
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, stock broker, solicitor, professional accountant or other appropriate independent advisers.

If you have sold or transferred all your shares in **TravelSky Technology Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國民航信息網絡股份有限公司
TravelSky Technology Limited

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

(Stock Code: 00696)

**(1) PROPOSED CHANGE IN SUPERVISOR;
(2) PROPOSED ADOPTION OF AMENDED WORKING RULES OF
THE BOARD OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION; AND
(4) NOTICE OF EGM**

A notice convening the EGM to be held at the conference room of Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC at 9:30 a.m. on Thursday, 23 January 2025 is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders) or the liaison office of the Company in Beijing at A1–805, TravelSky High-tech Industrial Park, Tianbei Road, Houshayu Town, Shunyi District, Beijing, the PRC (in case of Domestic Shareholders), not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the EGM or any adjournment thereof if you so wish.

3 January 2025

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“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
“CEA Holding”	China Eastern Air Holding Company Limited* (中國東方航空集團有限公司)
“Company”	TravelSky Technology Limited, a company incorporated under the laws of the PRC whose H Shares are listed on the Main Board of the Stock Exchange and whose American depositary shares are traded on the over-the-counter market in the United States of America
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 9:30 a.m. on Thursday, 23 January 2025, and the notice of which is set out on pages 7 to 8 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and are traded in HK\$ (Stock Code: 00696)
“H Shareholder(s)”	holder(s) of H Share(s)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	30 December 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

DEFINITIONS

“PRC” or “China”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Registrar”	the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	H Shareholders and Domestic Shareholders
“Shares”	H Shares and Domestic Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

LETTER FROM THE BOARD



中國民航信息網絡股份有限公司
TravelSky Technology Limited

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

(Stock Code: 00696)

Directors:

Huang Rongshun (Chairman)[#]

Sun Yuquan^{##}

Qu Guangji^{##}

Xi Sheng^{##}

Liu Zehong^{###}

Chan Wing Tak Kevin^{###}

Xu Hongzhi^{###}

[#] Executive Directors

^{##} Non-executive Directors

^{###} Independent non-executive Directors

Registered office in the PRC:

7 Yu Min Da Street,
Houshayu Town,
Shunyi District,
Beijing 101308,
the PRC

Principal place of business

in Hong Kong:

Room 3606, 36/F.,
China Resources Building,
26 Harbour Road,
Wan Chai,
Hong Kong

3 January 2025

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED CHANGE IN SUPERVISOR;
(2) PROPOSED ADOPTION OF AMENDED WORKING RULES OF
THE BOARD OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION; AND
(4) NOTICE OF EGM**

1. INTRODUCTION

References are made to (1) the announcement of the Company dated 28 August 2024, in relation to the proposed change in supervisor; and (2) the announcement of the Company dated 27 December 2024 in relation to the proposed amendments to the Articles of Association and the proposed adoption of Working Rules of the Board of Directors.

The purpose of this circular is to provide you with the notice of the EGM, and to provide you with all the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the EGM.

LETTER FROM THE BOARD

2. PROPOSED CHANGE IN SUPERVISOR

As proposed by Xiamen Airlines Company Limited* (廈門航空有限公司) (“**Xiamen Airlines**”), Mr. Yang Jun (“**Mr. Yang**”) shall cease to be the shareholder representative supervisor (the “**Supervisor**”) of the Company (the “**Proposed Resignation**”) due to the adjustment of work in Xiamen Airlines.

Mr. Yang has confirmed that he has no disagreement with the Board of Directors and the Supervisory Committee, and there are no matters relating to his Proposed Resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Company would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Yang towards the Company during his tenure of office.

As nominated by Xiamen Airlines, the Supervisory Committee further proposed that Mr. Lyu Wei (“**Mr. Lyu**”) shall be appointed as the shareholder representative Supervisor of the seventh Supervisory Committee (the “**Proposed Appointment**”) to replace Mr. Yang.

Biographical details of Mr. Lyu are as follows:

Mr. Lyu Wei, 54 years old, graduated from Nanjing University, majoring in department of information management, and holds a master’s degree in business administration from Xiamen University (on-the-job education). Mr. Lyu worked in the personnel and labor department of Xiamen Airlines Ltd. from August 1995 to April 2007, and served as deputy section chief of the personnel and labor department, deputy manager of administration, business manager and manager of the labor office. From April 2007 to July 2014, Mr. Lyu served as deputy general manager of the training center (training department) of Xiamen Airlines. From July 2014 to June 2019, he served as the general manager of Xiamen Airlines Culture Media Co. From June 2019 to July 2020, Mr. Lyu served as the general manager of the Information Department (Xiamen Airlines Information Research Institute) of Xiamen Airlines. From July 2020 to present, he serves as General Manager of Digital Committee of Xiamen Airlines Ltd. and Director of Xiamen Airlines Information Research Institute.

Mr. Lyu has confirmed that, save as disclosed above, as at the date of this announcement, (1) he does not hold any position with the Company or any of its subsidiaries, or any directorship in any listed public company in the past three years; (2) he does not have any relationship with any director, senior management, substantial Shareholder or controlling Shareholder of the Company; and (3) he does not have any interest or deemed interest in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above, the Company is not aware of any other matter in respect of the Proposed Appointment of Mr. Lyu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter that needs to be brought to the attention of the Stock Exchange and the Shareholders.

LETTER FROM THE BOARD

The Proposed Appointment of Mr. Lyu will become effective subject to the Shareholders' approval at the EGM. The Proposed Resignation of Mr. Yang will become effective upon the conclusion of the EGM after the approval of the Proposed Appointment of Mr. Lyu from the Shareholders.

The term of the office of Mr. Lyu as the shareholder representative Supervisor will commence from the approval of the Shareholders and end upon expiry of the term of the current session of the Supervisory Committee. The Company will enter into a service contract with Mr. Lyu, after the Proposed Appointment of Mr. Lyu is approved by the Shareholders. The remuneration of Mr. Lyu will be determined in accordance with applicable laws, regulations and regulatory provisions as well as relevant remuneration policies of the Company. Mr. Lyu will not receive any remuneration for serving as a Supervisor of the Company.

3. PROPOSED ADOPTION OF AMENDED WORKING RULES OF THE BOARD OF DIRECTORS

The Board has also resolved to recommend Shareholders to adopt the amended Working Rules of the Board of Directors to, among other things, optimize corporate governance, standard operation and be consistent with the proposed amendments to the Articles of Association.

The proposed adoption of amended Working Rules of the Board of Directors shall be subject to Shareholders' approval at the EGM.

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to amend the Articles of Association and the proposed amendments are mainly based on the requirements of the Company Law and domestic and overseas regulatory requirements, and are made with reference to the actual circumstances of the Company. Details of the proposed amendments are set out in Appendix II to this circular.

The proposed amendments to the Articles of Association are subject to approval by the Shareholders at the EGM.

5. EGM

A notice convening the EGM to be held at the conference room of Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC at 9:30 a.m. on Thursday, 23 January 2025 is set out on pages 7 to 8 of this circular.

LETTER FROM THE BOARD

A form of proxy to be used at the EGM is enclosed herewith. If you intend to appoint a proxy to attend the EGM, you are required to complete the accompany form of proxy in accordance with the instructions printed thereon and return the same to the Registrar at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders) or to the liaison office of the Company in Beijing at A1–805, TravelSky High-tech Industrial Park, Tianbei Road, Houshayu Town, Shunyi District, Beijing, the PRC (in case of Domestic Shareholders), in person or by post not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not prevent you from attending, and voting at, the EGM or at any adjournment thereof if you so wish.

For the purpose of determining Shareholders' entitlement to attend the EGM, **the Domestic Shares and the H Shares register of members will be closed from Monday, 20 January 2025 to Thursday, 23 January 2025 (both days inclusive), during which period no transfer of any Shares will be registered.** In order to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration at the liaison office of the Company in Beijing at A1–805, TravelSky High-tech Industrial Park, Tianbei Road, Houshayu Town, Shunyi District, Beijing, the PRC (in case of Domestic Shareholders) or the Registrar of Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders), **no later than 4:30 p.m. on Friday, 17 January 2025.** Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company on Thursday, 23 January 2025 will be eligible to attend the EGM.

6. VOTING AT THE EGM

In accordance with the relevant requirements of the Listing Rules, the resolutions set out in the notice of the EGM will be voted by way of poll. The poll results will be published at the websites of the Company and the Stock Exchange.

7. RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that the resolutions as set out in the notice of the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the EGM.

8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
TravelSky Technology Limited
Huang Rongshun
Chairman

NOTICE OF EGM



中國民航信息網絡股份有限公司
TravelSky Technology Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00696)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of TravelSky Technology Limited (the “**Company**”) shall be held at the conference room of Headquarters Building, TravelSky High-tech Industrial Park, Shunyi District, Beijing, the PRC at 9:30 a.m. on Thursday, 23 January 2025 for the purpose of considering and approving, if thought fit, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 3 January 2025):

ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the appointment of Mr. Lyu Wei as the shareholder representative Supervisor of the seventh Supervisory Committee (the term of office is the same as that of other members of the seventh Supervisory Committee) with effect from the conclusion of the EGM; and the cessation of Mr. Yang Jun to serve as the shareholder representative supervisor of the Company with effect from the approval granted at the EGM.
2. To consider and approve the resolution in relation to the proposed adoption of amended Working Rules of the Board of Directors. Details are set out in the circular of the Company dated 3 January 2025.

SPECIAL RESOLUTION

3. To consider and approve the resolution in relation to the proposed amendments to the Articles of Association. Details are set out in the circular of the Company dated 3 January 2025.

