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秦 皇 島 港 股 份 有 限 公 司
QINHUANGDAO PORT CO., LTD.*

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

(Stock Code: 03369)

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE OF THE GENERAL MEETING

II. RESIGNATION OF A SUPERVISOR; AND

III. PROPOSED APPOINTMENT OF A SUPERVISOR

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Qinhuangdao Port Co., Ltd.* (秦皇島港股份有限公司) (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE OF THE GENERAL MEETING

In accordance with the requirements of the existing laws, regulations and regulatory documents, including the Company Law of the People’s Republic of China (《中華人民共和國公司法》), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), the Guidelines on the Articles of Association of Listed Companies (《上市公司章程指引》), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (上海證券交易所股票上市規則) and the Listing Rules of the Stock Exchange, and considering the actual situation of the Company, the Board resolved at the Board meeting held on 29 October 2024 to propose the amendments to the articles of association of the Company (the “**Articles of Association**”) and the rules of procedure of the general meeting of the Company (the “**Rules of Procedure of the General Meeting**”).

Details of the proposed amendments to the Articles of Association are set out in Appendix I to this announcement. The proposed amendments to the Articles of Association are subject to the approval of shareholders of the Company (the “**Shareholders**”) by way of special resolution at an extraordinary general meeting and Shareholders’ class meetings.

Details of the proposed amendments to the Rules of Procedure of the General Meeting are set out in Appendix II to this announcement. The proposed amendments to the Rules of Procedure of the General Meeting are subject to the approval of Shareholders by way of special resolution at an extraordinary general meeting and Shareholders’ class meetings.

The English version of the proposed amendments to the Articles of Association and the Rules of Procedure of the General Meeting is an unofficial translation of the Chinese version. In the event of any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

II. RESIGNATION OF A SUPERVISOR

The Board hereby announces that, due to the adjustment of her career commitments, Ms. QU Ying (“**Ms. QU**”) has resigned as a supervisor of the Company with effect from 29 October 2024.

Ms. QU has confirmed that she has no disagreement with the Board and the supervisory committee of the Company (the “**Supervisory Committee**”) during her term of office and there is no matter in relation to her resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board and the Supervisory Committee would like to take this opportunity to express their sincere gratitude to Ms. QU for her contribution to the development of the Company during her term of office.

III. PROPOSED APPOINTMENT OF A SUPERVISOR

The Board is pleased to announce that the Company held a meeting of the Supervisory Committee on 29 October 2024 and passed the following matter: Ms. WANG Huaning (“**Ms. WANG**”) was nominated as a candidate for the position of supervisor of the fifth session of the Supervisory Committee of the Company. Such nomination is subject to review and approval at the general meeting of the Company. If such nomination is approved, the appointment shall be effective from the same date of the general meeting until the expiry of the term of the fifth session of the Supervisory Committee of the Company.

The biography of Ms. WANG is set out below:

Ms. WANG Huaning, born in December 1978, holds a postgraduate degree and is a senior economist. She has been serving as the head of the Discipline Inspection Group of the Disciplinary Committee and the chairwoman of the supervisory committee assigned by Hebei Port Group Co., Ltd. (河北港口集團有限公司)¹ since December 2021. Ms. WANG started working in July 2000 and joined the Communist Party of China (CPC) in November 1999. She has successively served as a cadre of the production service team of the Second Branch of Qinhuangdao Port Group Co., Ltd. (秦皇島港務集團有限公司), an office clerk of Qinhuangdao Port Group Co., Ltd., a clerk of the Clerical Section and the deputy director (deputy section level) of the Clerical and Confidential Division of the office of Hebei Port Group Co., Ltd., the director of the Clerical (Confidential) Section of the office of Hebei Port Group Co., Ltd., and the director of the Clerical and Confidential Section of the office of Hebei Port Group Co., Ltd.

1. *Hebei Port Group Co., Ltd. (河北港口集團有限公司), a company incorporated in accordance with the PRC laws with limited liability and previously known as Qinhuangdao Port Group Co., Ltd. (秦皇島港務集團有限公司), directly holds 56.27% equity interests in the Company.*

The general meeting of the Company to be convened will consider, among other things, the proposal on the election of a supervisor of the fifth session of the Supervisory Committee of the Company. If the appointment of the nominated supervisor is approved by the shareholders at the general meeting, the Company will enter into a service agreement or engagement letter with the nominated supervisor in due course. The remuneration of such supervisor will be determined in accordance with the articles of association of the Company, with reference to the relevant recommendations of the Remuneration and Appraisal Committee of the Board, and, among other things, the terms of reference and her duties and responsibilities. Her term of office shall commence from the date of review and approval at the general meeting to the expiry date of the fifth session of the Supervisory Committee.

Save as disclosed above, Ms. WANG has confirmed that (i) she did not hold any position in the Group or any directorship in other listed companies in the last three years; (ii) she does not have any relationship with any Director, supervisor, senior management, substantial or controlling shareholders of the Company; and (iii) she does not have any interest in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that shall be disclosed nor is Ms. WANG involved in any matter required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) and 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the shareholders.

IV. EXTRAORDINARY GENERAL MEETING AND SHAREHOLDERS' CLASS MEETINGS

The Company will convene an extraordinary general meeting and (if applicable) Shareholders' class meetings to seek the approval of Shareholders for, among other things, the proposed amendments to the Articles of Association, the proposed amendments to the Rules of Procedure of the General Meeting and the proposed appointment of a supervisor.

The proposed amendments to the Articles of Association, the proposed amendments to the Rules of Procedure of the General Meeting and the proposed appointment of a supervisor are subject to the approval of the Shareholders at the extraordinary general meeting and (if applicable) the Shareholders' class meetings to be convened by the Company respectively.

A circular containing, among other things, the proposed amendments to the Articles of Association, the proposed amendments to the Rules of Procedure of the General Meeting, the proposed appointment of a supervisor, a notice of the extraordinary general meeting and (if applicable) notices of the Shareholders' class meetings will be published on the websites of the Stock Exchange and the Company in due course in accordance with the Listing Rules of the Stock Exchange and the Articles of Association. Hard copies will be dispatched to Shareholders upon request.

By order of the Board
Qinhuangdao Port Co., Ltd.*
ZHANG Xiaoqiang
Chairman

Qinhuangdao, Hebei Province, the People's Republic of China
29 October 2024

As at the date of this announcement, the executive Directors of the Company are Mr. ZHANG Xiaoqiang, Mr. NIE Yuzhong and Mr. GAO Feng; the non-executive Directors of the Company are Mr. LI Yingxu and Ms. XIAO Xiang; and the independent non-executive Directors of the Company are Mr. ZHAO Jinguang, Ms. ZHU Qingxiang, Mr. LIU Li and Mr. ZHOU Qing.

