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華能國際電力股份有限公司
HUANENG POWER INTERNATIONAL, INC.

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

(Stock Code: 902)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES AND ABOLITION OF THE SUPERVISORY COMMITTEE

This announcement is made by the board of directors (the "**Board**") of Huaneng Power International, Inc. (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**").

The 14th meeting (the "**Meeting**") of the eleventh session of the Board of the Company was held on 29 July 2025. At the Meeting, the Board considered and approved the following resolutions: (i) the proposed amendments to the provisions of Articles of Association and its appendices (excluding provisions relating to class shareholders) and the proposed abolition of the supervisory committee; and (ii) the proposed amendments to the provisions relating to class shareholders in the Articles of Association and its appendices. Further details are set out below.

Background and Rationale for the Amendments to Relevant Corporate Governance Provisions and the Abolition of the Supervisory Committee

On 14 February 2023, the State Council (the "**State Council**") of the People's Republic of China (the "**PRC**") issued the *Decision on the Repeal of Certain Administrative Regulations and Documents**. On 17 February 2023, the China Securities Regulatory Commission (the "**CSRC**") issued the *Trial Administrative Measures for the Overseas Offering and Listing by Domestic Companies** together with related guidelines (collectively, the "**New Regulations**"), which came into effect on 31 March 2023. As

of the effective date of the New Regulations, the *Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas** (the "**Mandatory Provisions**") and the *Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies** (the "**Special Regulations**") were simultaneously repealed. Pursuant to the New Regulations, domestic issuers are required to prepare their articles of association with reference to the *Guidelines for the Articles of Association of Listed Companies** issued by CSRC. A and H shares are no longer regarded as different classes of shares, and the requirements relating to class meetings for A and H shareholders are no longer applicable. In response, the Hong Kong Stock Exchange also introduced corresponding amendments to the Listing Rules, which came into effect on 1 August 2023.

The amended Company Law of the People's Republic of China (2023 Revision) (the "**Amended Company Law**") officially came into effect on 1 July 2024. On 27 December 2024, the CSRC issued the *Transitional Arrangements for the Implementation of Supporting Institutional Rules under the New Company Law**, requiring listed companies to establish an audit committee under the board of directors to perform the duties of the supervisory committee, and to remove the supervisory committee or supervisors from the articles of association by 1 January 2026 in accordance with the Amended Company Law, the *Provisions of the State Council on the Implementation of the Registered Capital Registration System under the Company Law of the PRC**, and other relevant rules. On 28 March 2025, the CSRC published the revised *Guidelines for the Articles of Association of Listed Companies** and the rules for general meetings, which came into effect upon publication.

In view of the above regulatory changes and taking into account the actual circumstances of the Company, the Board proposes to amend the current *Articles of Association of Huaneng Power International, Inc.* (the "**Articles of Association**") (the "**Proposed Amendments**"). The Proposed Amendments mainly include: (1) the abolition of the supervisory committee and the position of supervisors, with the relevant powers and functions of the supervisory committee under the Amended Company Law to be exercised by the audit committee of the board of directors; (2) the deletion of provisions relating to class shareholders; (3) corresponding amendments to certain provisions of the Articles of Association pursuant to the Amended Company Law, the Guidelines on Articles of Association of Listed Companies, the Rules for General Meetings of Listed Companies*, and the relevant regulatory rules issued by the Shanghai Stock Exchange and the Hong Kong Stock Exchange; (4) the deletion of provisions that are no longer applicable as a result of the repeal of the Special Regulations and the Mandatory Provisions; and (5) other amendments. The Proposed Amendments are prepared in Chinese and there is no official English translation. In case of any inconsistency, the Chinese version shall prevail.

In addition, the Board also proposes corresponding amendments to the Company's *Rules of Procedure for the General Meetings* and the *Rules of Procedure for the Board Meetings* to align with the Articles of Association as amended.

Details of the specific amendments to the Articles of Association, the Rules of Procedure for the General Meetings, and the *Rules of Procedure for the Board Meetings are set out* in Appendices to this announcement. Should any addition, deletion, or rearrangement of sections or provisions cause changes to the numbering of chapters or provisions, the numbering in the revised Articles of Association and *Rules of Procedure for the General Meetings and the Rules of Procedure for the Board Meetings* will be adjusted accordingly in sequence. Any cross-references among provisions will also be updated to reflect such changes.

IMPACT OF THE PROPOSED AMENDMENTS

The Proposed Amendments involve changes to the existing rights of class shareholders of the Company and existing arrangements for class meetings. Under PRC law, domestic shares and H shares are treated as the same class of ordinary shares and both carry the same substantive rights, including voting rights, dividend rights, and the right to participate in distributions upon liquidation. Accordingly, the removal of the existing provisions relating to class meetings from the Articles of Association will not prejudice the interests of the H shareholders of the Company or have a material adverse impact on the shareholder protection mechanisms.

In Addition, upon completion of the Proposed Amendments, the Company will no longer maintain a supervisory committee. The audit committee under the Board will assume the functions and powers of the supervisory committee in accordance with the Amended Company Law, and the *Rules of Procedure for the Supervisory Committee of Huaneng Power International, Inc.** will be abolished accordingly.

GENERAL MEETING AND CLASS MEETINGS

The above proposals are subject to the approval of the general meeting of the Company. As the proposed amendments to Article 15, Articles 76 and 82 to 89 of the existing Articles of Association, and Articles 8(3), 10, 19, 20 and 22 of the *Rules of Procedure for the General Meetings* involve matters relating to class shareholder rights, such amendments are also subject to the approval of the A share class shareholders' meeting and the H share class shareholders' meeting.

A circular containing, among other things, details of the Proposed Amendments to the Articles of Association and its appendices and the abolition of the supervisory committee, together with the notices of the general meeting and the H shareholders' class meeting, will be despatched to shareholders as soon as practicable.