By order of the Board
TravelSky Technology Limited
Huang Rongshun
Chairman

Beijing, the People's Republic of China
3 January 2025

NOTICE OF EGM

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 3 January 2025.
2. For the purpose of determining Shareholders' entitlement to attend the EGM, **the Domestic Shares and the H Shares register of members will be closed from Monday, 20 January 2025 to Thursday, 23 January 2025 (both days inclusive), during which period no transfer of any Shares will be registered.** In order to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration at the liaison office of the Company in Beijing at A1-805, TravelSky High-tech Industrial Park, Tianbei Road, Houshayu Town, Shunyi District, Beijing, the PRC (in case of Domestic Shareholders) or the Registrar of Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in case of H Shareholders), **no later than 4:30 p.m. on Friday, 17 January 2025.** Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company on Thursday, 23 January 2025 will be eligible to attend the EGM.
3. In accordance with the relevant requirements of the Listing Rules, the resolutions set out in the notice of the EGM will be voted by way of poll. The poll results will be published at the websites of the Company and the Stock Exchange.
4. Each Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on behalf of him/her. A proxy needs not to be a Shareholder of the Company.
5. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, should be completed and deposited at the liaison office of the Company in Beijing (in case of Domestic Shareholders) or the Registrar of the Company (in case of H Shareholders), at least 24 hours before the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude a Shareholder from attending in person and voting at the EGM or any adjournment thereof should he/she so wish.
6. In case of joint shareholdings and the Shareholder or the proxy attending the EGM is more than one person, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names appear in the register of members of the Company in respect of the joint shareholdings.
7. The EGM is expected to last for half a day. Shareholders (or their proxies) attending the EGM shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when they attend the EGM.
8. All times and dates specified herein refer to local times and dates of Beijing, the PRC.

TravelSky Technology Limited
THE WORKING RULES OF THE BOARD OF DIRECTORS

(The amendment was approved at the Company's Meeting of
Shareholders held on 23 January 2025.)

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CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to further standardize the construction of the Board of Directors, accelerate the improvement of the modern enterprise system with Chinese characteristics, and enhance the decision-making efficiency of the Board of Directors (hereinafter referred to as the “Board of Directors”) of TravelSky Technology Limited, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Law of the People’s Republic of China on the State-Owned Assets of Enterprises, the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), the Working Rules of the Board of Directors of Central Enterprises (Trial) and other relevant laws and regulations, and the Articles of Association of TravelSky Technology Limited (hereinafter referred to as the “Articles of Association”), Appendix C1 of the Listing Rules, the Code on Corporate Governance and other relevant rules and regulations, and to formulate these Rules.

Article 2 These rules shall apply to the Board of Directors of the Company.

The following definitions are used in these rules:

“Company”, “the Company” or “Listed Company” means TravelSky Technology Limited.

“Listed Group” or “the Group” means the Company and its holding subsidiaries.

“Subsidiaries“, which includes both holding and non-holding subsidiaries.

“Holding Subsidiaries” means the “Subsidiaries” of the Company consolidated for accounting purposes, including “Wholly-Owned Subsidiaries” (or wholly-owned subsidiaries) and “Non-Wholly-Owned Holding Subsidiaries” (or non-wholly-owned subsidiaries).

“Non-Holding Subsidiaries” means Associates, Joint Ventures, and Participating Companies that are not consolidated for accounting purposes by the Company.

“Branches” means branches, offices, representative offices, sales offices, etc. established by the Company that do not have independent legal person status.

Article 3 The Board of Directors shall adhere to statutory, transparency and unity of authority and responsibility, grasp the functional positioning, faithfully perform its duties and responsibilities, improve the level of scientific decision-making, democratic decision-making and decision-making in accordance with the law, safeguard the interests of the shareholders and the Company, the legitimate rights and interests of the employees, and promote the high-quality development of the Company.

Article 4 The Board of Directors shall perform its duties in accordance with the laws and regulations and the Articles of Association, exercise its powers in accordance with the authorizations granted by the Meeting of Shareholders, and be subject to the supervision of the Supervisory Committee and the regulatory department of the Company.

Article 5 The Party Committee of the Company has a statutory position in the governance structure of the Company, and the Board of Directors shall safeguard the leading role of the Party Committee in the Company in setting the direction, managing the overall situation and promoting implementation. Matters involving the Company's material operation and management shall first be studied and discussed in advance by the Party Committee.

CHAPTER 2 COMPOSITION AND STRUCTURE OF THE BOARD OF DIRECTORS

Article 6 The composition of the Board of Directors of the Company shall comply with the corresponding provisions of the Articles of Association. Meanwhile, the chairman of the Board of Directors shall generally be the secretary of the Party Committee and shall be elected and removed by a majority of all directors; the chairman of the Board of Directors and the general manager shall generally be separated, and the general manager and the full-time deputy secretary of the Party committee shall generally be on the Board of Directors. The members of the Board of Directors shall include directors who are representatives of workers and staff.

Article 7 External directors (directors who do not assume an internal position of the Company, hereinafter the same) shall constitute a majority of the total number of members of the Board of Directors, of which at least three (3) shall be independent (non-executive) directors (directors who are independent from the Company and do not assume an internal position of the Company in compliance with the relevant provisions of the Listing Rules, hereinafter the same), and at least one-third (1/3) of the members in the Board of Directors must be independent directors.

Article 8 Directors who are not assumed by representatives of workers and staff shall be elected and removed at the general meeting of shareholders, directors who are assumed by representatives of workers and staff shall be elected and removed at the employee representative meetings or other forms of democratic election.

Article 9 The term of office of the Directors shall be three (3) years as stipulated in the Articles of Association, and they may be re-elected for a second consecutive term. Generally, independent directors shall not hold office for consecutive terms exceeding nine (9) years.

Where a director has not been timely re-elected at the expiry of the term of office or a director has resigned during the term of office as a result of which the number of members in the Board of Directors falls below the quorum, the original director shall perform his/her duties as a director, prior to the assumption by the re-elected director, in accordance with the laws, administrative regulations and the provisions of the Articles of Association.

If a director resigns, he/she shall notify the Board of Directors in writing, and the resignation shall take effect on the date the Board of Directors receives the notification; provided, however, that if the circumstances set forth in the preceding paragraph exist, the director shall continue to perform his/her duties.

Article 10 The Board of Directors shall be scientifically and reasonably composed of independent directors who have rich experience in managing large group companies, are familiar with macroeconomic policies, are familiar with the Company's primary business or related industries, or have expertise in finance, valuation and distribution, laws and regulations, internal control, risk control, scientific and technological innovation and international operations, so as to ensure that the Board of Directors has diversified professional experience and a complementary structure of competence. The policy of diversity of the Board of Directors includes not having a single gender on the Board.

CHAPTER 3 FUNCTIONAL POSITIONING AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Article 11 The Board of Directors is the main decision-making body for the Company's operations, responsible for setting strategies, making decisions, and preventing risks. It exercises decision-making power on major issues of the Company in accordance with legal procedures and the Articles of Association of the Company, and strengthens the governance and supervision over the management.

Article 12 The Board of Directors shall establish and improve a closed-loop management system for the research, preparation, implementation and assessment of the strategic plan of the Company, which shall include:

(1) Adaptation to the needs of optimizing the layout and restructuring of the state-owned economy, compliance to the laws of market economy and corporate development, execution of in-depth research and overall plan of the strategic positioning and development direction of the Company;

(2) Emphasis on the main responsibilities and businesses, organization and formulation of the strategic plan around continuously enhancing the core competitiveness of the Company;

(3) Promotion of effective implementation of strategic plan, receipt of regular implementation reports from the management, promptly rectification of the deviations in implementation to ensure that the major operating and investment activities of the Company are in line with the strategic plan and main responsibilities and businesses;

(4) Regular evaluations of strategic plans and adjustments thereon when necessary.

Article 13 In addition to matters that should be decided by the shareholders' meeting according to the laws, regulations and the Listing Rules that are applicable to the Company, or matters that are prohibited by laws and regulations, the Board of Directors of the Company is responsible for reviewing or making decisions on the following major matters related to business management:

(1) Major measures to implement the decisions and arrangements of the Party Central Committee and the State Council and implement national development strategies.

(2) Responsibility to convene the shareholders' meeting of the Company, report to the shareholders' meeting, and implement the resolutions of the shareholders' meeting.

(3) Formulation of the operating policies, development strategies, and mid-term and long-term development plans of the listed company group, and preparation of the sustainability report (i.e. ESG report) of the listed company group.

(4) Determination on the annual operating plan, annual investment plan and annual financial budget of the listed company group and the adjustments thereof. The relevant budgets include the total salary budget, liquidation plan, annual donation budget, etc., of the Company.

(5) Review and approval of the internal annual audit of the Company.

(6) Preparation of the work report of the Board of Directors, the annual and half-year financial accounting reports of the listed company group (including the annual and half-year financial statements of the listed company).

(7) Formulation of the profit distribution plan and loss compensation plan of the Company, including the plan for withdrawing any provident fund, dividend payment plan, etc.

(8) Formulation of the debt and financial policies of the Company, the amendment plans for the major accounting policies and accounting estimates of the Company, and the plans for the Company to increase or decrease its registered capital.

(9) Formulation of the plans for company merger, division, dissolution or change of corporate form.

(10) Formulation of the plans for the issuance or redemption of corporate bonds, and the issuance or repurchase of securities (stocks).