* *For identification purpose only*

Appendix I Details of the proposed amendments to the Articles of Association

Comparison of Amendments to the Articles of Association of Qinhuangdao Port Co., Ltd.

The comparison of amendments to the Articles of Association of Qinhuangdao Port Co., Ltd. are as follows:

No.	Before amendments	After amendments
		Due to the addition or subtraction of articles and the adjustment of the order of articles, the number of the articles of the Articles of Association will be adjusted accordingly. If the number of the articles that refer to each other in the original Articles of Association is changed, and the revised Articles of Association shall also be changed accordingly.
1	<p>Article 1 In order to safeguard the lawful rights of Qinhuangdao Port Co., Ltd., (hereinafter referred to as the “Company”), its shareholders and creditors, and regulate the organization and conduct of the Company, this Articles of Association is hereby adopted 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, Special Provisions of the State Council Concerning the Floatation and Listing of Stocks by Limited Stock Companies (hereinafter referred to as the “Special Provisions”), the Guidelines on the Articles of Association of Listed Companies; the Mandatory Provisions for the Articles of Association of the Companies to Be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the State Council’s Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Stock Exchanges of Hong Kong Limited (hereinafter collectively referred to as the “Listing Rules”) and other rules and regulations.</p>	<p>Article 1 In order to safeguard the lawful rights of Qinhuangdao Port Co., Ltd., (hereinafter referred to as the “Company”), its shareholders and creditors, and regulate the organization and conduct of the Company, this Articles of Association is hereby adopted 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, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines on the Articles of Association of Listed Companies, the State Council’s Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Stock Exchanges of Hong Kong Limited (hereinafter collectively referred to as the “Listing Rules”) and other rules and regulations.</p>

No.	Before amendments	After amendments
2	Article 2 The Company is a joint stock company with limited liability incorporated in accordance with the Company Law, the Special Provisions and other rules and regulations.	Article 2 The Company is a joint stock company with limited liability incorporated in accordance with the Company Law and other rules and regulations.
3	Article 13 The Company shall have ordinary shares at all times. Upon approval by the authorities authorized by the State Council to examine and approve, the Company may have other kinds of shares according to its needs.	Deletion in its entirety.
4	Article 15 paragraph 1 Upon approval by the State Council authorities in charge of securities; the Company may issue shares to domestic investors and overseas investors.	Article 14 paragraph 1 The Company may issue shares to domestic investors and overseas investors according to law, and report to the securities regulatory authority of the State Council for filing in accordance with relevant requirements.
5	Article 17 Upon approval of the plan by the State Council authorities in charge of securities for the Company to issue overseas listed foreign investment shares and domestic investment shares, the Board of the Directors may arrange for the implementation of the plan by means of separate issues. 	Deletion in its entirety.
6	Additions at the end of Chapter 3 Section 1 Share issuance	Article 18 The Company or its subsidiaries (including its affiliates) shall not provide any financial assistance in the form of gifts, advances, guarantee, compensation or loans and etc. to any person who purchases or contemplates to purchase the shares of the Company.

No.	Before amendments	After amendments
7	<p>Article 25 paragraph 2 Directors, supervisors and senior management of the Company shall declare their shareholdings in the Company and the changes therein to the Company; and the shares transferred by them in a particular year during their term of office shall not exceeded 25% of the total shares being held shall not transfer more than 25% of their shareholdings in the Company during their respective term of office or transfer their shares within one year from the date on which the shares of the Company are listed on a stock exchange, except for those changes arising from judicial enforcement, inheritance, bequest and partition of property in accordance with laws.</p>	<p>Article 24 paragraph 2 Directors, supervisors and senior management of the Company shall declare their shareholdings in the Company and the changes therein to the Company; and the shares transferred by them in a particular year during their term of office as determined at the time of assuming office shall not exceeded 25% of the total shares being held, except for those changes arising from judicial enforcement, inheritance, bequest and partition of property in accordance with laws.</p> <p>Addition of a new Where shares are pledged within the period of restriction on transfer prescribed by laws and administrative regulations, the pledgee shall not exercise the pledge right within the period of restriction on transfer.</p>
8	<p>Article 30 After the Company is approved by the relevant competent state authorities, it may purchase shares in any of the following methods:</p> <p>(1) repurchase through open transactions on a securities exchange;</p> <p>.....</p>	<p>Article 29 The Company may purchase shares in any of the following methods:</p> <p>(1) repurchase through open transactions on a securities exchange;</p> <p>.....</p>
9	<p>Article 31 Where the Company is to repurchase through an agreement outside a securities exchange, prior approval shall be obtained from the shareholders' general meeting in accordance with the procedures provided for in this Articles of Association. Upon prior approval of the shareholders' general meeting obtained in the same manner, the Company may rescind or change the contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>.....</p>	<p>Deletion in its entirety.</p>

No.	Before amendments	After amendments
10	<p>Article 33 Unless the Company has entered into liquidation, it shall comply with the following provisions in buying back its issued and outstanding shares:</p> <p>(1) where the Company buys back its shares at their par value, the amount thereof shall be deducted from the book balance of its distributable profits and/or from the proceeds of a new share issue made to repurchase the old shares;</p> <p>.....</p>	<p>Deletion in its entirety.</p>
11	<p>Chapter 5 Financial Assistance for Acquisition of Shares in the Company</p>	<p>Deletion in its entirety.</p>
12	<p>Article 37 The Company's shares shall be in registered form. The share certificates of the Company shall state following particulars:</p> <p>(1) The name of the Company;</p> <p>(2) The date of the Company's incorporation;</p> <p>(3) The types of stocks, par value and number of shares the share certificates represent;</p> <p>(4) The share certificate serial number;</p> <p>(5) Other particulars provided for in the Company Law, the Special Provisions and the requirements of the securities exchange where the Company's shares are listed.</p>	<p>Article 31 The Company's shares shall be in registered form. The share certificates of the Company shall state following particulars:</p> <p>(1) The name of the Company;</p> <p>(2) The date of the Company's incorporation;</p> <p>(3) The types of stocks, par value and number of shares the share certificates represent;</p> <p>(4) The share certificate serial number;</p> <p>(5) Other particulars provided for in the Company Law and the requirements of the securities exchange where the Company's shares are listed.</p>
13	<p>Article 40 The Company shall keep a register of shareholders, in which the following particulars shall be recorded:</p> <p>(1) the name, address (domicile), profession or nature of each shareholder;</p> <p>(2) the category and number of shares held by each shareholder;</p> <p>(3)</p>	<p>Article 34 The Company shall keep a register of shareholders, in which the following particulars shall be recorded:</p> <p>(1) the name, address (domicile), profession or nature of each shareholder;</p> <p>(2) the number of shares held by each shareholder;</p> <p>(3)</p>