By order of the Board
Huaneng Power International, Inc.
Huang Chaoquan
Company Secretary

As of the date of the announcement, the directors of the Company are:

Wang Kui *(Executive Director)*
Du Daming *(Non-executive Director)*
Zhou Yi *(Non-executive Director)*
Li Lailong *(Non-executive Director)*
Li Jin *(Non-executive Director)*
Cao Xin *(Non-executive Director)*
Gao Guoqin *(Non-executive Director)*
Ding Xuchun *(Non-executive Director)*
Wang Jianfeng *(Non-executive Director)*
Xia Qing *(Independent Non-executive Director)*
He Qiang *(Independent Non-executive Director)*
Zhang Liying *(Independent Non-executive Director)*
Zhang Shouwen *(Independent Non-executive Director)*
Dang Ying *(Independent Non-executive Director)*

Beijing, the PRC
30 July 2025

* *For identification purpose only*

No.	Provision before the amendment	Provision after the amendments
1.	**Chapter 1 General Principles**	**Chapter 1 General Principles**
2.	/	**Article 1 In order to safeguard the legitimate rights and interests of Huaneng Power International, Inc. (hereinafter referred to as the "Company**"), its shareholders, employees, and creditors, and to regulate the organization and conduct of the Company, this Articles of Association is formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Securities Law of the People's Republic of China (hereinafter referred to as the "**Securities Law**"), the Guidelines for the Articles of Association of Listed Companies issued by the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC"), and other relevant regulations.**
3.	Article 1 The Company is a joint stock limited company established pursuant to the Opinions on Standards for Joint Stock Limited Companies and other related laws and administrative regulations of the State. These Articles of Association of the Company ("**these Articles**" or the "**Articles of Association**") are formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China , the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies promulgated by the State Council (the "**Special Regulations**"), the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the "**Mandatory Provisions**") and the relevant provisions of other relevant laws and administrative regulations of the State as well as the Articles of Association passed in the First General Meeting held on 30 June 1994 together with its amendments made up to the date when these Articles take effect (the "**Original Articles**").	Article 2 The Company is a joint stock limited company established pursuant to the **Company Law** ~~Opinions on Standards for Joint Stock Limited Companies~~ and other related laws and administrative regulations of the State. ~~These Articles of Association of the Company ("**these Articles**" or the "**Articles of Association**") are formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law"**), the Securities Law of the People's Republic of China , the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies promulgated by the State Council (the "**Special Regulations**"), the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the "**Mandatory Provisions**") and the relevant provisions of other relevant laws and administrative regulations of the State as well as the Articles of Association passed in the First General Meeting held on 30 June 1994 together with its amendments made up to the date when these Articles take effect (the "**Original Articles**").~~

No.	Provision before the amendment	Provision after the amendments
	The Company was established by way of promotion on 30 June 1994 with the approval of the document Ti Gai Sheng (1994) No.74 issued by the State Commission for Restructuring Economic Systems of the People's Republic of China and the document (1994) Wai Jing Mao Zi Han Zi No.338 issued by the Ministry of Foreign Trade and Economic Cooperation of the People's Republic of China. The Company registered at the State Administration for Industry and Commerce of the People's Republic of China and obtained its business license on 30 June 1994. The current Unified Social Credit Code of the Company is 91110000625905205U. A total of 3.75 billion shares were held by promoters. The name and number of shares held by each corporate promoter and their shareholding proportions are as follows: 1. Huaneng International Power Development Corporation 2,011,500,000 shares 40.23% 2. Hebei Provincial Construction Investment Company 452,250,000 shares 9.04% 3. Fujian Investment and Development Company 407,250,000 shares 8.15% 4. Jiangsu Province Investment Company 312,375,000 shares 6.25% 5. Liaoning Energy Corporation 226,125,000 shares 4.52% 6. Dalian Municipal Construction & Investment Company 226,125,000 shares 4.52% 7. Nantong Municipal Construction Investment Company 67,875,000 shares 1.36% 8. Shantou Electric Power Development Company 46,500,000 shares 0.93%	The Company was established by way of promotion on 30 June 1994 with the approval of the document Ti Gai Sheng (1994) No.74 issued by the State Commission for Restructuring Economic Systems of the People's Republic of China and the document (1994) Wai Jing Mao Zi Han Zi No.338 issued by the Ministry of Foreign Trade and Economic Cooperation of the People's Republic of China. The Company registered at the State Administration for Industry and Commerce of the People's Republic of China and obtained its business license on 30 June 1994. The current Unified Social Credit Code of the Company is 91110000625905205U. A total of 3.75 billion shares were held by promoters. The name and number of shares held by each corporate promoter and their shareholding proportions are as follows: 1. Huaneng International Power Development Corporation 2,011,500,000 shares 40.23% 2. Hebei Provincial Construction Investment Company 452,250,000 shares 9.04% 3. Fujian Investment and Development Company 407,250,000 shares 8.15% 4. Jiangsu Province Investment Company 312,375,000 shares 6.25% 5. Liaoning Energy Corporation 226,125,000 shares 4.52% 6. Dalian Municipal Construction & Investment Company 226,125,000 shares 4.52% 7. Nantong Municipal Construction Investment Company 67,875,000 shares 1.36% 8. Shantou Electric Power Development Company 46,500,000 shares 0.93%