(11) Determination on the financing plan, mortgage or pledge plan, external loan, guarantee and other financial assistance plan of the listed company and its holding subsidiaries. In particular, matters in relation to the provision of guarantees for the shareholders of the listed company by the listed company or its holding subsidiaries shall be approved by resolutions at a meeting of shareholders of the listed company;

(12) Determination on internal loans between the listed company and its controlled non-financial subsidiaries (including between such subsidiaries) totaling no less than RMB80 million for twelve (12) consecutive months, as well as any internal loans involving financial business subsidiaries;

(13) Determination on matters that involve the listed company and its holding subsidiaries who purchase or sell major assets from or to the same party within the annual operating plan and budget of the listed company group for twelve (12) consecutive months for an accumulative amount of not less than the total assets amount in the annual or half-year financial accounting report of the listed company group or 5% of the average market value of the assets in the last five trading days (whichever is lower) (provided that there is no identifiable income from such assets. Otherwise, the income and profit ratio should also be included in the calculation). In respect of unplanned matters, the percentage shall be 1%;

(14) Determination on matters related to disposal of fixed assets that involve the total value of fixed assets disposed of by the listed company and its holding subsidiaries within the annual operating plan and budget within four (4) consecutive months (including the expected value of the fixed assets to be disposed of) not less than 5% of the fixed asset value as shown in the latest audited annual financial statements of the listed company group;

(15) Determination on matters related to the equity investment plans and investment projects of the listed company and its holding subsidiaries, including the establishment of subsidiaries, the transfer or acceptance of transfer of equity in subsidiaries, etc. In particular, matters that involve the transfer or change of state-owned property rights shall be handled in accordance with relevant regulatory provisions. In respect of the high-risk overseas investment projects that do not involve non-main businesses and are below a certain scale, the chairman of the Board of Directors or the general manager may be authorised to make decisions;

(16) Determination on matters related to external donations by the listed company and its holding subsidiaries. The annual donation budget of the listed company group should be included in the annual budget of the listed company group for management. Any donation exceeding RMB30 million shall be filed in accordance with the requirements of the regulatory authorities (if required);

(17) Determination on the establishment of the internal management institutions of the Company (functional departments, business departments and organizations at the same level), including the number of institutions, structure and main responsibilities of each institution, excluding the working institutions of party organization and trade unions. The general manager may be authorized to make decision on the establishment and adjustment of the specific name, structure, non-primary responsibilities and subordinate internal departments of the departments;

(18) Determination on the establishment of the branches of the Company. The establishment or cancellation of domestic branches below a certain scale may be authorized by the general manager;

(19) Formulation of the basic management system of the Company, excluding systems related to party building, employee representative meeting and trade union work;

(20) Formulation of the amendment plan for the Articles of Association of the Company;

(21) Proposal at the shareholders' meeting for approval of matters relating to the engagement or dismissal of the accounting firm who is responsible for the annual audit of the listed company group, and determination of the remuneration of the accounting firm pursuant to the authorisation of the shareholders' meeting;

(22) Determination on major acquisition or sale plans of the listed company and its holding subsidiaries, spin-off listing plans, major construction projects worth no less than RMB80 million, and major asset restructuring and capital operations plans that have a significant impact on the listed company group;

(23) Determination on major matters related to the exercise of shareholder rights by the Company's subsidiaries, including plans for subsidiaries to increase or decrease registered capital, merge, split, dissolve, liquidate or change corporate form, and any decisions that are required to be made by the Board of Directors of the listed company or shareholders' meeting (if necessary) at the level of the holding subsidiary and belong to major operational and management matters of the listed company group, including (8) to (14) above;

(24) In addition to matters that are required to be decided by the shareholders' meeting pursuant to the Company Law, the Listing Rules and the Articles of Association of the Company, determination on other major matters and administrative affairs of the Company;

(25) Other powers granted by laws, administrative regulations, departmental regulations, the Listing Rules, shareholders' meeting and the Articles of Association of the Company.

The abovementioned “major” matters include matters that should be decided by the Board of directors or shareholders’ meeting of the Company in accordance with the laws, regulations and the Listing Rules applicable to the Company, as well as matters that should be decided by the Board of Directors or shareholders’ meeting of the Company in accordance with Articles 14 and 15 of these Rules, and matters that are judged to be of major nature by the Board of Directors of the Company. The abovementioned “certain scale” shall be separately specified by the Board of Directors in the authorized decision-making plan and/or authorized decision-making matters list (if any).

Article 14 The Board of Directors of the Company is fully responsible for the information disclosure, transaction report and other compliance matters of the listed company group, including:

(1) Formulation and revision of the “Information Disclosure Management Measures” of the Company, which should include the management mechanism for information disclosure matters such as “annual report”, “interim report”, inside information (i.e. stock price sensitive information), board resolutions, shareholders’ meeting resolutions and voting results;

(2) Formulation and revision of insider trading prevention management systems and standard codes of conduct for employees to trade securities of the Company. Establishment of an insider trading prevention risk management mechanism;

(3) Formulation and revision of the “Management Measures for Connected Transactions and Discloseable Transactions” and establishment of relevant internal control and compliance risk management mechanisms. The management mechanism regarding sale and purchase of assets, operating leases, technical services, option transactions, financial leases, financial assistance, and other transactions, should at least comply with the relevant requirements of the Listing Rules;

(4) Determination on all information disclosure, transaction compliance reporting and ongoing compliance responsibilities of the listed company group, except for those that are required to be determined by the shareholders’ meeting pursuant to the Listing Rules, Information Disclosure Management Measures and Management Measures for Connected Transactions and Discloseable Transactions;

(5) Consideration on major matters regarding the listed company group’s performance of responsibilities in respect of information disclosure, transaction compliance reporting, and ongoing compliance. Timely report to regulatory authorities and fulfillment of disclosure responsibilities. The chairman of the Board of Directors may also be granted the power to deal with sudden emergencies as appropriate.

Article 15 The responsibilities of the Board of Directors of the Company in governance of the listed company and corporate governance shall include but not limited to:

(1) Formulation of the composition of the Board of Directors of the Company and the procedures of nomination of directors by shareholders;

(2) Election of the chairman of the Board of Directors;

(3) Appointment or dismissal of the general manager of the Company; appointment or dismissal of the deputy general manager, chief accountant, and general legal counsel of the Company based on the recommendation by the general manager, and determination on their remuneration; appointment or dismissal of the Board secretary and/or company secretary of the Company based on the recommendation by the chairman of the Board of Directors, and determination on their remuneration;

(4) Determination on the performance appraisal and remuneration management system for the management and other senior management personnel of the Company, as well as their mid-term and long-term incentive mechanisms and plans. The mid-term and long-term incentive plans involving the shares (stocks) of the Company must be approved or authorized by shareholders' meeting;

(5) Determination on liability insurance plans for directors and senior management personnel of the listed company;

(6) Formulation of the "Working Rules of the Board of Directors" of the Company and important systems related to corporate governance such as the Board of Directors' authorization management system and authorization plan, working rules of special committees, working rules (rules of procedure) of the general manager, etc.;

(7) Preparation of the annual work report of the Board of Directors;

(8) Formulation and review of the corporate governance policies and practices of the Company. Review of and supervision over the policies and practices of the Company regarding compliance with legal and regulatory requirements. Review of the compliance of the Company with the Corporate Governance Code.

Article 16 The Board of Directors shall establish and improve the risk management system, internal control system, compliance management system, accountability system for irregular operations and investments, and sustainable development (environmental, social and governance) management system of the Company, and determine relevant major matters; formulate major risk management strategies and solutions, and plans for handling major litigation, arbitration and other legal affairs; determine major matters regarding production safety, ecological and environmental protection, maintenance of stability, and social responsibility. The "major" matters mentioned in this article shall be ultimately assessed and judged by the Board of Directors, provided that they shall be matters that have a significant impact on the ongoing operation, operating performance, and long-term development of the listed group company, or matters involving major projects or the use of large funds, etc. The specific judgment and identification standards should be clearly stipulated in the relevant basic management system of the Company and complied with the relevant major provisions of Articles 13 and 14 of these Rules.

Article 17 All matters that involve employee rights and interests, such as democratic management of the enterprise, employee transfer and placement, employee wage and income distribution, etc., should first be heard through the employee representative meetings or other democratic forms before being submitted to the Board of Directors for consideration.

Article 18 The Board of Directors shall establish and enhance a system for tracking the implementation and post-evaluation of Board resolutions, regularly study the management's reports on the implementation of Board resolutions and the production and operation conditions of the Company, strengthen supervision and inspection of the management's implementation of Board resolutions, promptly identify problems, and supervise rectification.

CHAPTER 4 ESTABLISHMENT AND DUTIES OF SPECIAL COMMITTEES OF THE BOARD OF DIRECTORS

Article 19 The Board of Directors shall establish a strategy and investment committee, a remuneration and appraisal committee, an audit committee, a nomination committee, and other special committees as necessary. As a specialized body of the Board of Directors, the special committee is responsible to the Board of Directors and provides consultation and suggestions for decision-making of the Board of Director. Special committees study major business management matters generally after the Party Committee has conducted preliminary research and discussions and before the Board of Directors makes a decision.

The special committee is composed of directors. Independent directors should be the majority in the Nomination Committee, and the chairman shall be the chairman of the Board of Directors. The Remuneration and Appraisal Committee and the Audit Committee shall be composed of independent directors, and the chairman of the Audit Committee shall generally be a professional who is familiar with finance or risk management. The chairman of the Strategy and Investment Committee shall be the chairman of the Board of Directors.

Subject to compliance with the Listing Rules, the establishment, composition and adjustment of special committees shall be proposed by the chairman of the Board of Directors after consultation with relevant directors and shall take effect after approval by the Board of Directors.

Article 20 Strategy and Investment Committee: Convene a meeting at least once a year, the main responsibilities are to study the Company's strategic planning, sustainable development strategy and management system, as well as to submit to the Board of Directors for decision-making on the adjustment of the main business, the negative list of investment projects, asset restructuring, asset disposal, material investments, property rights transfer, capital operation and other material matters affecting the development of the Company, and submit their opinions to the Board of Directors for deliberation.

