISORY COMMITTEE****Article 19**

The supervisory committee shall propose the meeting agenda according to the proposals considered at the supervisory committee and submitted by the supervisors.

**Article 20**

The executive office of the supervisory committee shall collect the proposals considered at the supervisory committee and submitted by the supervisors and deliver such to the chairman of the supervisory committee, who shall decide at his/her discretion if any proposal should be submitted for consideration at the meeting of the supervisory committee.

**Article 21**

The chairman of the supervisory committee shall call a meeting of the supervisory committee by signing the meeting notice. The meeting notice shall contain the meeting date, venue, duration, method of convening, purpose, matters to be discussed and relevant materials, and the date of notice, contact person and contact method among others.

The time limit for notification of meetings of the supervisory committee shall be as follows: notification of a regular meetings of the supervisory committee shall be sent to all supervisors ten (10) days prior to the convening of the meeting (excluding the day on which the meeting is held); and notification of interim meetings of the supervisory committee shall be sent to all supervisors three (3) days prior to the convening of the meeting (excluding the day on which the meeting is held). Any supervisor may waive his/her right to demand notice of a meetings of the supervisory committee.

The meeting notice may be served by personal delivery, express mail, fax, telegram or other electronic means of communication (including but not limited to e-mail) and other methods as permitted by law.

**Article 22**

The executive office shall, from the meeting notice being sent out until the meeting being held, be responsible for or arrange the communication and contact with each supervisor to solicit the comments and suggestions from them so as to refine the proposals. Where more than one-half of the supervisors deem the information provided at the meeting as inadequate or the justification as unclear, the said supervisors may jointly propose to suspend the meeting or that the relevant resolution be postponed, and the supervisory committee shall table such proposal as requested by the supervisors.

**Article 23**

The chairman of the supervisory committee shall preside at the meeting of the supervisory committee; If the chairman of the supervisory committee is unable to preside over the meeting or does not preside over the meeting, one (1) supervisor shall be jointly elected by more than half of the supervisors to preside over the meeting.

In the event that change of the supervisory committee, since the chairman of the new supervisory committee has not yet been elected, more than half of the supervisors of the new supervisory committee shall jointly elect one (1) supervisor to preside over the first meeting of the new supervisory committee for the purpose of electing the chairman of the supervisory committee for the term of the current supervisory committee.





**CHAPTER 7 EXECUTION AND FEEDBACK OF THE RESOLUTIONS  
OF THE SUPERVISORY COMMITTEE**

Article 34 The supervisory committee shall adopt and propose resolutions to the Board of Directors and the general meeting for an execution organized by the board of directors.

Article 35 Under the leadership of the supervisory committee and the chairman of the supervisory committee, the executive office of the supervisory committee shall follow up with the execution and implementation of the resolutions concerning the Supervisory Committee adopted and make prompt report and suggestions to the supervisory committee and the chairman of the supervisory committee.

Article 36 For any resolution adopted by the supervisory committee concerning the proposal to convene an extraordinary meeting of the board of directors or an extraordinary meeting of the shareholders or an extraordinary proposal to be submitted at the annual general meeting of the shareholders, a written proposal containing the subject matter and all relevant information shall be lodged with the board of directors within a prescribed time frame. The supervisory committee shall ensure the full compliance of such proposal in substance with laws, regulations, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

**CHAPTER 8 SUPPLEMENTARY PROVISIONS**

Article 37 For the purpose of the Rules, any reference to "more than", "within" a number includes that number, and any reference to "over", "lower", "without" excludes that number.

Article 38 In the event of any matter not covered in this Rules of Procedures, or in the event of any conflict with applicable laws, administrative regulations, departmental rules, regulatory documents, rules on securities supervision of the place where the Company's shares are listed, or provisions of the Articles of Association. In this case, applicable laws, administrative regulations, departmental rules, regulatory documents, rules on securities supervision of the place where the Company's shares are listed, and provisions of the Articles of Association shall prevail.

Article 39 This Rules of Procedures are the supplementary provisions to the Article of Association, and their enactment and amendment shall be scrutinized and passed by the supervisory committee of the Company and subject to the approval by special resolution of the general meeting.

Article 40 This Rules of Procedures shall be interpreted by the supervisory committee.

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## NOTICE OF ANNUAL GENERAL MEETING

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**海南美蘭國際空港股份有限公司**  
**Hainan Meilan International Airport Company Limited\***  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 357)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 12 June 2024 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People's Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions. Unless the context otherwise requires, expressions used in this notice shall have the same meaning set out in the circular of the Company dated 6 May 2024.

#### BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board for the year ended 31 December 2023;
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2023;
3. To consider and approve the audited financial statements of the Company and its subsidiaries as at and for the year ended 31 December 2023;
4. To consider and approve that the Company does not make final dividend distribution for the year ended 31 December 2023;
5. To consider and approve the annual remuneration proposal for the Directors and the Company's supervisors for the year 2024;
6. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's auditors, who will hold office until the conclusion of the next annual general meeting of the Company, and to authorise the chairman of the Board to determine their remunerations;
7. To consider and approve the appointment of Mr. Wen Zhe (文哲先生) as a non-executive director of the Company and to authorise the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company; and

\* For identification purposes only.

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## NOTICE OF ANNUAL GENERAL MEETING

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8. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding three (3) per cent or more of the Shares carrying the right to vote at such meeting;

### BY WAY OF SPECIAL RESOLUTIONS

9. To consider and approve:
- (i) the proposed amendments to the Articles of Association, and to approve the authorisation to any director or secretary to the board of directors/company secretary of the Company, to, on behalf of the Company, deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed amendments to the Articles of Association (including the amendments to wordings as requested by relevant regulatory authorities);
  - (ii) the proposed adoption of the Rules of Procedures of General Meetings, and to approve the authorisation to any director or secretary to the board of directors/company secretary of the Company, to, on behalf of the Company, deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed adoption of the Rules of Procedures of General Meetings (including the amendments to wordings as requested by relevant regulatory authorities);
  - (iii) the proposed adoption of the Rules of Procedures of the Board, and to approve the authorisation to any director or secretary to the board of directors/company secretary of the Company, to, on behalf of the Company, deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed adoption of the Rules of Procedures of the Board (including the amendments to wordings as requested by relevant regulatory authorities); and
  - (iv) the proposed adoption of the Rules of Procedures of the Supervisory Committee, and to approve the authorisation to any director or secretary to the board of directors/company secretary of the Company, to, on behalf of the Company, deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed adoption of the Rules of Procedures of the Supervisory Committee (including the amendments to wordings as requested by relevant regulatory authorities);
10. **“THAT:**
- (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, separately or at the same time, and make or grant offers, agreements, purchase options or warrants, subject to the following conditions:
    - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, purchase options or warrants which might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
    - (i) in the case of Domestic Shares, 20 per cent of the aggregate nominal amount of Domestic Shares in issue at the date of passing this resolution; and
    - (ii) in the case of H Shares, 20 per cent of the aggregate nominal amount of H Shares in issue at the date of passing this resolution; and
  - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC, Securities Law of the PRC and relevant laws and regulations, and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals (if required) from the CSRC and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation to):
    - (i) determine the class and number of shares to be issued;
    - (ii) determine the issue price of the new shares;
    - (iii) determine the opening and closing dates of the new issue;
    - (iv) determine the use of proceeds of the new issue;
    - (v) determine the class and number of new shares (if any) to be issued to the existing Shareholders;
    - (vi) make or grant such offers, agreements or options as may be necessary in the exercise of such powers; and
    - (vii) in the case of an offer or allotment of shares to the Shareholders, exclude Shareholders who are resident outside the PRC or Hong Kong on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers necessary or expedient;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (c) make all necessary filings and registrations with the PRC, Hong Kong and/or other relevant authorities,

provided that if the proposed amendments to the Articles of Association as set out in each of the notices of the Annual General Meeting and the Class Meetings dated 6 May 2024 are approved by the Shareholders in the respective Annual General Meeting and Class Meetings, (i) any reference to “Domestic Shares” and/or “H Shares” in this resolution shall mean “shares of the Company”, and (ii) sub-paragraph (1)(b) of this resolution shall be amended as “the aggregate nominal amount of shares of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed 20% of the aggregate nominal amount of all the issued shares of the Company as at the date of passing of this resolution.

For the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
  - (b) the expiration of the 12-month period following the passing of this resolution; or
  - (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting of the Company.”
11. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding three (3) per cent or more of the Shares carrying the right to vote at such meeting.

By order of the Board  
**Hainan Meilan International Airport Company Limited\***  
**Wang Hong**  
*Chairman and President*

Hainan Province, the PRC  
6 May 2024

*As at the date of this notice, the Board comprises (i) three executive directors, namely Mr. Wang Hong, Mr. Ren Kai and Mr. Xing Zhoujin; (ii) three non-executive directors, namely Mr. Wu Jian, Mr. Li Zhiguo and Mr. Wang Zhen; and (iii) four independent non-executive directors, namely Mr. Fung Ching, Simon, Mr. George F Meng, Mr. Deng Tianlin and Mr. Ye Zheng.*

\* For identification purposes only.