No.	Before amendments	After amendments
14	<p>Article 51 paragraph 1 item 5 (5) obtain the relevant information in accordance with the provisions of laws and this Articles of Association, including:</p> <p>1. obtain this Articles of Association after the payment of its costs;</p> <p>.....</p>	<p>Article 45 paragraph 1 item 5 (5) consult and make a copy of the Articles of Association, the register of shareholders, minutes of the shareholders meetings, the resolutions of meetings of the Boards of Directors and Supervisors and the financial reports after payment of reasonable costs;</p>
15	<p>Article 60 paragraph 1 item 13 and item 17 (13) deliberating any proposal made by a shareholder solely or shareholders aggregately holding more than three percent of voting shares in the Company;</p> <p>(17) deliberating any equity incentive plan;</p>	<p>Article 54 paragraph 1 item 17 (13) deliberating any proposal made by a shareholder solely or shareholders aggregately holding more than one percent of voting shares in the Company;</p> <p>(17) deliberating any equity incentive plan and employee shareholding scheme;</p>
16	<p>Article 63 In any of the following circumstances, the Company shall hold an extraordinary shareholders' general meeting within two months after the occurrence of the corresponding circumstance:</p> <p>(1) where the number of directors is fewer than such minimum number as set out herein;</p> <p>.....</p>	<p>Article 57 In any of the following circumstances, the Company shall hold an extraordinary shareholders' general meeting within two months after the occurrence of the corresponding circumstance:</p> <p>(1) where the number of directors is fewer than the number specified in the Company Law or two-thirds of minimum number as set out herein;</p> <p>.....</p>

No.	Before amendments	After amendments
17	<p>Article 70 Where a shareholder or shareholders require convening an extraordinary shareholders' general meeting or a separate meeting of classes of shareholders, the following procedures shall be followed:</p> <p>(1) A shareholder solely holding or shareholders aggregately holding more than ten percent (inclusive) of shares having voting powers in the meeting to be held may sign a written request or several written requests in the same format to suggest the board of directors for convening a separate meeting of classes of shareholders and clarify the subjects to be discussed in such meeting. The board of directors shall convene a separate meeting of classes of shareholders as soon as possible after receiving the foregoing written request. The foregoing number of shares shall be as of the date on which the shareholder(s) proposes (propose) the written request.</p> <p>.....</p>	<p>Deletion in its entirety.</p>
18	<p>Article 75 Where the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders solely or aggregately holding more than three percent of the Company's shares shall be entitled to make a proposal to the Company.</p> <p>The shareholders solely or aggregately holding more than three percent of the Company's shares may make an provisional proposal to the convener in writing ten days before the convening of the shareholders' general meeting. The convener shall, within two days after the receipt of the proposal, make a supplementary notice of shareholders' general meeting and make announcements in respect of such provisional proposal.</p> <p>.....</p>	<p>Article 68 Where the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders solely or aggregately holding more than one percent of the Company's shares shall be entitled to make a proposal to the Company.</p> <p>The shareholders solely or aggregately holding more than one percent of the Company's shares may make an provisional proposal to the convener in writing ten days before the convening of the shareholders' general meeting. The convener shall, within two days after the receipt of the proposal, make a supplementary notice of shareholders' general meeting and make announcements in respect of such provisional proposal.</p> <p>.....</p>

No.	Before amendments	After amendments
19	<p>Article 77 Any notice of a meeting of shareholders shall comply with the following requirements:</p> <p>(1) The notice shall be made in such manner as set out herein;</p> <p>(2) The notice shall indicate the venue, term, date and time of the meeting;</p> <p>(3) The notice shall describe the matters to be discussed in the meeting;</p> <p>(4) Such materials and explanations as necessary for shareholders to make wise decisions upon matters to be discussed shall be provided for shareholders; this principle shall include (without limitation) the provision of specific conditions and contracts (if any) for proposed transactions and the earnest explanation of their causes and consequences when the Company proposes merger, share repurchase, reorganization of share capital or any other restructuring;</p> <p>(5) Where any director, supervisor, President or any other senior manager has any major interest in any matter to be discussed, the nature and degree of such interest shall be disclosed; where the impact of any matter to be discussed upon such director, supervisor, President or other senior manager as a shareholder is different from the impact on other similar shareholders, the difference shall be indicated;</p> <p>(6) The notice shall record the full text of any extraordinary resolution to be proposed in the meeting;</p> <p>(7) Opinions and the reasons of independent directors (if necessary);</p>	<p>Article 70 Any notice of a meeting of shareholders shall comply with the following requirements:</p> <p>(1) The notice shall be made in such manner as set out herein;</p> <p>(2) The notice shall indicate the venue, term, date and time of the meeting;</p> <p>(3) The matters and resolutions to be deliberated at the meeting shall be submitted;</p> <p>(4) Opinions and the reasons of independent directors (if necessary);</p>

No.	Before amendments	After amendments
	<p>(8) The notice shall indicate with clear words that all shareholders shall be entitled to attend the shareholders' general meeting, any shareholder who is entitled to attend the meeting and vote shall be entitled to appoint one or more proxies who do not have to be shareholders to attend the meeting and vote;</p> <p>(9) The notice shall clearly state the service time and place of the proxy statement for voting in the meeting;</p> <p>(10) The notice shall indicate the equity registration date of the shareholder entitled to attend the shareholders' general meeting;</p> <p>(11) The notice shall indicate the name and telephone number of contact person permanently appointed for meeting affairs;</p> <p>(12) Where the shareholders' general meeting shall be made in the manner of Internet or in any other manner, the notice of shareholders' general meeting shall clearly state the time and procedure of voting in the manner of Internet or in any other manner.</p>	<p>(5) The notice shall indicate with clear words that all shareholders shall be entitled to attend the shareholders' general meeting, any shareholder who is entitled to attend the meeting and vote shall be entitled to appoint one or more proxies who do not have to be shareholders to attend the meeting and vote;</p> <p>(6) The notice shall indicate the equity registration date of the shareholder entitled to attend the shareholders' general meeting;</p> <p>(7) The notice shall indicate the name and telephone number of contact person permanently appointed for meeting affairs;</p> <p>(8) Where the shareholders' general meeting shall be made in the manner of Internet or in any other manner, the notice of shareholders' general meeting shall clearly state the time and procedure of voting in the manner of Internet or in any other manner;</p> <p>(9) Other contents required by laws and regulations, regulatory requirements, self-regulation rules and other related requirements.</p>