Article 21 Remuneration and Appraisal Committee: Convene a meeting at least once a year, the main responsibilities are to:

(1) To study and formulate the remuneration management and appraisal management mechanism for directors, members of the management team and other senior management personnel in accordance with the relevant regulatory requirements;

(2) To study the mid-term and long-term incentive plans and implementation programmes for directors and senior management personnel of the Company in accordance with relevant regulatory requirements;

(3) Reviewing the basic management system related to the Company's remuneration management and appraisal to be submitted to the Board of Directors for consideration and making recommendations to the Board of Directors;

(4) To study and decide on the insurance plan for directors' and senior management's liability insurance in accordance with the authorization of the shareholders' meeting and the Board of Directors.

Article 22 Audit Committee: Convene regular meetings at least twice a year, the main responsibilities are to:

(1) To be responsible for the duties of the Supervisory Committee as stipulated in the Company Law in the event that the Company does not have a Supervisory Committee;

(2) Reviewing the Company's annual and interim financial reports, considering the Company's significant accounting policies or accounting estimates and changes thereto, and giving advice to the Board of Directors;

(3) To provide guidance on the Company's risk management system and internal control system, and to inspect and evaluate the relevant systems and their implementation;

(4) Evaluating the effectiveness of the work of the internal audit department and making recommendations to the Board of Directors;

(5) Examining the internal control and risk control work related to connected transactions;

(6) To propose to the Board of Directors the appointment or dismissal of the Chief Accountant;

(7) To propose to the Board of Directors the appointment or dismissal of the accounting firm and its remuneration, and to maintain good communication with the external auditor;

(8) Supervising the implementation of the resolutions of the Board of Directors.

Article 23 Nomination Committee: Convene a meeting at least once a year, the main responsibilities are to:

(1) To review annually the size and composition of the Board of Directors and to make recommendations on any proposed changes to the Board to complement the corporate strategy of the Listed Company;

(2) To formulate policies on board diversity, including skills, knowledge, experience, gender and age;

(3) To formulate criteria and procedures for the selection of directors and make recommendations to the Board of Directors in accordance with relevant regulations, and to report to the Board of Directors on the identification and examination of candidates and the assessment of the independence of the independent directors;

(4) To study the criteria and procedures for the selection of senior management personnel and make recommendations to the Board of Directors;

(5) To make recommendations to the Board of Directors on the appointment and re-appointment of directors and senior management personnel.

Article 24 Special Committees of the Board of Directors may, upon authorization by the Board of Directors, engage social intermediaries or experts to provide them with professional advice at the Company's expense.

Article 25 Special Committees of the Board of Directors shall perform their duties in accordance with the provisions of the Articles of Association and the authorization of the Board of Directors, and shall formulate working rules setting out the powers and duties of the committees and clarifying the scope of deliberation and procedures, etc., which shall be implemented after approval by the Board of Directors. Regarding the study or decision-making matters within the scope of duties of each committee, irregular meetings may be convened by the chairman of the committee in accordance with the time of submission, the completeness of the relevant resolutions and the time requirement for compliance.

**CHAPTER 5 DUTIES, RIGHTS AND OBLIGATIONS
OF THE MEMBERS OF THE BOARD OF DIRECTORS**

Article 26 The directors shall perform the following duties:

(1) To implement the deployment requirements of the superior regulatory authorities on the reform and development of the Company;

(2) Analyzing the macroeconomic situation and the development trend of the industry, and studying and planning the development strategy of the enterprise. To understand the reform and development of the Company and its operation and management through research, reviewing relevant information such as financial reports and audit reports, attending the Company's annual and interim working meetings, communicating with the management outside of meetings, and listening to reports from the management and the Company's functional departments;

(3) Attend Board Meeting and of the special committees on which the Directors serve, study the resolutions and related materials in depth and express clear opinions on the matters under discussion in an objective, independent and appropriate manner;

(4) If it is found that the Board of Directors and the special committees on which on which the Directors serve have violated the law in making decisions, or that the proposed resolutions will harm the interests of shareholders and the Company, or the legitimate rights and interests of the employees, it shall expressly object to such decisions;

(5) To help the Company identify and reveal material risks, and to make relevant recommendations to the Board of Directors or the chairman of the Board of Directors;

(6) Supervise the management to implement the resolutions of the Board of Directors, and listen to special reports and carry out special supervision according to the needs of the work;

(7) Reporting to the supervisory authority on material issues and material abnormalities of the Company when necessary;

(8) Promote the standard operation of the Board of Directors, and actively contribute to the strengthening of the Board of Directors;

(9) Other duties prescribed by laws and regulations and the Articles of Association.

Article 27 Directors have the following rights:

- (1) To be informed of regulatory policies and laws and regulations necessary for the performance of their duties as directors;
- (2) To be informed of the Company's information necessary for the performance of their duties as directors;
- (3) To attend Board Meeting and special committees meetings on which they serve and to exercise the right to vote on voting matters;
- (4) To propose the convening of extraordinary Board Meeting, the postponement of Board Meeting and the postponement of voting on the items to be discussed, and to submit requests to supplement or amend the documents relating to the resolutions to be considered by the Board of Directors and the Special Committees to which they serve;
- (5) To receive remuneration or work allowances in accordance with the regulations;
- (6) To be entitled to the necessary working conditions and protections in accordance with the regulations;
- (7) Other rights prescribed by laws and regulations and the Articles of Association.

Article 28 Directors have the following obligations of loyalty and diligence:

- (1) Comply with laws and regulations, the Articles of Association and rules and regulations of the Company, faithfully safeguard the interests of shareholders as a whole, the interests of the Company and the lawful rights and interests of employees, adhere to principles, make prudent decisions, and take up their responsibilities;
- (2) Devoting sufficient time and energy to the performance of their duties, and meeting the requirements of the relevant regulations in respect of the time spent on their duties and the number of Board Meeting they attend each year;
- (3) Keeping the state secrets, work secrets and commercial secrets of the Company known to them;
- (4) Comply with the Company's regulations on honesty and integrity;
- (5) Participate in the relevant training arranged by the regulatory authority and the Company;
- (6) Other obligations prescribed by laws and regulations and the Articles of Association.

Article 29 The chairman of the Board of Directors shall have all the rights of a director and shall assume all the obligations and duties of a director. The chairman of the Board of Directors shall exercise his/her powers in accordance with the law and perform the following duties:

(1) Communicate to the Board of Directors the important spirit of meetings of regulatory authorities and supervisory policies, and notify the relevant regulatory authorities of the need for the Board of Directors to promote the implementation of the work pointed out by the supervisory inspections and to urge rectification of the problems;

(2) To chair meetings of shareholders and convene and chair Board Meeting;

(3) Organize strategic research and convene at least one (1) strategic seminar or evaluation meeting each year with the participation of members of the Board of Directors and the management;

(4) Determine the annual plan for regular Board Meeting, including the number of meetings, meeting time, etc., and decide to convene extraordinary Board Meeting when necessary;

(5) Determine the topics of the Board Meeting, convene and chair the Board Meeting, and enable each director to fully express their personal opinions and vote on the basis of thorough discussion;

(6) To organize the execution of the duties of the Board of Directors and to review the implementation of the resolutions of the Board of Directors;

(7) To organize the formulation and amendment of systems relating to the governance and operation of the Board of Directors and arrange for submission to the Board of Directors for approval;

(8) To recommend to the Board of Directors candidates for the post of Secretary of the Board of Directors, and to propose to the Board of Directors the composition of special committees and their nominees after sufficient communication with the relevant directors;

(9) In accordance with laws, regulations and relevant provisions, signing relevant documents on behalf of the Company or the Board of Directors in accordance with resolutions of the meetings of shareholders, resolutions of the Board of Directors or authorizations of the Board of Directors, including physical certificates of shares or other securities and debentures issued by the Company, directors' service contracts, material agreements of the Company, power of attorney for identification of shareholders, authorizations of the Company required by the securities registrars or the H share dividend agent, and contracts and authorizations related to the scriplessness of securities, Registration and filing documents required by domestic and overseas regulatory authorities, etc.;

(10) Organizing the formulation of the annual internal audit plan of the Company;

(11) Organizing the drafting of the annual work report of the Board of Directors, and reporting the annual work on behalf of the Board of Directors to the meetings of shareholders and regulatory authorities;

(12) Maintaining good communication with regulatory authorities and, where appropriate, communicating with external directors outside of meetings, listening to the views of external directors, organizing necessary research and training for external directors, and having at least one (1) separate meeting with the independent non-executive directors each year;

(13) In the event of force majeure circumstances or a material crisis that makes it impossible to convene a Board meeting in a timely manner, exercising special dispositions within the terms of reference of the Board of Directors that are in compliance with laws and regulations and in the interests of the enterprise, and reporting to the Board of Directors after the event and approving them retroactively in accordance with the procedures;

(14) Other duties prescribed by laws and regulations and the Articles of Association and assigned by the Board of Directors.

In exercising the aforesaid powers and functions, the chairman of the Board of Directors shall be subject to the prior study of the Party Committee in respect of decision-making on material matters, appointment and dismissal of important cadres, arrangement of material projects, and use of large sums of funds; and in respect of any material matters involving the interests of the employees and which shall be submitted to the Board of Directors for deliberation, the opinions and suggestions of the employees shall be listened to through the employee representative meetings or other democratic forms before they are reported to the special committees of the Board of Directors (if necessary) and the Board of Directors for deliberation.

Article 30 Directors who are assumed by representatives of workers and staff shall participate in corporate governance in an orderly manner on behalf of workers and staff and perform their duties in accordance with the relevant provisions; in addition to having the same rights and assuming the same obligations as other directors, they shall also fulfil their obligations to pay attention to and reflect the legitimate demands of workers and staff and to represent and safeguard the lawful rights and interests of workers and staff.