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (A) The Company's register of members will be closed from Thursday, 23 May 2024 to Wednesday, 12 June 2024 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the office of the secretary to the Board at the Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC (for Domestic Shareholders), no later than 4:30 p.m. on Wednesday, 22 May 2024.
- (B) Shareholders whose names appear on the Company's register of members at the close of business on Thursday, 23 May 2024 are entitled to attend and vote at the Annual General Meeting after complying with the necessary registration procedures.
- (C) Each holder of H Shares who has the right to attend and vote at the Annual General Meeting (or any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the Annual General Meeting. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. The instrument appointing a proxy of any holder of H Shares (being a body corporate) must be affixed with the corporate seal of such holder of H Shares or duly signed by the chairman of its board of directors or by its authorised attorney. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment thereof in order for such documents to be valid.
- (E) Each holder of Domestic Shares is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the Annual General Meeting. Notes (C) and (D) also apply to holders of Domestic Shares, except that the proxy form or other documents of authority must be delivered to the office of the secretary to the Board, not less than 24 hours before the time for holding the Annual General Meeting or any adjournment thereof in order for such documents to be valid.

Details of the office of the secretary to the Board are as follows:

Office Building of Meilan Airport  
Haikou City  
Hainan Province  
the PRC  
Tel: (86-898) 6996 6999  
Fax: (86-898) 6996 8999

- (F) If a proxy attends the Annual General Meeting on behalf of a Shareholder, he should produce his ID card and the instrument signed by the proxy or his authorised representative, which specifies the date of its issuance. If the legal representative of the holder of legal person Share(s) attends the Annual General Meeting, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a holder of legal person Share(s) appoints a representative of a company other than its legal representative to attend the Annual General Meeting, such representative should produce his ID card and an authorisation instrument affixed with the seal of the holder of the legal person Share(s) and duly signed by its legal representative.
- (G) The Annual General Meeting is expected to last not more than one day. Shareholders or proxies attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (H) Pursuant to Rule 13.39 (4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting.
  
- (I) For the year 2024, the allowance standard (after tax) for Directors and supervisors of the Company will be as follows: the allowance paid to the executive Directors will be RMB70,000 per person; the allowance paid to the non-executive Directors will be RMB50,000 per person; the allowance paid to the independent non-executive Directors will be RMB100,000 per person; and the allowance paid to supervisors of the Company will be RMB20,000 per person. Since 2013, Directors and supervisors nominated by the controlling shareholders shall no longer be entitled to duty allowance.

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# NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

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**海南美蘭國際空港股份有限公司**  
**Hainan Meilan International Airport Company Limited\***  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 357)**

## NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the domestic shareholders class meeting (the “**Domestic Shareholders Class Meeting**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 12 June 2024 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions. Unless the context otherwise requires, expressions used in this notice shall have the same meaning set out in the circular of the Company dated 6 May 2024.

### BY WAY OF SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association and to approve the authorisation to any director or secretary to the board of directors/company secretary of the Company, to, on behalf of the Company, deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed amendments to the Articles of Association (including the amendments to wordings as requested by relevant regulatory authorities); and
2. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding three (3) per cent or more of the Shares carrying the right to vote at such meeting.

By order of the Board  
**Hainan Meilan International Airport Company Limited\***  
**Wang Hong**  
*Chairman and President*

Hainan Province, the PRC  
6 May 2024

*As at the date of this notice, the Board comprises (i) three executive directors, namely Mr. Wang Hong, Mr. Ren Kai and Mr. Xing Zhoujin; (ii) three non-executive directors, namely Mr. Wu Jian, Mr. Li Zhiguo and Mr. Wang Zhen; and (iii) four independent non-executive directors, namely Mr. Fung Ching, Simon, Mr. George F Meng, Mr. Deng Tianlin and Mr. Ye Zheng.*

\* For identification purposes only.

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# NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

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*Notes:*

- (A) The Company's register of members will be closed from Thursday, 23 May 2024 to Wednesday, 12 June 2024 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the Domestic Shareholders Class Meeting, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the office of the secretary to the Board at the Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC, no later than 4:30 p.m. on Wednesday, 22 May 2024.
- (B) Holders of the domestic shares of the Company whose names appear on the Company's register of members of domestic shares at the close of business on Thursday, 23 May 2024 are entitled to attend and vote at the Domestic Shareholders Class Meeting after complying with the necessary registration procedures.
- (C) Each holder of Domestic Shares who has the right to attend and vote at the Domestic Shareholders Class Meeting (or any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the Domestic Shareholders Class Meeting. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. The instrument appointing a proxy of any holder of Domestic Shares (being a body corporate) must be affixed with the corporate seal of such holder of Domestic Shares or duly signed by the chairman of its board of directors or by its authorised attorney. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the office of the secretary to the Board, the address of which is set out below, not less than 24 hours before the time for holding the Domestic Shareholders Class Meeting or any adjournment thereof in order for such documents to be valid.