No.	Before amendments	After amendments
20	<p>Article 78 Save as otherwise specified by relevant laws, administrative regulations, securities regulatory requirements in force in the listing place of the Company's shares and these Articles of Association, the notice of shareholders' general meeting shall be sent by person or by mail (with postage paid) to shareholders (whether having any voting power in the shareholders' general meeting) at such address of the recipient as registered in the register of shareholders. In the case of shareholders of domestic shares, the notice of shareholders' general meeting may also be made in the form of announcement.</p> <p>The announcement mentioned in the previous paragraph shall, in the case of shareholders of domestic shares, be published in one or more newspapers designated by the authority of the State Council in charge of securities within forty-five to fifty days prior to the convening of the meeting. Upon announcement, all shareholders of domestic shares shall be deemed as having received the notice concerning the meeting of shareholders.</p> <p>In the case of shareholders of foreign shares listed abroad, subject to the laws and regulations in force in the listing place of the Company's shares and relevant provisions of the Stock Exchange of Hong Kong, the notice of shareholders' general meeting may also be sent or provided in any other appropriate manner set out herein.</p>	<p>Article 71 Save as otherwise specified by relevant laws, administrative regulations, securities regulatory requirements in force in the listing place of the Company's shares and these Articles of Association, the notice of shareholders' general meeting shall be sent to shareholders (whether having any voting power in the shareholders' general meeting) in the form of an announcement or in such manner as set out herein.</p>
21	<p>Article 83 Any shareholder who is entitled to attend a meeting of shareholders and to vote shall be entitled to appoint one or more persons who do not have to be shareholders as its proxy or proxies to attend and vote on its behalf. Such proxy may, according to the entrustment by such shareholder, exercise the following rights:</p> <p>(1) the right of speech of such shareholder in the shareholders' general meeting;</p> <p>.....</p>	<p>Deletion in its entirety.</p>

No.	Before amendments	After amendments
22	<p>Article 85 paragraph 3 Where such shareholder is a recognized clearing house, such shareholder may authorize one or more persons it deems appropriate to be its representative in any shareholders' general meeting or any separate meeting of classes of shareholders; provide, however, that where more than two persons are authorized, the power of attorney shall clearly state the number and classes of shares relating to such persons due to such authorization. Such persons as authorized may exercise rights on behalf of the recognized clearing house or its agent as if such persons are natural person shareholders of the Company.</p>	<p>Article 77 paragraph 3 Where such shareholder is a recognized clearing house, such shareholder may authorize one or more persons it deems appropriate to be its representative in any shareholders' general meeting; provide, however, that where more than two persons are authorized, the power of attorney shall clearly state the number and classes of shares relating to such persons due to such authorization. Such persons as authorized may exercise rights on behalf of the recognized clearing house or its agent as if such persons are natural person shareholders of the Company.</p>
23	<p>Article 102 The following matters shall be subject to an extraordinary resolution in the shareholders' general meeting:</p> <p>(1) increase and reduction of the share capital of the Company and issuance of shares of any class, share warrants and other similar securities;</p> <p>(2) issuance of bonds by the Company;</p> <p>.....</p>	<p>Article 94 The following matters shall be subject to an extraordinary resolution in the shareholders' general meeting:</p> <p>(1) increase and reduction of the share capital of the Company;</p> <p>.....</p>

No.	Before amendments	After amendments
24	<p>Article 111—Unless the following persons require voting by ballot before or after voting by a show of hands, or save as otherwise required by the listing rules of the stock exchange on which the Company’s shares are listed, voting shall be made by a show of hands in the shareholders’ general meeting:</p> <p>(1) the presiding chairperson;</p> <p>(2) at least two shareholders having voting powers or proxies of shareholders having voting powers;</p> <p>(3) one or several shareholders (including shareholder authorized proxies) who solely or aggregately hold more than ten percent (inclusive) of voting shares in such meeting.</p> <p>Unless it is suggested that voting should be made by ballot, the presiding chairperson shall announce the adoption of any proposal according to the results of voting by a show of hands and record it in the minutes as the final basis, without certifying the number of affirmative or negative votes for any resolution adopted in such meeting or their proportion.</p> <p>The request of voting by ballot may be revoked by the presenter.</p>	<p>Article 103 Voting shall be conducted by open vote at the shareholders’ general meeting.</p>
25	<p>Article 114 Where the number of affirmative votes is equal to the number of negative votes, whether by a show of hands or by ballot, the presiding chairperson shall have the right to cast an additional vote.</p>	<p>Deletion in its entirety.</p>
26	<p>Article 118 The presiding chairperson shall be responsible for deciding whether any resolution is adopted in the shareholders’ general meeting. Such decision shall be final and be announced in the meeting and recorded in the minutes of the meeting.</p>	<p>Deletion in its entirety.</p>
27	<p>Chapter 9 Special Procedure for Voting by Classes of Shareholders</p>	<p>Deletion in its entirety.</p>

No.	Before amendments	After amendments
28	<p>Article 151 The independent directors shall satisfy the following conditions:</p> <ol style="list-style-type: none"> (1) The qualification of acting as the director of a listed company in accordance with the laws, administrative rules, securities regulatory provisions of the place where the shares of the Company are listed and other provisions; (2) The independence provided by the listing rules of the exchange where the shares of the Company are listed; (3) Having basic knowledge about the operation of listed company, and being familiar with relevant laws, administrative rules, regulations and rules; (4) Legal, economic experiences or other working experiences needed for performing the duties of independent directors for over five (5) years; (5) Other conditions provided by the Articles of Association. 	<p>Article 133 The independent directors shall satisfy the following conditions:</p> <ol style="list-style-type: none"> (1) The qualification of acting as the director of a listed company in accordance with the laws, administrative rules, securities regulatory provisions of the place where the shares of the Company are listed and other provisions; (2) The independence provided by the listing rules of the exchange where the shares of the Company are listed; (3) Having basic knowledge about the operation of listed company, and being familiar with relevant laws, administrative rules, regulations and rules; (4) Legal, accounting, economic experiences or other working experiences needed for performing the duties of independent directors for over five (5) years; (5) Having good personal integrity and no major records of dishonesty or other adverse records; (6) Other conditions provided by the Articles of Association.