CHAPTER 6 BOARD MEETINGS AND DECISION MAKING PROCEDURES

Article 31 Board Meetings shall include regular and extraordinary meetings, and shall be held as often as necessary to fulfil the duties of the Board of Directors. Board Meetings shall be held in the presence of more than half of the Directors.

Board Meetings shall be convened and chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable to convene and chair the meeting for any reason, more than half of the directors shall jointly elect a director to convene and chair the meeting.

Article 32 The Board Meetings shall be held at least four (4) regular meetings a year, and the meeting schedule shall be determined by the end of the previous year, or no later than January of the current year. Notices of regular meetings, together with the required documents, information and other materials, shall be sent to all directors fourteen 14 days before the meeting.

Article 33 The chairman of the Board of Directors shall convene and chair an extraordinary Board Meeting within ten 10 days from the date of receipt of the proposal in any of the following circumstances:

- (1) When proposed by shareholders with one-tenth (1/10) or more of the voting rights;
- (2) When proposed by more than one-third (1/3) of the directors;
- (3) When proposed by a special committee of the Board of Directors;
- (4) Other cases as stipulated in the Articles of Association.

Except for special urgent matters, the notice of extraordinary Board Meetings and the required documents, information and other materials shall be sent to all Directors five (5) days prior to the date of the meeting.

Article 34 If an extraordinary Board Meeting is proposed to be held in accordance with the provisions of the preceding Article (except for those proposed by the chairman of the Board of Directors), a written proposal signed (sealed) by the proposer shall be submitted to the chairman of the Board of Directors through the office of the board. The written proposal shall contain the following matters:

- (1) The name of the proposer;
- (2) The reasons for the proposal or the objective reasons on which the proposal is based;
- (3) A clear and specific proposal;
- (4) The contact information of the proposer and the date of the proposal.

The content of the written proposal shall fall within the matters within the scope of duties of the Board of Directors as stipulated in the Articles of Association, and the materials related to the proposal shall be submitted together.

The office of the board shall forward the above written proposal and related materials to the chairman of the Board of Directors as soon as possible after receiving them. If the chairman of the Board of Directors considers that the content of the proposal is not clear or specific or the relevant materials are not sufficient, he/she may request the proposer to amend or supplement the proposal.

If the situation is urgent and it is necessary to convene an extraordinary Board Meeting as soon as possible, notice of the meeting may be given by telephone or other verbal means at any time, but the convenor shall make an explanation at the meeting.

Article 35 Regular Board Meetings shall, in principle, be held in the form of on-site meetings, except in cases of force majeure.

In principle, the extraordinary meeting shall be held in the form of an on-site meeting; in the event of an urgent matter and when the directors have sufficient information to vote, they may also adopt the form of communication such as a video conference, a telephone conference, etc., or the form of a written document to consider the resolutions separately.

If a substantial shareholder of the Company or a Director has a conflict of interest in a matter to be considered by the Board of Directors that the Board of Directors deems to be material, the matter must be considered at an on-site or aforementioned communication meeting, and cannot be considered at a Board Meeting by written circulation.

If a Board Meeting is held in the form of a telephone conference, with the aid of similar communication equipment, or on-site in conjunction with the foregoing form of communication, the participating Directors shall be deemed to be physically present at the meeting if the participating Directors are able to hear the other Directors and are able to communicate with each other. If a Director is unable to sign the resolution of the meeting immediately at such meeting, he/she may vote orally and fulfil the procedure of signing in writing as soon as possible. A Director's oral vote shall have the same effect as a written signature, provided that the subsequent written signature is consistent with the oral vote taken at the meeting.

Any written resolution not formed in accordance with the statutory procedures and signed by the Directors shall not have the legal effect of a resolution of the Board of Directors, even if each of the Directors has expressed his/her opinion in a different manner.

Article 36 If it is necessary to change the time, place or other matters of a regular Board Meeting, or to add, change or cancel a proposal for a meeting after the written notice of the meeting has been issued, a written notice of the change shall be issued three (3) days prior to the original date of the meeting, describing the situation and the relevant contents of the new proposal and related materials. If less than three (3) days, the date of the meeting

shall be postponed accordingly, or the meeting shall be held as scheduled after obtaining the approval of all the attending directors, or the relevant resolution or meeting shall be cancelled.

If it is necessary to change the time, place or other matters of an extraordinary Board Meeting, or to add, change or cancel a proposal for a meeting after the notice of the Board of Directors Meeting has been sent out, the approval of all the attending Directors shall be obtained and the corresponding records shall be made before the scheduled meeting.

Article 37 Board Meetings shall be attended by the directors in person. Board Meetings shall be held in the presence of more than half of the directors (those who have appointed other directors in writing to attend the Board Meetings on their behalf).

If a director is unable to attend for any reason, they may appoint another director in writing to attend and exercise voting rights on their behalf. The proxy shall carefully review the materials of the resolution in advance to form a clear opinion, and the proxy shall contain the scope of authorization, a brief opinion on each resolution, clear instructions on voting on behalf of the director, the duration of the authorization and specific instructions on how to exercise the voting right on the temporary proposal, etc.

The director attending the meeting on behalf of the director shall exercise the director's rights within the scope of the authorization. A director who fails to attend a Board Meeting and fails to appoint a proxy to attend the meeting shall be deemed to be absent from the meeting.

A director shall not appoint another director to attend on their behalf with full powers without stating their own personal opinion on the proposal and intention to vote, nor shall the director concerned accept full powers and powers of attorney with unclear authorization.

Article 38 The secretary to the Discipline Inspection Commission of the Company may attend Board Meetings.

Article 39 The general manager shall attend the Board Meetings, and when the general manager is unable to attend the Board Meetings, he shall, with the approval of the chairman of the Board of Directors, designate at least one (1) deputy general manager as the representative of the management to attend the Board Meetings.

Article 40 The deputy general manager who is responsible for the matters to be considered by the Board of Directors shall attend the relevant Board Meetings; the chief accountant shall attend the Board Meetings when the Board of Directors is considering issues related to finance and accounting, investment and financing, and performance; the general counsel and the Secretary of the Board of Directors shall attend each Board Meeting. If the above deputy general manager, chief accountant, general counsel and Secretary of the Board of Directors cannot attend the Board Meetings, the chairman of the

Board of Directors may, with the approval of the chairman of the Board of Directors, appoint the person in charge of the relevant department of the company to attend the Board Meetings as the representative.

Article 41 The head of the working group of each special committee of the Board of Directors shall attend the relevant Board Meetings in respect of the resolutions related to the duties of the committee, and if he/she is unable to attend the Board Meetings, he/she shall report to the chairman of the committee to make appropriate arrangements.

Article 42 The preparation of resolutions of the Board of Directors shall be carried out by the Office of the Board of Directors by drawing up the Guidelines for the Preparation of Resolutions of the Board of Directors, which regulate the principles for the preparation of information on resolutions and the prerequisites that should be fulfilled in order to be submitted to the Board of Directors for deliberation, and shall be implemented after submission to the Board of Directors for approval. The Office of the Board of Directors shall be responsible for the interpretation of the Guidelines and shall propose amendments to the Board of Directors for approval in a timely manner.

Article 43 The Board of Directors has adopted a decision-making system based on collective deliberation, independent voting and individual responsibility. Voting on the resolutions of the Board of Directors shall be on a one-person-one-vote basis. Directors may express their agreement or disagreement. If he/she expresses his/her opposition, he/she must state the specific reason and record it in the minutes of the meeting.

The person in charge of the office of the Board of Directors shall act as the teller of the votes of the directors, and the Secretary of the Board of Directors shall act as the scrutineer of the votes, and the teller and scrutineer shall sign a record of the results of the counting of the votes of the directors, which shall be filed together with the minutes of the Board Meetings.

If there are no special circumstances, the record of resolutions of the Board Meetings held on-site shall be signed on-site by the participating directors before the end of the meeting based on the results of the vote count.

Article 44 If a resolution of the Board of Directors violates laws, regulations and the Articles of Association, the director who voted in favour of the resolution shall be directly liable; the director who voted against the resolution may be exempted from liability if it is proved that he/she has expressed his/her objection during the vote and recorded it in the minutes of the meeting; the director who did not attend the meeting or delegate another person to attend the meeting cannot be exempted from liability; and the director who has explicitly expressed his/her objection during the discussion but has not explicitly voted against it during the vote may not be exempted from liability either.

Article 45 The resolutions of the Board of Directors are divided into ordinary and special resolutions. Ordinary resolutions shall be approved by more than half of all members of the Board of Directors, while special resolutions shall be approved by more than two-thirds (2/3) of all members of the Board of Directors.

Special resolutions of the Board of Directors include:

- (1) To formulate a plan for the increase or decrease of the registered capital of the Company;
- (2) To formulate a plan for the merger, demerger, restructuring, dissolution, bankruptcy or change of corporate form of the Company;
- (3) To formulate a plan for the amendment of the Articles of Association;
- (4) To formulate material investment plans in non-primary businesses of the Company;
- (5) Approving external guarantee matters;
- (6) Other matters requiring the approval of two-thirds (2/3) or more of the entire Board of Directors as stipulated by laws and regulations and the Articles of Association.

Article 46 For matters considered and resolved by the Board of Directors, the participating Directors and attendees, recorders and service personnel of the meeting, etc., shall be obliged to maintain permanent confidentiality with respect to such matters and the contents of the resolutions, except for those that the Company has already disclosed publicly or externally in accordance with the laws and regulations and the Listing Rules.

Among them, persons who have not entered into the relevant confidentiality agreement with the Company and who are not obliged to bear the responsibility of confidentiality in accordance with laws and regulations shall sign an undertaking of confidentiality prior to their participation in or attendance at the meeting of the Board of Directors.