No.	Provision before the amendment	Provision after the amendments
4.	Article 4 The Chairman of the Board of directors of the Company is the legal representative of the Company.	Article 5 ~~The Chairman of the Board of directors of the Company~~ **The director who represents the Company in the execution of its affairs** is the legal representative of the Company. **The Chairman of the Board of directors of the Company is the director who represents the Company in the execution of its affairs.** **Where a director serving as the legal representative resigns, such resignation shall be deemed as a simultaneous resignation from the position of the Company's legal representative. The Company shall appoint a new legal representative within 30 days from the date of resignation of the former legal representative.**
5.	New article	**Article 6 The legal representative, when engaging in civil activities in the name of the Company, shall bind the Company to the legal consequences thereof.** **Any restrictions on the powers of the legal representative imposed by the Articles of Association or resolutions of the general meeting shall not be used as a defense against any bona fide counterparty.** **Where the legal representative causes damage to others in the performance of their duties, the Company shall bear civil liability. After assuming such liability, the Company may, in accordance with the law or these Articles of Association, seek compensation from the legal representative who is at fault.**
6.	Article 6 These Articles shall be effective upon approval from the general meeting and the relevant department(s) of the State having the power to examine and approve these Articles. Beginning from the effective date of these Articles, the Original Articles shall be substituted by these Articles which shall constitute a legally binding document for the purpose of regulating the organization and activities of the Company, and governing the rights and obligations between the Company and its shareholders and among the shareholders.	Article 8 These Articles shall be effective upon approval from the general meeting **of the Company** ~~and the relevant department(s) of the State having the power to examine and approve these Articles~~. Beginning from the effective date of these Articles, the Original Articles shall be substituted by these Articles which shall constitute a legally binding document for the purpose of regulating the organization and activities of the Company, and governing the rights and obligations between the Company and its shareholders and among the shareholders.

No.	Provision before the amendment	Provision after the amendments
7.	Article 7 The Articles of Association shall have binding effect on the Company, and its shareholders, directors, supervisors, general manager and other senior management personnel. Such persons shall be entitled to exercising their rights regarding the Company according to the Articles of Association. Subject to Chapter 21 to these Articles, the shareholders may bring legal actions against the Company according to the Articles of Association; the Company may bring legal actions against the shareholders according to the Articles of Association; the shareholders may bring legal action against the shareholder; the shareholders may bring legal actions against the directors, supervisors, general manager and other senior management personnel of the Company according to the Articles of Association. Such legal actions include applying to the court for legal actions and applying for arbitration with the arbitration board.	Article 9 The Articles of Association shall have **legal** binding effect on the Company, and its shareholders, directors~~, supervisors, general manager~~ and ~~other~~ senior management personnel. Such persons shall be entitled to exercising their rights regarding the Company according to the Articles of Association. ~~Subject to Chapter 21 to these Articles,~~ the shareholders may bring legal actions against the Company according to the Articles of Association; the Company may bring legal actions against the shareholders**, directors and senior management personnel** and according to the Articles of Association; the shareholders may bring legal action against the shareholder; the shareholders may bring legal actions against the directors, ~~supervisors, general manager~~ and ~~other~~ senior management personnel of the Company according to the Articles of Association. ~~Such legal actions include applying to the court for legal actions and applying for arbitration with the arbitration board.~~ **The term "senior management personnel" as referred to in these Articles of Association shall mean the Company's general manager, deputy general managers, chief accountant, secretary to the board of directors, general legal counsel, and other personnel as specified in these Articles.**

No.	Provision before the amendment	Provision after the amendments
8.	Article 8 Accordingly to the provisions of the "Company Law" and the "Constitution of the Communist Party of China", the Company shall establish a working organization for the Party, which shall be equipped with sufficient staff to deal with the affairs of the Party and provided with sufficient funds for operation of the Party organization. The Party organization shall perform the core leadership and political function of the Company.	Article 10 Accordingly to the provisions of the "Company Law" and the "Constitution of the Communist Party of China", the Company shall **carry out Party activities and** establish a working organization for the Party, which shall be equipped with sufficient staff to deal with the affairs of the Party and provided with sufficient funds for operation of the Party organization **and provide necessary conditions for Party organization activities**. The Party organization shall perform the core leadership and political function of the Company.
9.	Article 9 The Company may invest in other enterprises. However, the Company shall not become a capital contributor that shall bear the joint liabilities for the debts of the enterprise it invest in, unless otherwise provided for by any law.	Article 11 The Company may invest in other enterprises. ~~However,~~ **Where the law stipulates that** the Company shall not become a capital contributor that shall bear the joint liabilities for the debts of the enterprise it invest in, ~~unless otherwise provided for by any law,~~ **such provisions shall apply.**
10.	**Chapter 2 Objectives and Scope of Business**	**Chapter 2 Objectives and Scope of Business**
11.	Article 11 The Company's scope of business (subject to the items as approved by the authority responsible for the registration of companies): investing in the construction, operation and management of power plants and developing, investing in and operating other export-oriented enterprises relating to power plants; and heat production and sale; electricity production and sale.	Article 13 The Company's scope of business ~~(subject to the items as approved by the authority responsible for the registration of companies): investing in the construction, operation and management of power plants and developing, investing in and operating other export-oriented enterprises relating to power plants; and heat production and sale; electricity production and sale.~~ **investment, construction, and operation and management of power plants; development, investment, and operation of other related enterprises primarily for export; thermal power production and supply (limited to branches approved by the local government); power production (limited to branches); power supply. (Market entities may independently choose their business projects and conduct business operations in accordance with the law; for electricity supply and projects that require approval in accordance with the law, business operations must be conducted in accordance with the approved content after obtaining approval from the relevant authorities; business operations related to projects prohibited or restricted by national and municipal industrial policies are not permitted.)**

No.	Provision before the amendment	Provision after the amendments
12.	**Chapter 3 Shares and Registered Capital**	**Chapter 3 Shares and Registered Capital**
13.	Article 12 The Company shall have ordinary shares at all times. The Company may have other kinds of shares if necessary, upon the approval of the department responsible for the examination and approval of companies as authorized by the State Council.	Article 14 The Company shall have ordinary shares at all times~~. The Company~~ **and** may have other ~~kinds~~ **classes** of shares if necessary~~, upon the approval of the department responsible for the examination and approval of companies as authorized by the State Council.~~ **in accordance with the laws, administrative regulations, and the regulatory rules of the place where the Company is listed.**
14.	Article 14 Upon the approval of the securities governing authority of the State Council, the Company may issue shares to domestic investors and foreign investors. Foreign investors referred to in the preceding paragraph means those investors who subscribe for shares issued by the Company and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. Domestic investors mean those investors who subscribe for shares issued by the Company and who are located within the territory of the People's Republic of China, except the regions referred to above.	Article 16 **The Company's shares are in the form of stocks.** ~~Upon the approval of the securities governing authority of the State Council,~~ the Company may issue shares to domestic investors and foreign investors **in accordance with the law**. Foreign investors referred to in the preceding paragraph means those investors who subscribe for shares issued by the Company and who are located in foreign countries and in the regions of **the** Hong Kong **Special Administrative Region**, **the** Macau **Special Administrative Region** and Taiwan **Region of the People's Republic of China**. Domestic investors mean those investors who subscribe for shares issued by the Company and who are located within the territory of the People's Republic of China, except the regions referred to above. **The issuance of Company shares shall be conducted in accordance with the principles of openness, fairness, and impartiality. Each share of the same class shall have equal rights. Shares of the same class issued in the same issuance shall have the same issuance conditions and price per share; subscribers shall pay the same price per share for the shares they subscribe for.**