No.	Before amendments	After amendments
29	<p>Article 153 Apart from the duties and powers granted by the Company Law and other relevant laws, regulations, securities regulatory provisions of the place where the shares of Company are listed and the Articles of Association, the independent directors shall also have the following special powers:</p> <p>(1) To propose the Board of Directors to employ or dismiss the public accounting firm;</p> <p>(2) To propose Board of Director to hold an extraordinary shareholders meeting;</p> <p>(3) To propose to hold an interim meeting of Board of Directors;</p> <p>(4) To publicly solicit for the voting rights before holding the shareholders' general meeting;</p> <p>(5) To report the conditions directly to the shareholders' general meeting, the securities supervision and management authorities of the State Council of China and other relevant departments;</p> <p>(6) To independently employ external auditing bodies or consulting bodies provide auditing and consulting services for specific matters of the Company, with relevant expenses be borne by the Company.</p> <p>The exercise of the above duties and powers by independent directors except item (VI) shall be approved by more than one half (1/2) of the whole independent directors. Where the above proposals fail to be adopted or the above duties and powers fail to be normally exercised, relevant conditions shall be disclosed by the Company.</p> <p>.....</p>	<p>Article 135 Apart from the duties and powers granted by the Company Law and other relevant laws, regulations, securities regulatory provisions of the place where the shares of Company are listed and the Articles of Association, the independent directors shall also have the following special powers:</p> <p>(1) To independently engage intermediary agencies to audit, consult or verify specific matters of the Company;</p> <p>(2) To propose Board of Director to hold an extraordinary shareholders meeting;</p> <p>(3) To propose to hold a meeting of Board of Directors;</p> <p>(4) To publicly solicit for the shareholders' rights according to law;</p> <p>(5) To express independent opinions on matters that may jeopardize the rights and interests of the listed company or minority shareholders;</p> <p>(6) Other powers stipulated by the laws, administrative rules, the requirements of the China Securities Regulatory Commission and the requirements of the Articles of Association;</p> <p>The exercise of the duties and powers as listed in item 1 to item 3 by independent directors shall be approved by over half of the whole independent directors. Where the above proposals fail to be adopted or the above duties and powers fail to be normally exercised, relevant conditions shall be disclosed by the Company.</p> <p>.....</p>

No.	Before amendments	After amendments
30	<p>Article 207 paragraph 1 item 8 (8) In accordance with Article 151 of the Company Law, to start legal action against directors and senior executives;</p>	<p>Article 189 paragraph 1 item 8 (8) In accordance with the Company Law, to start legal action against directors and senior executives;</p>
31	<p>Article 217 paragraph 1 Any of the following circumstances prohibits a person from becoming a director, supervisor or senior executive of the Company:</p> <p>(1) No civil capacity or limited civil capacity;</p> <p>(2) Being sentenced to punishment due to corruption, taking bribes, embezzlement, misappropriation or disrupting the social order of the socialist market economy, and the execution period has not reached 5 years; or being deprived of political rights due to the commission of a crime, and the execution period has not reached 5 years;</p> <p>(3) A person who is a director or factory manager, or manager of a company or enterprise being liquidated for poor operation and management, and bearing personal responsibility to the liquidation of that company or enterprise, and 3 years has not elapsed since the completion of liquidation of that company or enterprise;</p> <p>(4) Being the legal representative of a company or enterprise whose business license was cancelled because of breaking the law and being personally responsible, and 3 years has not elapsed since the cancellation of that business license;</p> <p>.....</p>	<p>Article 199 paragraph 1 Any of the following circumstances prohibits a person from becoming a director, supervisor or senior executive of the Company:</p> <p>(1) No civil capacity or limited civil capacity;</p> <p>(2) Being sentenced to punishment due to corruption, taking bribes, embezzlement, misappropriation or disrupting the social order of the socialist market economy, and the execution period has not reached 5 years; or being deprived of political rights due to the commission of a crime, and the execution period has not reached 5 years, and less than two years have elapsed since the date of the completion of the probation period if probation is announced;</p> <p>(3) A person who is a director or factory manager, or manager of a company or enterprise being liquidated for poor operation and management, and bearing personal responsibility to the liquidation of that company or enterprise, and 3 years has not elapsed since the completion of liquidation of that company or enterprise;</p> <p>(4) Being the legal representative of a company or enterprise whose business license was cancelled because of breaking the law and being personally responsible, and 3 years has not elapsed since the cancellation of that business license and the closure ordered;</p> <p>.....</p>

No.	Before amendments	After amendments
32	<p>Article 221 A director, supervisor or senior management of the Company shall obey the principle of good faith when performing his duties, and shall not put himself in any plight where his interest shall conflict with his duties. The principle includes but not limited to the performance of the following duties:</p> <p>(1) Sincerely start with Company’s best interest;</p> <p>(2) Execute within his entitled rights without exceeding authority;</p> <p>(3) Execute his modest discretion in person without manipulation by others; no transfer of modest discretion to others is allowed unless it is permitted by laws, administrative regulations or knowingly consent from Shareholders’ Meeting;</p> <p>(4) Equality for shareholders of the same kind and justice for shareholders of different kinds;</p> <p>(5) Unless otherwise prescribed by the Articles or knowingly approval from Shareholders’ Meeting, no conclusion of contract, transaction or arrangement is allowed with Company;</p> <p>.....</p>	<p>Article 203 A director, supervisor or senior management of the Company shall obey the principle of good faith when performing his duties, and shall not put himself in any plight where his interest shall conflict with his duties. The principle includes but not limited to the performance of the following duties:</p> <p>(1) Sincerely start with Company’s best interest;</p> <p>(2) Execute within his entitled rights without exceeding authority;</p> <p>(3) Execute his modest discretion in person without manipulation by others; no transfer of modest discretion to others is allowed unless it is permitted by laws, administrative regulations or knowingly consent from Shareholders’ Meeting;</p> <p>(4) Unless otherwise prescribed by the Articles or knowingly approval from Shareholders’ Meeting, no conclusion of contract, transaction or arrangement is allowed with Company;</p> <p>.....</p>
33	<p>Article 233 The Company should sign a written contract with director or supervisor of Company on the remuneration issues and have advance approval from Shareholders’ Meeting. The previous remuneration issues include:</p> <p>(1) The remuneration for being a director, supervisor or senior executive of Company;</p> <p>.....</p>	<p>Deletion in its entirety.</p>