Article 47 Where a director is related to an unit involved in a matter being resolved by the Board of Directors, or where there is a material interest, existing or potential conflict of duty or interest in the matter being resolved as defined in the Listing Rules, such director shall not exercise his/her voting rights regarding the resolution, nor shall he/she vote on behalf of other directors. Any director who has a connected relationship is not counted in the number of directors required to be present for the Board to study and decide on the issue. The resolution made by the Board of Directors pursuant to the issue, according to the different categories of ordinary resolutions and special resolutions, shall be approved by more than half or two-thirds (2/3) of the full Board (excluding any director who has a connected relationship). If the number of directors who may vote is less than three (3), the matter shall be submitted to the shareholders' meeting for consideration and vote.

Except for obtaining the unanimous consent from all the directors present at the meeting and the total number of directors present and their proxy votes reaching the number of directors which has formed a valid resolution, any proposal not set out in the meeting notice shall not be voted at the Board meeting. Unless clearly stated in the instrument of appointment, directors who accept other directors' appointment to attend the Board meeting on their behalf shall not vote on the proposals not set out in the meeting notice on behalf of other directors.

Article 48 The Board of Directors shall prepare minutes for the matters considered at the meeting. The meeting minutes shall include the date, venue, name of the convenor of the meeting, names of attending directors, agenda and issues to be discussed at the meeting, key points of directors' statement (written feedback in case of meeting via written resolution) (including any concerns raised by directors or dissenting views expressed), voting methods and results of the resolutions (including the number of votes for and against, and name of the directors voting against), etc.

The minutes of each Board meeting shall be provided to all the directors for review as soon as possible. Directors who wish to make supplementary amendments to the minutes shall provide their written comments within seven (7) days upon receipt of the minutes. After the minutes are finalized, all the directors present at the meeting and the secretary to the Board of Directors in-attendance at the meeting shall sign the minutes.

Archives of the meetings of the Board including notices of meeting, meeting materials, powers of attorney for proxy directors (if any), votes (if any), meeting minutes signed by the attending directors, resolution records, announcements of the resolutions (if any), etc. shall be kept by the Office of the Board of Directors and the filing shall be implemented pursuant to the Company's archive management system. Archives of the meetings of the Board shall be kept permanently.

Article 49 The permanent office of the board of directors is the Office of the Board of Directors, which specifies the organization and preparation of convening meetings of the Board, and is responsible for recording minutes of the meetings.

Article 50 When the Board of Directors and its special committees convene a meeting, the secretary to the Discipline Inspection Commission may attend according to the needs of the work; other relevant persons may be required to be present at the Board meeting if considered necessary by the chairman of the Board of Directors, and to provide explanations, to accept inquiries or to offer advice on the proposals involved.

Article 51 Board decisions are generally made in accordance with the following procedures:

(1) The management studies and formulates the proposed plan on the basis of thorough research and scientific evidence. In accordance with the relevant regulations and work requirements, feasibility studies, risk assessments, due diligence investigations and legal reviews shall be conducted in advance. For particularly significant or complex and sensitive matters, the Board of Directors shall arrange for external directors to conduct research. The special committees of the Board of Directors may also organize the preparation of the proposed plan on related matters, as required.

The management is responsible for the truthfulness, accuracy and completeness of the information provided;

(2) The content of the proposed plan is generally communicated and brewed within the scope of the chairman of the Board of Directors, general manager and relevant leadership staff to form a consensus;

(3) The content of the proposed plan shall be submitted to the Board of Directors for consideration after preliminary examination by the chairman of the Board of Directors. Matters falling into the responsibilities of the special committees of the Board of Directors shall generally be submitted to the corresponding special committees for research before the Board of Directors makes a decision. Where the proposed plan involves major business management matters of the Company, it shall be studied and discussed by the Party Committee before being submitted to the special committees and the Board of Directors according to procedures for consideration;

(4) The Board of Directors shall convene a meeting to consider the proposed plan and make decisions. For the proposed plan prepared by the management, they shall be reported by the members of the management. Where the matters under consideration are studied by a special committee of the Board of Directors, the chairman of the special committee or the relevant person entrusted by him/her shall report on the consideration; where there are different opinions, explanations shall be given to each.

Article 52 The consideration of the Board of Directors should focus on studying and determining the legal compliance of matters to be decided on, the compatibility of the matters with the Company's development strategy, and the comprehensive balance of risk and benefit considerations.

Article 53 When more than one-third (1/3) of the directors or more than two (2) external directors have material disagreement on a matter to be submitted to the Board of Directors for consideration, the matter shall generally be postponed; where directors consider the information incomplete or the discussion ambiguous, such directors jointly propose in writing a postponement of the matter, and such proposal shall be adopted by the Board of Directors, and such directors proposing to postpone the meeting shall put forward clear requirements for the conditions that should be met when the proposal is resubmitted to the Board of Directors for consideration.

No more than two (2) postponements should be made for the same proposal. If, after the same proposal is postponed twice, the director, previously submitted the postponement, still considers that the proposal is questionable, he/she may vote against the proposal at the time of voting, or may either reflect or report to the relevant bodies and departments in accordance with relevant regulations. If the proposal is not approved by the Board of Directors, it may be re-submitted to the Board of Directors for consideration after being adjusted and improved according to procedures. Approved proposals need to be submitted to regulatory bodies for examination, approval and filing and shall be handled in accordance with the laws and regulations, the Articles of Association and the relevant provisions.

Article 54 The Board of Directors may, in accordance with the Articles of Association and relevant provisions, delegate part of its powers to the chairman of the Board of Directors and the general manager.

A comprehensive consultative body with no directors in it shall not accept authorization of the Board of Directors by the Company, and no meeting mechanism, such as the chairman's office meeting shall make decisions on matters authorized by the Board of Directors; the aforesaid consultative body and meeting mechanism shall not replace the Board of Directors to exercise powers.

For the matters authorized by the Board of Directors to the chairman of the Board of Directors for decision-making, the chairman of the Board of Directors shall generally convene a special meeting for collective study and discussion, and members of the Company's Party Committee, external directors, members of the management and professional advisors may be invited to participate or attend the meeting, depending on the content of the issue.

For the matters authorized by the Board of Directors to the general manager for decision-making, they are generally studied and discussed in meetings such as the general manager office meetings. The opinions of the chairman of the Board of Directors shall generally be heard before decision, and the meeting shall be adjourned if there is any disagreement in opinions. In case of any special work requirements, the chairman of the Board of Directors may attend the general manager office meeting.

If the chairman of the Board of Directors, and the general manager need to abstain from voting as decisions to be made on matters authorized by the Board of Directors, such matters shall be submitted to the Board of Directors for decision.

Article 55 The Company shall take into consideration the actual situation, in accordance with the principle of synchronizing decision-making's quality and efficiency, adopt scientific demonstration to reasonably determine the matters authorized by the Board of Directors, and the budget limit, so as to prevent illegal authorization and excessive authorization. Major, non-main business and high-risk investment projects of the Company shall be decided by the Board of Directors.

The Board does not delegate matters to its committees, the directors who transact corporate business or the management to an extent that would significantly hinder or reduce the ability of the Board as a whole to perform its powers.

Article 56 The Board of Directors shall formulate an authorization management system and an authorization decision-making plan, specify the authorization principles, management mechanism, scope of matters, conditions of authority and other requirements in accordance with the law, and establish and improve the authorization mechanism of regular reporting, tracking and supervision, and dynamic adjustment. The system and its amendments become effective and operative upon approval by the Board and shall be organized, prepared and interpreted by the Office of the Board.

The authorized object shall report to the Board of Directors on the exercise of power every six (6) months and on important information in a timely manner. The Board of Directors shall not be exempted from liability upon delegation of authority on decision-making, and shall adjust or revoke the authorization if the authorized object fails to exercise its powers correctly.

Article 57 The following matters shall be considered and approved by the shareholders' general meeting with the consent of a meeting of the Board of Directors:

- (1) the audited annual financial statements of the Company;
- (2) the profit distribution plans and loss compensation plans of the Company;
- (3) the increase or reduction of registered capital, and issuance of bonds or other securities of the Company;
- (4) the plans for major mergers and acquisitions of the Company, buyback of the Company's own shares or merger, division, dissolution and changes in corporate forms of the Company;
- (5) the amendments to the Articles of Association;
- (6) the engagement or replacement of accounting firm(s) conducting annual audits for the Company;
- (7) the compliance with other requirements as stipulated in laws and regulations, the Listing Rules and the Articles of Association.

Article 58 The Board of Directors shall establish and improve the system of follow-up and post-assessment of the resolutions of the Board of Directors, regularly listen to the report of the management members on the implementation of the resolutions of the Board of Directors and the production and operation of the enterprise, strengthen the supervision and inspection of the management's implementation of the resolutions of the Board of Directors, and find problems in a timely manner, supervise rectification and reform in place.

Article 59 Each year the Board of Directors shall select certain major investment projects that have been completed and those investment projects with major problems and major risks in the previous year for comprehensive assessment (including authorized decision-making projects), and feedback the assessment results to all the directors.

Article 60 The Board of Directors shall urge the Company to strengthen the implementation of rectification of problems found in audit, state-owned assets regulation, etc. and the relevant problems identified by the relevant special supervisory inspections.

**CHAPTER 7 SUPPORT AND SAFEGUARDS FOR THE OPERATION
OF THE BOARD OF DIRECTORS**

Article 61 Regulatory bodies shall provide guidance to the Board members on the effective performance of their duties through meetings, documents, training and other means. The Company shall arrange the participation of external directors according to the needs of the work.

Article 62 The management and all employees are obliged to provide support and service to the Board of Directors and its special committees, shall establish the Work Programme on Performance Security for External Directors, specifies the functional departments that provide work support to the special committees of the Board of Directors, reasonably arranges the research and training required for external directors to perform their duties, works with external directors to undertake special inspections, and provides necessary office, business travel etc. services to protect external directors.