No.	Provision before the amendment	Provision after the amendments
15.	Article 16 With the approval of the department responsible for the examination and approval of companies as authorized by the State Council, the total number of ordinary shares first issued by the Company is 5 billion shares and the Company issued 3.75 billion shares (domestic-invested shares) to promoters at the time of its establishment, representing 75% of the total number of issued ordinary shares of the Company at that time. All of the 1.25 billion ordinary shares issued by the Company at the first offering after its establishment are overseas-listed foreign-invested shares, representing 25% of the total number of issued ordinary shares of the Company at that time. Upon being passed by special resolution in the Company's general meeting of shareholders and with the approval of relevant departments of the Chinese government, the Company completed the issuance and allotment of an additional 250 million overseas-listed foreign-invested shares and 400 million domestic-invested shares on 4 March 1998 and, taking into account the aforesaid placing and allotment of shares, the structure of the Company's share capital is as follows: the total number of ordinary shares is 5.65 billion shares, out of these, 4.15 billion shares representing approximately 73.45% of the total number of issued ordinary shares of the Company are held by holders of domestic-invested shares and 1.5 billion shares representing approximately 26.55% of the total number of issued ordinary shares of the Company are held by holders of overseas-listed foreign-invested shares. Upon being passed by special resolution in the Company's general meeting of shareholders and with the approval of relevant departments of the Chinese government, the Company completed the issuance and allotment of 350 million domestic-invested shares in 2001, among which 250 million shares are domestic-listed domestic-invested shares and 100 million shares are non-listed domestic-invested shares.	Article 18 ~~With the approval of the department responsible for the examination and approval of companies as authorized by the State Council, the total number of ordinary shares first issued by the Company is 5 billion shares and the Company issued 3.75 billion shares (domestic-invested shares) to promoters at the time of its establishment, representing 75% of the total number of issued ordinary shares of the Company at that time.~~ ~~All of the 1.25 billion ordinary shares issued by the Company at the first offering after its establishment are overseas-listed foreign-invested shares, representing 25% of the total number of issued ordinary shares of the Company at that time.~~ ~~Upon being passed by special resolution in the Company's general meeting of shareholders and with the approval of relevant departments of the Chinese government, the Company completed the issuance and allotment of an additional 250 million overseas-listed foreign-invested shares and 400 million domestic-invested shares on 4 March 1998 and, taking into account the aforesaid placing and allotment of shares, the structure of the Company's share capital is as follows: the total number of ordinary shares is 5.65 billion shares, out of these, 4.15 billion shares representing approximately 73.45% of the total number of issued ordinary shares of the Company are held by holders of domestic-invested shares and 1.5 billion shares representing approximately 26.55% of the total number of issued ordinary shares of the Company are held by holders of overseas-listed foreign-invested shares.~~ ~~Upon being passed by special resolution in the Company's general meeting of shareholders and with the approval of relevant departments of the Chinese government, the Company completed the issuance and allotment of 350 million domestic-invested shares in 2001, among which 250 million shares are domestic-listed domestic-invested shares and 100 million shares are non-listed domestic-invested shares.~~

No.	Provision before the amendment	Provision after the amendments
	After the above increase of share capital by the issuance and allotment of shares, the Company's share capital structure was as follows: the total number of ordinary shares was 6 billion shares, out of these, 250 million shares representing approximately 4.17% of the Company's total share capital were held by holders of domestic-listed domestic-invested shares, 425 billion shares representing approximately 70.83% of the Company's total share capital were held by holders of domestic-invested shares, and 1.5 billion shares representing 25% of the Company's total share capital are held by holders of overseas-listed foreign-invested shares. Upon the approval by special resolution in the Company's general meeting of shareholders, in 2004, the Company declared the payment of dividends, totaling to 3,013,835,600 shares, to the Company's shareholders with its distributable profits and distributed 3,013,835,600 shares to the Company's shareholders by converting reserves into the registered capital of the Company. Upon being passed by special resolution in the Company's general meeting of shareholders and with the approval of relevant departments of the PRC government, the Company completed the issuance of 500 million overseas-listed foreign-invested shares and 1.5 billion domestic-listed domestic-invested shares in December 2010. After the above issuance and allotment of shares, the Company's share capital structure was as follows: the total number of ordinary shares was 14,055,383,440 shares, of which 10,500,000 shares representing approximately 74.70% of the Company's total share capital were held by holders of domestic-invested shares, and 3,555,383,440 shares representing 25.30% of the Company's total share capital are held by holders of overseas-listed foreign-invested shares.	~~After the above increase of share capital by the issuance and allotment of shares, the Company's share capital structure was as follows: the total number of ordinary shares was 6 billion shares, out of these, 250 million shares representing approximately 4.17% of the Company's total share capital were held by holders of domestic-listed domestic-invested shares, 425 billion shares representing approximately 70.83% of the Company's total share capital were held by holders of domestic-invested shares, and 1.5 billion shares representing 25% of the Company's total share capital are held by holders of overseas-listed foreign-invested shares.~~ ~~Upon the approval by special resolution in the Company's general meeting of shareholders, in 2004, the Company declared the payment of dividends, totaling to 3,013,835,600 shares, to the Company's shareholders with its distributable profits and distributed 3,013,835,600 shares to the Company's shareholders by converting reserves into the registered capital of the Company.~~ ~~Upon being passed by special resolution in the Company's general meeting of shareholders and with the approval of relevant departments of the PRC government, the Company completed the issuance of 500 million overseas-listed foreign-invested shares and 1.5 billion domestic-listed domestic-invested shares in December 2010.~~ ~~After the above issuance and allotment of shares, the Company's share capital structure was as follows: the total number of ordinary shares was 14,055,383,440 shares, of which 10,500,000 shares representing approximately 74.70% of the Company's total share capital were held by holders of domestic-invested shares, and 3,555,383,440 shares representing 25.30% of the Company's total share capital are held by holders of overseas-listed foreign-invested shares.~~