No.	Before amendments	After amendments
34	<p>Article 234 In contracts for emoluments entered into by the Company and its directors and supervisors, provisions shall be made for the right of a director or supervisor that, in a takeover of the Company, subject to the approval of the shareholders at the Shareholders' general meeting, to receive compensation or other payment for loss of office or as consideration for his retirement from office. A take-over of the Company means:</p> <p>(1) an offer made by any person to the entire shareholders;</p> <p>.....</p>	Deletion in its entirety.
35	<p>Article 238 The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare.</p>	Deletion in its entirety.
36	<p>Article 239 paragraph 2 The Company shall send the aforesaid report to each holder of overseas-listed foreign-invested shares in accordance with the delivery methods prescribed in this Chapter or by pre-paid post at least 21 days prior to the convening of the annual shareholders' general meeting, and the address registered in the register of shareholders shall be the address of the recipient.</p>	<p>Article 218 paragraph 2 The Company shall send the aforesaid report to each holder of overseas-listed foreign-invested shares in accordance with the delivery methods prescribed in this Chapter or by pre-paid post at least 21 days prior to the convening of the annual shareholders' general meeting, and the address registered in the register of shareholders shall be the address of the recipient. Subject to the laws, regulations and listing rules of the listing place of the Company, the aforesaid report may be sent or provided by the Company on the website of the stock exchange and the Company or by electronic means, and the Company may not be required to send or provide the same in the manner set forth above in this Article.</p>

No.	Before amendments	After amendments
37	<p>Article 245 The capital common reserve fund includes the following items:</p> <p>(1) the premium gained from shares issuance in excess of the par value; and</p> <p>(2) other incomes that shall be included into the capital common reserve fund as required by the competent financial authority of the State Council.</p>	Deletion in its entirety.
38	<p>Article 246 paragraph 1 The common reserve fund of the Company shall be applied for compensating the losses, expansion of production and operation, or conversion into the registered capital of the Company. However, the capital reserve of the Company shall not be used to offset loss of the Company.</p>	<p>Article 224 paragraph 1 The common reserve fund of the Company shall be applied for compensating the losses, expansion of production and operation, or conversion into the registered capital of the Company. Where the common reserve is used to compensate the Company's losses, the discretionary reserve and the statutory reserve should be used first; if the losses still cannot be made up, the capital reserve may be used in accordance with the requirements.</p>
39	<p>Article 259 The accounting firm appointed by the Company shall enjoy the following rights:</p> <p>(1) examining the books, records and vouchers of the Company at any time, and requiring the directors, general manager or other senior management personnel of the Company to provide relevant information and explanations;</p> <p>.....</p>	Deletion in its entirety.
40	<p>Article 260 If a vacancy occurs on the post of accounting firm, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.</p>	Deletion in its entirety.

No.	Before amendments	After amendments
41	<p>Article 261 The shareholders' general meeting may decide to dismiss an accounting firm by passing ordinary resolution before the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Company. If the relevant accounting firm has the right to make claim to the Company due to its dismissal, such right shall not be affected.</p>	<p>Article 237 The shareholders' general meeting may decide to dismiss an accounting firm by passing ordinary resolution before the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Company.</p>
42	<p>Article 262 The compensation of the accounting firm or the method of determining the compensation shall be decided by the shareholders' general meeting. The compensation of the accounting firm appointed by the board of directors to fill a vacancy shall be decided by the board of directors.</p>	<p>Article 238 The compensation of the accounting firm or the method of determining the compensation shall be decided by the shareholders' general meeting.</p>
43	<p>Article 263 The decision on engaging, dismissing or not renewing the appointment of an accounting firm shall be made by the shareholders' general meeting, and reported to the securities regulatory authority of the State Council for filing.</p> <p>If the shareholders' general meeting plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm appointed by the board of directors to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions must be satisfied:</p> <p>.....</p>	<p>Article 239 The decision on engaging, dismissing or not renewing the appointment of an accounting firm shall be made by the shareholders' general meeting.</p>

No.	Before amendments	After amendments
44	<p>Article 265 Prior notice shall be given to the accounting firm 30 days in advance if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm has the right to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's legal domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</p> <p>(1)</p>	<p>Article 241 Prior notice shall be given to the accounting firm 30 days in advance if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm has the right to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p>
45	<p>Article 295 Amendment of these Articles of Association involving the contents of the Mandatory Provisions shall become effective upon the approval of the department responsible for the examination and approval of companies as authorized by the State Council.</p>	<p>Deletion in its entirety.</p>

Appendix II Details of the proposed amendments to the Rules of Procedure of the General Meeting

Comparison of Amendments to the Rules of Procedure of the General Meeting of Qinguangdao Port Co., Ltd.

No.	Before amendments	After amendments
1	<p>Article 1 In order to promote the standardized operation of Qinguangdao Port Co., Ltd., improve the efficiency of shareholders’ general meetings, protect the legitimate rights and interests of shareholders and ensure the legality and validity of the procedures and resolutions of shareholders’ general meetings, these rules are prepared in a view of the Company’s actual situation and in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Guidelines on the Articles of Association of Listed Companies, the Rules for Shareholders Meetings of Listed Companies, the Articles of Association of Companies Listed Overseas, the State Council’s Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter collectively referred to as the “Listing Rules”) and other regulatory laws and regulations governing listed companies in Hong Kong and overseas, and the Articles of Association of Qinguangdao Port Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 In order to promote the standardized operation of Qinguangdao Port Co., Ltd., improve the efficiency of shareholders’ general meetings, protect the legitimate rights and interests of shareholders and ensure the legality and validity of the procedures and resolutions of shareholders’ general meetings, these rules are prepared in a view of the Company’s actual situation and in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Guidelines on the Articles of Association of Listed Companies, the Rules for Shareholders Meetings of Listed Companies, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the State Council’s Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter collectively referred to as the “Listing Rules”) and other regulatory laws and regulations governing listed companies in Hong Kong and overseas, and the Articles of Association of Qinguangdao Port Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>