Article 63 In addition to the special provisions of the state, the Company shall establish electronic office system to external directors, provide industry development information, reform and development, production and operation information, financial data and other relevant important information of the Company, and provide access for external directors to relevant documents in a timely manner. The information and data supplied by the Company must be complete and reliable. The Company shall respond to the consultation and questions from the Board of Directors and directors promptly and thoroughly. External directors shall be invited to attend important meetings such as the Company's work meetings for the year and the first half of the year, strategy seminars or evaluation meetings.

Article 64 The Company shall have one (1) Secretary to the Board, who shall be accountable to the Company and the Board of Directors. The Secretary to the Board shall be a senior management personnel of the Company, nominated by the chairman of the Board of Directors, appointed or dismissed by the Board. The Secretary to the Board of the Company shall be served as "company secretary" required to employ in accordance with the Listing Rules at the same time. The Board should not deal with the appointment or dismissal of the Secretary to the Board with a written resolution.

The Secretary to the Board of Directors should have expertise in finance, management and law necessary for performing duties and relevant work experience, devote sufficient time and energy to perform his/her duties, and generally be a full-time employee.

Article 65 The Secretary to the Board of Directors performs his/her duties as stipulated under the Articles of Association and shall attend the meeting of the Board, the general manager office and other important decision-making meetings, as well as the meetings of the special committees of the Board of Directors.

Article 66 The Board of Directors sets up the Office of the Board of Directors to act as the working body of the Board of Directors, which shall be led by the Secretary to the Board. The Office of the Board of Directors is responsible for preparing meetings of the Board, providing support and services for the operation of the Board of Directors. The Office of the Board of Directors shall be equipped with full-time employees.

CHAPTER 8 EXPENDITURES OF THE BOARD OF DIRECTORS

Article 67 The Company provides expenditures for the Board. The Secretary to the Board is responsible for organizing the preparation of the annual budget for the Board, which shall be included in the annual management of the Company upon approval by the chairman of Board of Directors.

Article 68 Pursuant to the remuneration standards of the directors and supervisors as approved in the shareholders' general meeting, work subsidy of the directors, basic salary, meeting allowance, liability insurance fees, and other benefits (if any) shall be included in the annual budget of the Company.

Article 69 The expenditures of the Board are utilized as follows:

- (1) Expenses of the meetings of the Board and the special committees;
- (2) Costs and expenses for relevant training, learning, research, office and travelling of the directors performing duties;
- (3) Engagement of professional advisers by the directors and the special committees for the purpose of performing duties, consulting fees for intermediaries;
- (4) Funds for various activities arranged under the name of the Board and other expenditures of the Board.

Article 70 Expenditures of the Board are conducted in compliance with the financial management and the provisions for reimbursement of the Company.

CHAPTER 9 SUPPLEMENTARY PROVISIONS

Article 71 These Rules are formulated by the Board of Directors and shall come into effect upon the adoption by the shareholders' meeting. Any amendments to these Rules shall be proposed by the Board of Directors in the form of an amendment proposal, and shall come into effect upon adoption by the shareholders' meeting. The original Working Rules of the Board of Directors and the Provisional Measures on Management of Resolutions of the Company shall be abolished on the same date when these Rules become effective.

Article 72 These Rules and any relevant matters that are not covered shall be implemented in accordance with the Company Law, the Listing Rules, the Articles of Association, the Corporate Governance Code and relevant provisions and amendments and updates from time to time of domestic and overseas regulatory bodies; in case of any inconformity between them and these Rules, the Company Law, the Listing Rules, the Articles of Association, the Corporate Governance Code or applicable laws and regulations shall be implemented.

Article 73 The shareholders' meeting hereby authorizes that the right to interpret these Rules shall rest with the Board of Directors.

Before amendment		After amendment	
Article 55	The general meeting of shareholders shall exercise the following functions and powers: (1) to elect and replace directors and to decide on matters relating to the remuneration of directors; 	Article 55	The general meeting of shareholders shall exercise the following functions and powers: (1) to elect and replace directors <u>who are not assumed by representatives of workers and staff</u> and to decide on matters relating to the remuneration of directors;
Article 75	The following matters shall be resolved by a general resolution at the general meeting of shareholders: (3) appointment and removal of members of the board of directors and the supervisory committee and their remuneration and manner of payment; 	Article 75	The following matters shall be resolved by a general resolution at the general meeting of shareholders: (3) appointment and removal of members of the board of directors and the supervisory committee <u>who are not assumed by representatives of workers and staff</u> and their remuneration and manner of payment <u>for all members</u>;

Before amendment		After amendment	
Article 92	The Company shall have a board of directors consisting of nine (9) directors. External directors (directors who do not assume an internal position of the Company, hereinafter the same) shall account for more than half (1/2) of the total number of directors in the board, of which at least three (3) shall be independent (non-executive) directors (directors who are independent from the Company and do not assume an internal position of the Company, hereinafter the same), and at least one-third(1/3) of the members in the board of directors must be independent directors. There shall be one chairman in the board of directors. 	Article 92	The Company shall have a board of directors consisting of nine (9) directors. External directors (directors who do not assume an internal position of the Company, hereinafter the same) shall account for more than half (1/2) of the total number of directors in the board, of which at least three (3) shall be independent (non-executive) directors (directors who are independent from the Company and do not assume an internal position of the Company, hereinafter the same), and at least one-third(1/3) of the members in the board of directors must be independent directors. <u>The board of directors shall include one (1) member who is assumed by representatives of workers and staff.</u> There shall be one chairman in the board of directors.
Article 93	Directors shall be elected at the general meeting of shareholders and each board shall have a term of three (3) years. At the expiry of the term of office of a director, the term is renewable upon re-election. 	Article 93	<u>Directors who are not assumed by representatives of workers and staff shall be elected at the general meeting of shareholders, and directors who are assumed by representatives of workers and staff shall be elected by the Company's employees through employee representative meetings, staff meetings or other forms of democratic election. Directors and each board shall have a term of three (3) years, and at the expiry of the term of office of a director, the term is renewable upon re-election.</u>

Before amendment		After amendment	
Article 96	The chairman of the board of directors shall exercise the following functions and powers: (1) to preside over general meetings of shareholders and to convene and preside over the board of directors' meetings; (2) to coordinate and perform the responsibilities of the board of directors and review on the implementation of resolutions passed by the board of directors' meetings; (3) to sign the certificates of securities issued by the Company; and (4) to exercise other powers conferred by the board of directors. When the chairman is unable to perform his/her functions and powers, a director elected by more than half (1/2) of all the directors shall act on his/her behalf.	Article 96	The chairman of the board of directors shall exercise the following functions and powers: <u>(1) to convey to the board of directors the spirit of important meetings of the regulatory authorities and regulatory policies, and to inform the board of directors of the work pointed out by the regulatory authorities in their supervision and inspection that needs to be promoted and implemented by the board of directors, and to urge rectification of the problems;</u> <u>(2)(4) to preside over general meetings of shareholders and to convene and preside over the board of directors' meetings;</u> <u>(3) to organize and carry out strategic research, and host at least one strategic seminar or evaluation meeting attended by the board of directors and management members each year;</u> <u>(4) to determine the annual regular meeting plan of the board of directors, including the number of meetings, meeting time, etc., and decide to hold an extraordinary meeting of the board of directors when necessary;</u> <u>(5) to determine the agenda for board meetings, convene and preside over the board meetings, and enable each director to fully express his/her personal opinions and vote on the basis of full discussion;</u>

Before amendment		After amendment	
			<u>(6)(2) to coordinate and perform the responsibilities of the board of directors and review on the implementation of resolutions passed by the board of directors' meetings;</u> <u>(7) to organize the formulation and revision of systems related to the governance and operation of the board of directors, and arrange for submission to the board of directors for consideration and approval;</u> <u>(8) to recommend candidates for the secretary of the board of directors to the board of directors, and after full communication with relevant directors, make recommendations to the board of directors on the composition and candidates of special committee;</u>

Before amendment		After amendment	
			<u>(9)(3) in accordance with laws, regulations and relevant provisions, based on the resolutions of the shareholders' meeting, the resolutions of the board of directors or the authorization of the board of directors, sign relevant documents on behalf of the Company or the board of directors, including physical stocks or other certificates of securities and bonds issued by the Company, director service contracts, major agreements of the Company, shareholder identification authorization letters, company authorization letters required by the securities registration office or H-share dividend agency, contracts and authorization letters related to paperless securities, and registration and declaration documents required by domestic and foreign regulatory authorities;</u> <u>(10) to organize and formulate the Company's internal annual audit plan;</u> <u>(11) to organize the drafting of the board of directors' annual work report, and report the annual work to the shareholders' meeting and regulatory authorities on behalf of the board of directors;</u>

Before amendment		After amendment	
			<u>(12) to maintain good communication with regulatory authorities, and communicate with external directors outside of meetings when appropriate, listen to the opinions of external directors, organize external directors to conduct necessary research and training, and hold at least one separate meeting with independent non-executive directors each year;</u> <u>(13) in the event of force majeure or a major crisis that makes it impossible to hold a board meeting in a timely manner, within the scope of the board's authority, exercise special disposal rights that comply with laws, regulations and corporate interests, report to the board of directors afterwards and ratify them in accordance with procedures;</u> <u>(14)(4) other duties—powers conferred by laws, regulations, the Company's Articles and the board of directors.</u> When the chairman is unable to perform his/her functions and powers, a director elected by more than half(1/2) of all the directors shall act on his/her behalf.