No.	Provision before the amendment	Provision after the amendments
	Upon obtaining a mandate at the Company's general meeting of shareholders and with the approval of relevant departments of the PRC government, the Company completed the issuance of 365 million overseas-listed foreign-invested shares in November 2014. After the above issuance and allotment of shares, the Company's share capital structure was as follows: the number of ordinary shares was 14,420,383,440 shares, out of these, 10,500,000,000 shares representing approximately 72.81% of the Company's total share capital are held by holders of domestic-listed shares, and 3,920,383,440 shares representing approximately 27.19% of the Company's total share capital are held by holders of overseas-listed shares. As per special resolution passed at the Company's general meeting of shareholders and with the approval of relevant departments of the PRC government, the Company completed the issuance of 780 million overseas-listed foreign-invested shares in November 2015. After the above issuance of shares, the Company's share capital structure is as follows: the number of issued ordinary shares was 15,200,383,440 shares, out of these, 10,500,000,000 shares representing approximately 69.08% of the Company's total share capital are held by holders of domestic-listed shares, and 4,700,383,440 shares representing approximately 30.92% of the Company's total share capital are held by holders of overseas-listed shares.	~~Upon obtaining a mandate at the Company's general meeting of shareholders and with the approval of relevant departments of the PRC government, the Company completed the issuance of 365 million overseas-listed foreign-invested shares in November 2014.~~ ~~After the above issuance and allotment of shares, the Company's share capital structure was as follows: the number of ordinary shares was 14,420,383,440 shares, out of these, 10,500,000,000 shares representing approximately 72.81% of the Company's total share capital are held by holders of domestic-listed shares, and 3,920,383,440 shares representing approximately 27.19% of the Company's total share capital are held by holders of overseas-listed shares.~~ ~~As per special resolution passed at the Company's general meeting of shareholders and with the approval of relevant departments of the PRC government, the Company completed the issuance of 780 million overseas-listed foreign-invested shares in November 2015.~~ ~~After the above issuance of shares, the Company's share capital structure is as follows: the number of issued ordinary shares was 15,200,383,440 shares, out of these, 10,500,000,000 shares representing approximately 69.08% of the Company's total share capital are held by holders of domestic-listed shares, and 4,700,383,440 shares representing approximately 30.92% of the Company's total share capital are held by holders of overseas-listed shares.~~

No.	Provision before the amendment	Provision after the amendments
	Authorized by the special resolution of the Company's general meeting of shareholders and approved by the relevant departments of the PRC government, the Company completed the issuance of 497,709,919 domestically listed domestic shares in October 2018. The Company's current share capital structure is as follows: the total number of issued ordinary shares of the Company is 15,698,093,359 shares, of which 10,997,709,919 shares are held by holders of domestic-listed shares, accounting for approximately 70.06% of the Company's total share capital, and 4,700,383,440 shares are held by holders of overseas-listed shares, accounting for approximately 29.94% of the Company's total share capital.	~~Authorized by the special resolution of the Company's general meeting of shareholders and approved by the relevant departments of the PRC government, the Company completed the issuance of 497,709,919 domestically listed domestic shares in October 2018.~~ **In June 1994, the Company was established with a total issued share capital of 375 million shares (domestic shares).** **In October 1994, the Company issued 125 million foreign shares overseas and listed 31.25 million American Depositary Shares on the New York Stock Exchange. In January 1998, the Company's foreign shares listed overseas were listed on the Hong Kong Stock Exchange through an introduction listing. In March of the same year, the Company issued 250 million H shares and conducted a private placement of 400 million domestic shares. In November 2001, the Company issued 350 million A shares domestically and listed on the Shanghai Stock Exchange in December of the same year.** ~~The Company's current share capital structure is as follows:~~ **Currently,** the total number of issued ordinary shares of the Company is 15,698,093,359 shares, of which 10,997,709,919 shares are ~~held by holders of~~ domestic-listed shares**(A shares),** accounting for approximately 70.06% of the Company's total share capital, and 4,700,383,440 shares are ~~held by holders of~~ overseas-listed shares **(H shares)**, accounting for approximately 29.94% of the Company's total share capital.

No.	Provision before the amendment	Provision after the amendments
16.	Article 17 Upon being passed by resolution in the Company's class meetings of the holders of domestic-invested shares and the holders of overseas-listed foreign-invested shares and by special resolution in the Company's extraordinary meeting of shareholders and with the approval of relevant departments of the Chinese government, the Company may in overseas issue convertible bonds in the total principal amount of as much as USD200 million which are convertible into new overseas-listed foreign-invested shares of the Company and convertible bonds in the total principal amount of USD30 million which are issued additionally according to the over-allotment option (collectively the "**Convertible Bonds**"). The number of new overseas-listed foreign-invested shares of the Company issued according to the conversion of such Convertible Bonds is 27,712,240 shares.	Delete
17.	Article 18 The Company's board of directors may make arrangements for the respective issuance of overseas-listed foreign-invested shares and domestic-invested shares after the proposals for the issuance of the same have been approved by the securities governing authority of the State Council. The Company may implement its proposals to issue overseas-listed foreign-invested shares and domestic-invested shares pursuant to the provisions of the preceding paragraph within fifteen (15) months from the date of approval by the securities governing authority of the State Council.	Delete
18.	Article 19 Where the total number of shares stated in the proposal for the issuance of shares includes overseas-listed foreign-invested shares and domestic-invested shares, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the securities governing authority of the State Council, be issued in separate tranches.	Delete