No.	Before amendments	After amendments
2	<p>Article 4 The shareholders’ general meeting is the Company’s organ of authority, and shall exercise the following authorities in accordance with the Company Law and the Articles of Association:</p> <p>(1) determining the Company’s operational guidelines and investment plans;</p> <p>.....</p> <p>(13) deliberating any proposal made by a shareholder solely or shareholders aggregately holding more than three percent (inclusive) of voting shares in the Company;</p> <p>(17) deliberating any equity incentive plan;</p> <p>(18) deliberating any other matter that shall be resolved by the shareholders’ general meeting in accordance with laws, administrative regulations, departmental regulations, securities regulatory requirements in force in the listing place of the Company’s shares and the Articles of Association.</p>	<p>Article 4 The shareholders’ general meeting is the Company’s organ of authority, and shall exercise the following authorities in accordance with the Company Law and the Articles of Association:</p> <p>(1) determining the Company’s operational guidelines and investment plans;</p> <p>.....</p> <p>(13) deliberating any proposal made by a shareholder solely or shareholders aggregately holding more than one percent of voting shares in the Company;</p> <p>(17) deliberating any equity incentive plan and employee shareholding scheme;</p> <p>(18) deliberating any other matter that shall be resolved by the shareholders’ general meeting in accordance with laws, administrative regulations, departmental regulations, securities regulatory requirements in force in the listing place of the Company’s shares and the Articles of Association.</p>
3	<p>Article 7 In any of the following circumstances, the Company shall hold an extraordinary shareholders’ general meeting within two months after the occurrence of the corresponding circumstance:</p> <p>(1) where the number of directors is fewer than such minimum number as set out herein;</p> <p>(2) where the loss uncovered by the Company reaches one-third of the total amount of paid-up capital;</p> <p>.....</p>	<p>Article 7 In any of the following circumstances, the Company shall hold an extraordinary shareholders’ general meeting within two months after the occurrence of the corresponding circumstance:</p> <p>(1) where the number of directors is fewer than the number as set out in the Company Law or two-thirds of such minimum number as set out herein;</p> <p>(2) where the loss uncovered by the Company reaches one-third of the total amount of paid-up capital;</p> <p>.....</p>

No.	Before amendments	After amendments
4	<p>Article 14 Where a shareholder or shareholders require convening an extraordinary shareholders' general meeting or a separate meeting of classes of shareholders, the following procedures shall be followed:</p> <p>(1) A shareholder solely holding or shareholders aggregately holding more than ten percent (inclusive) of shares having voting powers in the meeting to be held may sign a written request or several written requests in the same format to suggest the board of directors for convening a separate meeting of classes of shareholders and clarify the subjects to be discussed in such meeting. The board of directors shall convene a separate meeting of classes of shareholders as soon as possible after receiving the foregoing written request. The foregoing number of shares shall be as of the date on which the shareholder(s) proposes (propose) the written request.</p> <p>(2) Where the board of directors fails to send a notice of convening a meeting within thirty days after the receipt of the foregoing written request, the shareholder(s) making such request may convene the meeting within four months after the board of directors receives such request, provided that the procedure of convening shall be the same as the procedure for the board of directors to convene a shareholders' general meeting as much as possible.</p> <p>In case that the shareholders failed to convene a meeting at the aforementioned request and convene and hold a meeting on its own, the expenses reasonably incurred shall be borne by the Company and deducted from the amounts owed by the Company to the director or supervisor who is in breach of his/her duty.</p>	<p>Article 14 In case that the shareholders failed to convene a meeting at the aforementioned request and convene and hold a meeting on its own, the expenses reasonably incurred shall be borne by the Company and deducted from the amounts owed by the Company to the director or supervisor who is in breach of his/her duty.</p>

No.	Before amendments	After amendments
5	<p>Article 19 Where the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders solely or aggregately holding more than three percent of the Company's shares shall be entitled to make a proposal to the Company.</p> <p>The shareholders solely or aggregately holding more than three percent of the Company's shares may make an provisional proposal to the convener in writing ten days before the convening of the shareholders' general meeting. The convener shall, within two days after the receipt of the proposal, make a supplementary notice of shareholders' general meeting and make announcements in respect of such provisional proposal.</p> <p>.....</p>	<p>Article 19 Where the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders solely or aggregately holding more than one percent of the Company's shares shall be entitled to make a proposal to the Company.</p> <p>The shareholders solely or aggregately holding more than one percent of the Company's shares may make an provisional proposal to the convener in writing ten days before the convening of the shareholders' general meeting. The convener shall, within two days after the receipt of the proposal, make a supplementary notice of shareholders' general meeting and make announcements in respect of such provisional proposal.</p> <p>.....</p>

No.	Before amendments	After amendments
6	<p>Article 23 Any notice of a meeting of shareholders shall comply with the following requirements:</p> <ol style="list-style-type: none"> (1) The notice shall be made in such manner as set out herein; (2) The notice shall indicate the venue, term, date and time of the meeting; (3) The notice shall describe the matters to be discussed in the meeting; (4) Such materials and explanations as necessary for shareholders to make wise decisions upon matters to be discussed shall be provided for shareholders; this principle shall include (without limitation) the provision of specific conditions and contracts (if any) for proposed transactions and the earnest explanation of their causes and consequences when the Company proposes merger, share repurchase, reorganization of share capital or any other restructuring; (5) Where any director, supervisor, President or any other senior manager has any major interest in any matter to be discussed, the nature and degree of such interest shall be disclosed; where the impact of any matter to be discussed upon such director, supervisor, President or other senior manager as a shareholder is different from the impact on other similar shareholders, the difference shall be indicated; (6) The notice shall record the full text of any extraordinary resolution to be proposed in the meeting; (7) Opinions and the reasons of independent directors (if necessary); 	<p>Article 23 Any notice of a meeting of shareholders shall comply with the following requirements:</p> <ol style="list-style-type: none"> (1) The notice shall be made in such manner as set out herein; (2) The notice shall indicate the venue, term, date and time of the meeting; (3) Matters and proposals to be considered shall be submitted to the meeting; (4) Opinions and the reasons of independent directors (if necessary);