Before amendment		After amendment	
Article 109	The president shall be accountable to the board of directors and exercise the following functions and powers: (1) to be in charge of the Company's production, operation and management, and to coordinate the implementation of the resolutions of the board of directors; (2) to organize the implementation of the Company's annual business plan and investment proposal; (3) to draft plans for the establishment of the Company's internal management structure; (4) to draft plans for the establishment of the Company's branch offices; (5) to draft the Company's basic management system;	Article 109	The president (<u>general manager</u>) shall be accountable to the board of directors and exercise the following functions and powers: (1) <u>shall be responsible to the board of directors and reports to the chairman when the board of directors is not in session, and to coordinate the implementation of the resolutions of the board of directors;</u> (2) to <u>formulate</u>organize the Company's <u>strategy and development plan, annual business plan, annual investment plan</u> and investment proposal; (3)(4) to be in charge of the Company's production, <u>operation and management, and in accordance with the approval and authorization of the board of directors, to organize and implement the Company's strategic development plan, annual business plan, annual investment plan and any notifiable transactions, connected transactions, that are subject to reporting and disclosure in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") or matters on which a listed company is required to perform its disclosure obligations shall still be reported to the board of directors for special review;</u>

Before amendment	After amendment
(6) to formulate the specific rules and regulations of the Company; (7) to propose the appointment or dismissal of the Company's vice-presidents, Chief Financial Officer and general counsel; (8) to appoint or dismiss management personnel other than those required to be appointed or dismisses by the board of directors; and (9) other powers conferred by the Company's Articles and the board of directors.	(4) according to the Company's annual investment plan and investment proposal approved by the board of directors, approve the expenditure of recurring project expenses and long-term investment periodic expenses, including project due diligence and related assessment and audit fees; formulate feasible plans for equity investment or disposal projects and organize their implementation after approval by the board of directors, and decide on domestic investment projects within a certain amount that are closely related to the Company's main business and have low risks according to the approval and authorization of the board of directors; (5) to formulate the Company's annual financial budget plan, final accounts plan, profit distribution plan and loss compensation plan; formulate the Company's financial accounting system, financial policy, debt policy, major accounting policies or accounting estimates, and their adjustment plans; organize the preparation of the Company's financial accounting report and submit it to the board of directors for review; (6) to formulate the Company's sustainable development work management system, establish relevant work management systems, indicators and target systems, and organize the preparation of the Company's sustainable development report and submit it to the board of directors for review;

Before amendment		After amendment	
			<u>(7) to formulate the Company's (including its holding subsidiaries) annual donation budget, include it in the Company's annual budget management system, organize its implementation after approval by the board of directors, and projects with a single donation of no less than RMB30 million and donation matters not included in the annual donation budget should be submitted to the board of directors for special review;</u>

Before amendment		After amendment	
			(8) to determine annual asset procurement, disposal plan, and similar assets purchased (or sold) with the same party within 12 consecutive months, in accordance with the annual business plan, annual investment plan, annual financial budget or investment project plan approved by the board of directors, the cumulative amount shall be less than 5% of the total assets in the consolidated financial statements of the Company's most recent annual or interim financial accounting report (whichever is more recent) or the average market value of the Company's most recent five trading days (whichever is lower) (if there is no identifiable income from such assets, otherwise the income and profit ratio shall also be calculated), and in case of an unplanned event outside the annual plan, the above percentage shall be calculated using 1%, and the aggregate amount of fixed assets decided to be disposed of within 4 consecutive months shall be less than 5% of the amount of fixed assets in the consolidated financial statements of the Company's most recent audited annual financial accounting report, in respect of which fixed assets include real estate, vehicles, equipment and facilities, etc.;

Before amendment		After amendment	
			<u>(9) to draft plans for the Company's financing, mortgage or pledge, external loan, guarantee or other financial assistance for the consideration of the board of directors;</u> <u>(10) to draft plans for the Company to increase or reduce registered capital, as well as major reforms, restructuring plans, major acquisitions or sales plans, merger plans, separation or spin-off plans, major engineering construction plans, major capital operation plans for the consideration of the board of directors, to determine and organize the implementation of engineering construction plan with a value of less than RMB80 million;</u> <u>(11)(3) to draft plans for the establishment of the Company's internal management structure (including the overall organizational structure, number of institutions, main responsibilities of each institution, etc.) for the consideration and approval by the board of directors. The internal management structure does not include the establishment of working institutions of the party organization and the trade union. Based on the approval and authorization of the board of directors, to determine the specific names, structure, non-primary responsibilities, and the establishment and adjustment of subordinate internal institutions of the relevant institutions;</u>

Before amendment		After amendment	
			(12)(4) to draft plans for the establishment of the Company's branch offices <u>for the consideration and approval by the board of directors. Based on the approval and authorization of the board of directors, to determine the establishment of domestic branches below a certain scale;</u> (13)(5) to draft the Company's basic management system <u>for the consideration and approval by the board of directors, excluding the systems related to party building, employee representative meetings and trade union work;</u> (14)(6) to formulate the specific rules and regulations of the Company, <u>excluding the rules and regulations related to party building, employee representative meetings and trade union;</u> (15)(7) <u>pursuant to relevant regulations,</u> to propose the appointment or dismissal of the Company's vice-presidents, Chief Financial Officer and general counsel; (16)(8) <u>pursuant to relevant regulations,</u> to appoint or dismiss a management personnel other than those determined<u>required</u> to be appointed or dismisses by the board of directors; (17) to formulate systems and standards related to employee remuneration, benefits and assessment mechanisms, and organize their implementation; to formulate the Company's mid-term and long-term incentive plans and schemes for the consideration of the board of directors;

Before amendment		After amendment	
			<u>(18) to formulate a plan for engaging the accounting firm responsible for the Company's annual audit, including the budget for audit service fees and non-audit service fees;</u> <u>(19) to formulate the internal supervision and risk control systems, to formulate plans for the Company to establish a risk management system, internal control system, an accountability system for illegal operations and investments, and a compliance management system, and to organize their implementation after approval by the board of directors;</u> <u>(20) to establish the general manager's meeting system to convene and preside over the general manager's meeting; the general manager shall exercise the authority authorized by the board of directors through the general manager's meeting;</u> <u>(21) to be fully responsible for the business management and reform and development of the Company's branches, including the assignment of branch managers, formulation of branch operating plans and annual budgets, and management of branch operations and income and expenditures, etc.;</u>

Before amendment		After amendment	
			<u>(22) to make decisions in accordance with laws and regulations regarding the Company's exercise of following shareholder rights in the "subsidiaries" (all of the Company's subordinate corporations):</u> <u>(i) to appoint or recommend directors and supervisors (if any) of subsidiaries, and to determine the composition of the board of directors and supervisory committee (if any) of subsidiaries;</u> <u>(ii) the remuneration of directors and supervisors of subsidiaries (if any), excluding the incentive plans and schemes involving the shares of holding subsidiaries;</u> <u>(iii) the reports of the board of directors of subsidiaries, the reports of the supervisory committee of subsidiaries (if any), annual financial reports, audit reports, evaluation reports, sustainable development reports and other important reports;</u> <u>(iv) Development strategies, mid-term and long-term plans, business policies, investment plans, annual budgets and final accounts, etc. submitted by subsidiaries to shareholders' meetings;</u>

Before amendment		After amendment	
			(v) <u>Profit distribution or loss compensation plans of subsidiaries;</u> (vi) <u>Amendments to the articles of association of subsidiaries, including amendments to the articles of association involving changes in the registered capital of subsidiaries, which shall be approved by the general manager only after the change in the registered capital of the subsidiary has been approved by the Company's board of directors, or after the general manager has obtained the relevant authorization from the board of directors;</u> (vii) <u>Purchase and sale of assets and disposal of fixed assets of holding subsidiaries within the scope listed in (8) above;</u> <u>In the event that the general manager considers the above-mentioned matters related to the exercise of shareholder rights of subsidiaries, if the matters involve notifiable transactions or connected transactions that are subject to reporting and disclosure according to the Listing Rules, or matters that require the fulfillment of disclosure obligations, or matters that may have a significant impact on the Company, the general manager shall submit them to the board of directors for review;</u>

Before amendment		After amendment	
			<u>(23) The following major matters related to the exercise of the shareholder rights of the “holding subsidiaries” by the Company shall be carefully considered and submitted to the board of directors for consideration and make relevant recommendations, including:</u> <u>(i) Matters concerning the increase or decrease of registered capital, division, merger, dissolution, liquidation or change of corporate form, and major asset reorganization of holding subsidiaries;</u> <u>(ii) Matters concerning the purchase and sale of assets and disposal of fixed assets of holding subsidiaries not less than the percentages listed in (8) above;</u> <u>(iii) Matters concerning financial assistance such as borrowings, guarantees, mortgages or pledges provided by holding subsidiaries to external parties;</u> <u>(iv) Matters concerning equity investment, financing, bond issuance or redemption, securities issuance or repurchase, and share incentive plans of holding subsidiaries;</u>

Before amendment		After amendment	
			<u>(v) Matters at the level of holding subsidiaries but constitute notifiable transactions, connected transactions or matters that must be disclosed under the Listing Rules;</u> <u>(24) to make decisions in accordance with laws and regulations on the exercise of the Company's shareholder rights of "non-controlling subsidiaries", including matters specified in (i) to (vi) of (22) above and other matters that should be decided by the shareholders' meeting (or shareholders) as stipulated in the articles of association of the non-controlling subsidiaries, but excluding matters that would result in changes in the shareholding ratio or shareholding interests of the listed company (TravelSky) or constitute notifiable transactions or connected transactions that are subject to reporting or matters that the Company must be disclosed in accordance with the Listing Rules;</u> <u>(25)(9) Other powers conferred by laws, administrative regulations and the Company's Articles or authorized by the board of directors.</u> <u>The aforementioned "certain amount" and "certain scale" shall be separately specified by the board of directors when formulating the authorized decision-making plan and the list of authorized decision-making matters (if any).</u>