Details of the office of the secretary to the Board are as follows:

Office Building of Meilan Airport  
Haikou City  
Hainan Province  
the PRC  
Tel: (86-898) 6996 6999  
Fax: (86-898) 6996 8999

- (E) If a proxy attends the Domestic Shareholders Class Meeting on behalf of a Domestic Shareholder, he should produce his ID card and the instrument signed by the proxy or his authorised representative, which specifies the date of its issuance. If the legal representative of the holder of legal person Domestic Share(s) attends the Domestic Shareholders Class Meeting, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a holder of legal person Domestic Share(s) appoints a representative of a company other than its legal representative to attend the Domestic Shareholders Class Meeting, such representative should produce his ID card and an authorisation instrument affixed with the seal of the holder of the legal person Domestic Share(s) and duly signed by its legal representative.
- (F) The Domestic Shareholders Class Meeting is expected to last not more than one day. Shareholders or proxies attending the Domestic Shareholders Class Meeting are responsible for their own transportation and accommodation expenses.
- (G) Pursuant to Rule 13.39 (4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the Domestic Shareholders Class Meeting will demand a poll in relation to all the proposed resolutions at the Domestic Shareholders Class Meeting.

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## NOTICE OF THE H SHAREHOLDERS CLASS MEETING

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**海南美蘭國際空港股份有限公司**  
**Hainan Meilan International Airport Company Limited\***  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 357)**

### NOTICE OF THE H SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the H shareholders class meeting (the “**H Shareholders Class Meeting**”) of Hainan Meilan International Airport Company Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 12 June 2024 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions. Unless the context otherwise requires, expressions used in this notice shall have the same meaning set out in the circular of the Company dated 6 May 2024.

#### BY WAY OF SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association, and to approve the authorisation to any director or secretary to the board of directors/company secretary of the Company, to, on behalf of the Company, deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed amendments to the Articles of Association (including the amendments to wordings as requested by relevant regulatory authorities); and
2. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding three (3) per cent or more of the Shares carrying the right to vote at such meeting.

By order of the Board  
**Hainan Meilan International Airport Company Limited\***  
**Wang Hong**  
*Chairman and President*

Hainan Province, the PRC  
6 May 2024

*As at the date of this notice, the Board comprises (i) three executive directors, namely Mr. Wang Hong, Mr. Ren Kai and Mr. Xing Zhoujin; (ii) three non-executive directors, namely Mr. Wu Jian, Mr. Li Zhiguo and Mr. Wang Zhen; and (iii) four independent non-executive directors, namely Mr. Fung Ching, Simon, Mr. George F Meng, Mr. Deng Tianlin and Mr. Ye Zheng.*

\* For identification purposes only.

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## NOTICE OF THE H SHAREHOLDERS CLASS MEETING

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*Notes:*

- (A) The Company's register of members will be closed from Thursday, 23 May 2024 to Wednesday, 12 June 2024 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the H Shareholders Class Meeting, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 22 May 2024.
- (B) Holders of the overseas listed foreign shares (in the form of H Shares) of the Company whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Thursday, 23 May 2024 are entitled to attend and vote at the H Shareholders Class Meeting after complying with the necessary registration procedures.
- (C) Each holder of H Shares who has the right to attend and vote at the H Shareholders Class Meeting (or any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the H Shareholders Class Meeting. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. The instrument appointing a proxy of any holder of H Shares (being a body corporate) must be affixed with the corporate seal of such holder of H Shares or duly signed by the chairman of its board of directors or by its authorised attorney. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, 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 for holding the H Shareholders Class Meeting or any adjournment thereof in order for such documents to be valid.
- (E) If a proxy attends the H Shareholders Class Meeting on behalf of a H Shareholder, he should produce his ID card and the instrument signed by the proxy or his authorised representative, which specifies the date of its issuance. If the legal representative of the holder of legal person H Share(s) attends the H Shareholders Class Meeting, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a holder of legal person H Share(s) appoints a representative of a company other than its legal representative to attend the H Shareholders Class Meeting, such representative should produce his ID card and an authorisation instrument affixed with the seal of the holder of the legal person H Share(s) and duly signed by its legal representative.
- (F) The H Shareholders Class Meeting is expected to last not more than one day. Shareholders or proxies attending the H Shareholders Class Meeting are responsible for their own transportation and accommodation expenses.
- (G) Pursuant to Rule 13.39 (4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the H Shareholders Class Meeting will demand a poll in relation to all the proposed resolutions at the H Shareholders Class Meeting.