No.	Provision before the amendment	Provision after the amendments
19.	Article 21 The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to relevant provisions of the Articles of Association. The Company may increase its capital in the following ways: (1) by public offering of shares; (2) by private offering of shares; (3) by placing of new shares to its existing shareholders; (4) by conversion of reserves into share capital; and (5) by any other means which is permitted by law, administrative regulations and the securities supervisory and administrative organ of the State Council. After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance shall be made in accordance with the procedures set out in relevant laws, administrative regulations and listing rules of the State and the overseas location in which the Company's foreign-invested shares are listed.	This article has been revised and moved to Chapter 4 "**Equity Transfer, Capital Reduction and Share Redemption**"
20.	Article 22 Unless otherwise stipulated in the laws and administrative regulations, shares in the Company shall be freely transferable and are not subject to any lien.	Delete

No.	Provision before the amendment	Provision after the amendments
21.	New article	**Article 20 The Company or its subsidiaries (including its affiliated enterprises) shall not provide financial assistance in the form of gifts, advances, guarantees, loans or otherwise to any person for the purpose of acquiring shares of the Company or its controlling shareholder, except in the case of employee stock ownership plans implemented by the Company.** **In the interest of the Company, and subject to a resolution of the general meeting or a resolution of the board of directors made pursuant to the Articles of Association or as authorized by the general meeting, the Company may provide financial assistance to any person for the purpose of acquiring shares of the Company or its controlling shareholder. However, the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital of the Company. Any such resolution of the board of directors must be approved by more than two-thirds of all directors.**
22.	**Chapter 4 Equity Transfer, Capital Reduction and Share Redemption**	**Chapter 4 ~~Equity Transfer, Capital Reduction and Share Redemption~~ Capital Issuance and Reduction, Share Redemption and Equity Transfer**

No.	Provision before the amendment	Provision after the amendments
23.	Article 21 The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to relevant provisions of the Articles of Association. The Company may increase its capital in the following ways: (1) by public offering of shares; (2) by private offering of shares; (3) by placing of new shares to its existing shareholders; (4) by conversion of reserves into share capital; and (5) by any other means which is permitted by law, administrative regulations and the securities supervisory and administrative organ of the State Council. After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance shall be made in accordance with the procedures set out in relevant laws, administrative regulations and listing rules of the State and the overseas location in which the Company's foreign-invested shares are listed.	Article 21 The Company may, based on its operating and development needs, ~~authorize the increase of its capital pursuant to relevant provisions of the Articles of Association~~ **increase its capital through the following methods upon resolution of the general meeting in accordance with the provisions of laws and regulations.** ~~The Company may increase its capital in the following ways:~~ (1) by ~~public~~ offering of shares **to unspecified parties**; (2) by ~~private~~ offering of shares **to specific parties**; (3) by placing of ~~new~~ **bonus** shares to its existing shareholders; (4) by conversion of reserves into share capital; and (5) by any other means which is permitted by law, administrative regulations and the ~~securities supervisory and administrative organ of the State Council~~ **China Securities Regulatory Commission**. After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance shall be made in accordance with the procedures set out in relevant laws, administrative regulations and listing rules of the State and ~~the overseas location in which the Company's foreign-invested shares are listed~~ **where the Company is listed**.

No.	Provision before the amendment	Provision after the amendments
24.	Article 23 Shareholders may transfer their shares in accordance with laws. (1) Promoters shall not transfer the Company's shares within one (1) year from the date of establishment of the Company; (2) Shareholders shall transfer their shares at legally-established securities exchanges or in accordance with any other means stipulated by the State Council; (3) For the transfer of bearer shares, the name/ title and address of the transferor will be recorded by the Company in its register of shareholders; and (4) Holders of bearer shares which are stolen, lost or destroyed may request the people's court to declare the invalidity of such shares pursuant to the procedures for publicizing public notice for the assertion of claims set out in the Civil Procedure Law. Shareholders may apply to the Company for the replacement of shares after the people's court has declared the invalidity of such shares pursuant to the procedures for publicizing public notice for the assertion of claims.	Delete

No.	Provision before the amendment	Provision after the amendments
25.	Article 24 According to the provisions of the Articles of Association, the Company may reduce its registered capital. The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within ten (10) days from the date of adopting the resolution to reduce its registered capital and shall publish an announcement in newspaper within thirty (30) days from the date of such resolution. A creditor has the right within thirty (30) days from the date of receipt of a written notice or, in the case of a creditor who does not receive such notice, within forty-five (45) days from the date of public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debts. The Company's registered capital shall not, after the reduction in capital, be less than the minimum amount prescribed by law.	Article 22 According to the provisions of the Articles of Association, the Company may reduce its registered capital. **The reduction of a Company's registered capital shall be carried out in accordance with the procedures stipulated by the Company Law, other relevant regulations, and the Company's Articles of Association.** The Company ~~must~~ **shall** prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within ten (10) days from the date of adopting the resolution to reduce its registered capital **by the general meeting** and shall publish an announcement in newspaper **or on the National Enterprise Credit Information Publicity System** within thirty (30) days from the date of such resolution. A creditor has the right within thirty (30) days from the date of receipt of a written notice or, in the case of a creditor who does not receive such notice, within forty-five (45) days from the date of public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debts. ~~The Company's registered capital shall not, after the reduction in capital, be less than the minimum amount prescribed by law.~~ **When a Company reduces its registered capital, it shall reduce the capital contribution or shares of shareholders in proportion to their shareholdings, unless otherwise provided by law or this Articles of Association.**