No.	Before amendments	After amendments
	<p>(8) The notice shall indicate with clear words that all shareholders shall be entitled to attend the shareholders' general meeting, any shareholder who is entitled to attend the meeting and vote shall be entitled to appoint one or more proxies who do not have to be shareholders to attend the meeting and vote;</p> <p>(9) The notice shall clearly state the service time and place of the proxy statement for voting in the meeting;</p> <p>(10) The notice shall indicate the equity registration date of the shareholder entitled to attend the shareholders' general meeting;</p> <p>(11) The notice shall indicate the name and telephone number of contact person permanently appointed for meeting affairs;</p> <p>(12) Where the shareholders' general meeting shall be made in the manner of Internet or in any other manner, the notice of shareholders' general meeting shall clearly state the time and procedure of voting in the manner of Internet or in any other manner.</p> <p>The period between the date of record and the date of meeting shall not exceed 7 working days. The date of record cannot be changed once it has been confirmed.</p>	<p>(5) The notice shall indicate with clear words that all shareholders shall be entitled to attend the shareholders' general meeting, any shareholder who is entitled to attend the meeting and vote shall be entitled to appoint one or more proxies who do not have to be shareholders to attend the meeting and vote;</p> <p>(6) The notice shall indicate the equity registration date of the shareholder entitled to attend the shareholders' general meeting;</p> <p>(7) The notice shall indicate the name and telephone number of contact person permanently appointed for meeting affairs;</p> <p>(8) Where the shareholders' general meeting shall be made in the manner of Internet or in any other manner, the notice of shareholders' general meeting shall clearly state the time and procedure of voting in the manner of Internet or in any other manner;</p> <p>(9) Other contents required by laws and regulations, regulatory requirements, self-regulation rules and other related requirements.</p> <p>The period between the date of record and the date of meeting shall not exceed 7 working days. The date of record cannot be changed once it has been confirmed.</p>

No.	Before amendments	After amendments
7	<p>Article 24 Save as otherwise specified by relevant laws, administrative regulations, securities regulatory requirements in force in the listing place of the Company's shares and these Articles of Association, the notice of shareholders' general meeting shall be sent by person or by mail (with postage paid) to shareholders (whether having any voting power in the shareholders' general meeting) at such address of the recipient as registered in the register of shareholders. In the case of shareholders of domestic shares, the notice of shareholders' general meeting may also be made in the form of announcement.</p> <p>The announcement mentioned in the preceding paragraph shall, in the case of shareholders of domestic shares, be published in one or more newspapers designated by the authority of the State Council in charge of securities. Upon announcement, all shareholders of domestic shares shall be deemed as having received the notice concerning the meeting of shareholders.</p> <p>In the case of shareholders of foreign shares listed abroad, subject to the laws and regulations in force in the listing place of the Company's shares and relevant provisions of the Stock Exchange of Hong Kong, the notice of shareholders' general meeting may also be sent or provided in any other appropriate manner set under the Articles of Association.</p> <p>The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to notice shall not invalidate the meeting or the resolution thereat.</p>	<p>Article 24 Save as otherwise specified by relevant laws, administrative regulations, securities regulatory requirements in force in the listing place of the Company's shares and these Articles of Association, the notice of shareholders' general meeting shall be sent to shareholders (whether having any voting power in the shareholders' general meeting) in such manner as set out in the Articles of Association.</p> <p>The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to notice shall not invalidate the meeting or the resolution thereat.</p>

No.	Before amendments	After amendments
8	<p>Article 32 Any shareholder who is entitled to attend a meeting of shareholders and to vote shall be entitled to appoint one or more persons who do not have to be shareholders as its proxy or proxies to attend and vote on its behalf. Such proxy may, according to the entrustment by such shareholder, exercise the following rights:</p> <p>(1) the right of speech of such shareholder in the shareholders' general meeting;</p> <p>(2) the right to solely or jointly with others decide by vote;</p> <p>(3) the voting power by hands or vote; provided, however, that when there are more than one shareholder authorized proxies, such shareholder authorized proxies may only exercise the voting right by vote.</p>	<p>Deletion in its entirety.</p>
9	<p>Article 36 The proxy statement for voting shall, at least twenty-four hours prior to the convening of relevant meeting in which voting is made by the proxy statement or at least twenty-four hours prior to the designated voting time, be filed in the domicile of the Company or any other place designated for convening the meeting in the notice.</p> <p>.....</p> <p>Where such shareholder is a recognized clearing house, such shareholder may authorize one or more persons it deems appropriate to be its representative in any shareholders' general meeting or any separate meeting of classes of shareholders; provide, however, that where more than two persons are authorized, the power of attorney shall clearly state the number and classes of shares relating to such persons due to such authorization. Such persons as authorized may exercise rights on behalf of the recognized clearing house or its agent as if such persons are natural person shareholders of the Company.</p>	<p>Article 35 The proxy statement for voting shall, at least twenty-four hours prior to the convening of relevant meeting in which voting is made by the proxy statement or at least twenty-four hours prior to the designated voting time, be filed in the domicile of the Company or any other place designated for convening the meeting in the notice.</p> <p>.....</p> <p>Where such shareholder is a recognized clearing house, such shareholder may authorize one or more persons it deems appropriate to be its representative in any shareholders' general meeting; provide, however, that where more than two persons are authorized, the power of attorney shall clearly state the number and classes of shares relating to such persons due to such authorization. Such persons as authorized may exercise rights on behalf of the recognized clearing house or its agent as if such persons are natural person shareholders of the Company.</p>

No.	Before amendments	After amendments
10	<p>Article 49 The following matters shall be subject to a special resolution in the shareholders' general meeting:</p> <p>(1) increase and reduction of the share capital of the Company and issuance of shares of any class, share warrants and other similar securities;</p> <p>(2) issuance of bonds by the Company;</p> <p>(3) merger, division, dissolution, liquidation and change of corporate form of the Company;</p> <p>.....</p>	<p>Article 48 The following matters shall be subject to a special resolution in the shareholders' general meeting:</p> <p>(1) increase and reduction of the share capital of the Company;</p> <p>(2) merger, division, dissolution, liquidation and change of corporate form of the Company;</p> <p>.....</p>
11	<p>Article 61 Where the number of affirmative votes is equal to the number of negative votes, whether by a show of hands or by ballot, the presiding chairperson shall have the right to cast an additional vote.</p>	<p>Deletion in its entirety.</p>
12	<p>Article 65 The presiding chairperson shall be responsible for deciding whether any resolution is adopted in the shareholders' general meeting. Such decision shall be final and be announced in the meeting and recorded in the minutes of the meeting.</p>	<p>Deletion in its entirety.</p>
13	<p>Article 67 A shareholder may look up copies of the minutes of shareholders' general meetings free of charge during the office hours of the Company. If any shareholder demands copies of relevant minutes from the Company, the Company shall send the copies within seven days after receiving reasonable expenses.</p>	<p>Deletion in its entirety.</p>
14	<p>Article 72 A shareholder may look up copies of the minutes of shareholders' general meetings free of charge during the office hours of the Company. If any shareholder demands copies of relevant minutes from the Company, the Company shall send the copies within seven days after receiving reasonable expenses.</p>	<p>Article 68 A shareholder may read the copies of minutes of shareholders' general meeting after paying for reasonable expenses.</p>
15	<p>Chapter 6 Special Procedure for Voting by Classes of Shareholders</p>	<p>Delete this Chapter.</p>