No.	Provision before the amendment	Provision after the amendments
26.	Article 25 The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant governing authority of the State, repurchase its issued and outstanding shares under the following circumstances: (1) cancellation of shares for the purpose of reducing its capital; (2) merging with another company that holds shares in the Company; (3) awarding shares to the Company's employees; (4) request from shareholders for the Company's acquisition of their shares given their objection against the adoption of resolution for the merger or division of the Company in the general meeting; and (5) other circumstances as permitted by laws and administrative regulations.	Article 23 ~~The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant governing authority of the State, repurchase its issued and outstanding shares under the following circumstances:~~ **The Company shall not repurchase its own shares, except under any of the following circumstances:** (1) ~~cancellation of shares for the purpose of~~ reducing its **registered** capital; (2) merging with another company that holds shares in the Company; (3) ~~awarding~~ **using** shares ~~to the Company's employees~~ **for employee share ownership plans or equity incentives**; (4) request from shareholders for the Company's acquisition of their shares given their objection against the adoption of resolution for the merger or division of the Company in the general meeting; and **(5) Using shares to convert into Company bonds that can be converted into shares issued by the Company.** **(6) Where necessary for maintaining the value of the Company and the rights and interests of shareholders** **(7)** other circumstances as permitted by laws and administrative regulations.

No.	Provision before the amendment	Provision after the amendments
		The Company may repurchase its own shares through open market centralized trading or by other methods permitted under laws, administrative regulations, and the rules of the China Securities Regulatory Commission (CSRC). **Where the Company repurchases shares under items (3), (5), or (6) of the first paragraph of this Article, such repurchase shall be conducted through open market centralized trading.** **For share repurchases under items (1) or (2) of the first paragraph, a resolution by the general meeting shall be required. For repurchases under items (3), (5), or (6), the Company may proceed upon authorization by the general meeting and a resolution adopted by the board meeting attended by at least two-thirds of the directors.** **Where the Company repurchases its shares in accordance with the first paragraph of this Article: under the circumstance specified in item (1), the shares shall be cancelled within 10 days from the date of repurchase; under the circumstances specified in items (2) and (4), the shares shall be transferred or cancelled within 6 months; under the circumstances specified in items (3), (5), and (6), the total number of shares held by the Company shall not exceed 10% of the Company's total issued share capital, and such shares shall be transferred or cancelled within 3 years.**

No.	Provision before the amendment	Provision after the amendments
27.	Article 26 The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State: (1) by making an offer for the repurchase of shares to all of its shareholders on a pro rata basis; (2) by repurchasing shares through public dealing on a securities exchange; and (3) by repurchasing shares by way of a contractual agreement outside a securities exchange.	Delete
28.	Article 27 When the Company repurchases shares by a contractual agreement outside a securities exchange, prior approval shall be obtained from the general meeting of shareholders in accordance with the provisions of the Articles of Association. The Company may, by obtaining the prior approval of the general meeting of shareholders in the same way, rescind or vary any contract concluded in the manner set forth above or waive any of its rights under such contract. A contract for the repurchase of shares referred to in the preceding paragraph includes (without limitation) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares. The Company shall not assign any contract for the repurchase of its shares or any right contained in such contract.	Delete

No.	Provision before the amendment	Provision after the amendments
29.	Article 28 Upon the repurchase of shares in accordance with laws, the Company shall, within the period prescribed by laws and administrative regulations, transfer or cancel such shares and, if necessary, apply to the original corporate registration authority for registration of the change in its registered capital. The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital. Unless the Company is in the course of liquidation, it shall comply with the following provisions in the event of repurchase of its issued shares for cancellation: (1) where the Company repurchases shares at par value, payment shall be made out of the book balance of the distributable profits of the Company and the proceeds from the new shares issuance for the purpose of repurchasing the original shares;	Delete

No.	Provision before the amendment	Provision after the amendments
	(2) where the Company repurchases shares at a price higher than the par value, the portion corresponding to the par value shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new shares issuance for the purpose of repurchasing the original shares; and the portion beyond the par value shall be handled in accordance with the following methods: (i) where the shares repurchased are issued at the par value, such portion shall be deducted from the book balance of the distributable profits of the Company; and (ii) where the shares repurchased are issued at a price higher than the par value, such portion shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issuance for the purpose of repurchasing the original shares. However, the amount deducted from the proceeds from the new shares issuance shall neither exceed the total premium of the original shares issuance nor the Company's capital reserve account at the time of the repurchase;	

No.	Provision before the amendment	Provision after the amendments
	(3) the Company shall make the following payments out of the Company's distributable profits: (i) payment for the acquisition of the right to repurchase its shares; (ii) payment for the modification of any contract for the repurchase of its shares; and (iii) payment for the release of its obligation under any contract for the repurchase of its shares; (4) after the total par value of the shares cancelled is deducted from the Company's registered capital in accordance with relevant provisions, the amount deducted from the distributable profits and used to repurchase the shares at the par value shall be included in the capital reserve account of the Company.	
30.	New article	**Article 24 The shares of the Company shall be transferred in accordance with the law.**
31.	New article	**Article 25 The Company shall not accept its own shares as the subject of a pledge.**
32.	New article	**Article 26 Directors and senior management personnel of the Company shall declare to the Company their holdings of the Company's shares and any changes thereof. During their tenure, the number of shares of the same class transferred each year shall not exceed 25% of the total shares they hold in the Company. The shares they hold shall not be transferred within one year from the date on which the Company's shares are listed and traded on the stock exchange. Within six months after resignation, such personnel shall not transfer the shares of the Company they hold. Where laws, regulations, the regulatory rules of the place where the Company is listed, or the Articles of Association provide otherwise, such provisions shall prevail.**

No.	Provision before the amendment	Provision after the amendments
33.	New article	**Article 27 Where shareholders, directors and senior management personnel of the Company holding more than 5% of the Company's shares, sell the Company's shares or other equity-like securities within six months of purchasing them, or repurchase them within six months of selling them, any gains arising therefrom shall belong to the Company. The board of directors of the Company shall recover such gains. This provision shall not apply in other circumstances as stipulated by laws, regulations, the China Securities Regulatory Commission (CSRC), or the regulatory rules of the place where the Company is listed.** **The shares or other equity-like securities held by the directors, senior management personnel, or individual shareholders referred to in the preceding paragraph include those held by their spouses, parents, and children, as well as those held in the name of others.** **If the board of directors fails to act in accordance with the first paragraph of this Article, shareholders shall have the right to request the board to take action within 30 days. If the board fails to do so within the specified period, shareholders shall have the right, in the Company's interest, to initiate proceedings in a People's Court in their own name.** **Where the board of directors fails to act as required under the first paragraph of this Article, the responsible directors shall bear joint and several liability in accordance with the law.**

No.	Provision before the amendment	Provision after the amendments
34.	**Chapter 5 Financial Assistance for Purchase of the Company's Shares**	**Delete the whole chapter**
35.	Article 29 The Company or its subsidiaries shall not, at any time, offer any form of financial assistance to a person who acquires or proposes to acquire shares in the Company. The aforesaid person includes any person who directly or indirectly incurs any obligation as a result of the acquisition of shares in the Company. The Company or its subsidiaries shall not, at any time, offer any form of financial assistance to the aforesaid obligor for the purpose of reducing or discharging the obligations assumed by such person. This Article does not apply to the circumstances specified in Article 30 of this Chapter.	Delete

No.	Provision before the amendment	Provision after the amendments
36.	Article 30 Financial assistance referred to in this Chapter includes (without limitation) the following means: (1) gift; (2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company's own default), relief or waiver of rights; (3) provision of loan or the making of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or contract; and (4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent. The assumption of obligations referred to in this Chapter includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the obligor or jointly with other persons) or by any other means which results in a change in his/her financial position.	Delete

No.	Provision before the amendment	Provision after the amendments
37.	Article 31 The following acts shall not be deemed to be acts as prohibited by Article 28 of this Chapter: (1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company; (2) the lawful distribution of the Company's assets as dividends; (3) the distribution of dividends in the form of shares; (4) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the shareholding structure of the Company effected pursuant to the Articles of Association; (5) the provision of loans by the Company within its scope of business and in the ordinary course of its business, where the provision of loans falls within part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits); and (6) contributions made by the Company to the employee share option schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits).	Delete

No.	Provision before the amendment	Provision after the amendments
38.	**Chapter 6 Share Certificates and Register Of Shareholders**	**Chapter 65 Share Certificates and Register Of Shareholders**
39.	Article 33 The share certificates shall be signed by the legal representative. Where the securities exchange on which the Company's shares are listed requires other senior management personnel of the Company to sign on the share certificates, the share certificates shall also be signed by such personnel. The share certificates shall take effect after being affixed or imprinted the seal of the Company. The share certificates shall only be affixed with the seal of the Company under the authorization of the board of directors. The signature of the Chairman of the board of directors or other relevant senior management personnel of the Company may be in printed form.	Article 29 The share certificates **in paper form** shall be signed by the legal representative. Where the securities exchange on which the Company's shares are listed requires other senior management personnel of the Company to sign on the share certificates, the share certificates shall also be signed by such personnel. The share certificates **in paper form** shall take effect after being affixed or imprinted the seal of the Company. The share certificates shall only be affixed with the seal of the Company under the authorization of the board of directors. The signature of the Chairman of the board of directors or other relevant senior management personnel of the Company may be in printed form. **Under the circumstances where the Company's shares are issued and traded in a paperless manner, the applicable provisions of the regulatory rules of the place where the Company is listed shall apply, if any.**

No.	Provision before the amendment	Provision after the amendments
40.	Article 34 The Company shall keep a register of shareholders with the following particulars: (1) the name (title), address (residence), occupation or nature of each shareholder; (2) the class and quantity of shares held by each shareholder; (3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder; (4) the serial numbers of the shares held by each shareholder; (5) the date on which each person was registered as a shareholder; and (6) the date on which any shareholder ceased to be a shareholder. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.	Article 30 ~~The Company shall keep a register of shareholders with the following particulars:~~ ~~(1) the name (title), address (residence), occupation or nature of each shareholder;~~ ~~(2) the class and quantity of shares held by each shareholder;~~ ~~(3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder;~~ ~~(4) the serial numbers of the shares held by each shareholder;~~ ~~(5) the date on which each person was registered as a shareholder; and~~ ~~(6) the date on which any shareholder ceased to be a shareholder.~~ ~~Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.~~ **The Company shall establish a register of shareholders based on the documents provided by the securities registration and clearing institution, which shall serve as conclusive evidence of shareholders' ownership of the Company's shares. Shareholders shall enjoy rights and assume obligations in accordance with the class of shares they hold; shareholders holding the same class of shares shall enjoy equal rights and assume the same obligations.**

No.	Provision before the amendment	Provision after the amendments
41.	Article 36 The Company shall have a complete register of shareholders. The register of shareholders includes the following parts: (1) the register of shareholders which is maintained at the Company's residence, other than those share registers which are described in items (2) and (3) of this Article; (2) the register of shareholders in respect of holders of overseas-listed foreign-invested shares of the Company which is maintained in the same place as the overseas securities exchange on which those shares are listed; and (3) the register of shareholders which is maintained in such other place as the board of directors may consider necessary for the purposes of the listing of the Company's shares.	Article 32 ~~The Company shall have a complete register of shareholders.~~ ~~The register of shareholders includes the following parts:~~ ~~(1) the register of shareholders which is maintained at the Company's residence, other than those share registers which are described in items (2) and (3) of this Article;~~ ~~(2) the register of shareholders in respect of holders of overseas-listed foreign-invested shares of the Company which is maintained in the same place as the overseas securities exchange on which those shares are listed; and~~ ~~(3) the register of shareholders which is maintained in such other place as the board of directors may consider necessary for the purposes of the listing of the Company's shares.~~ **The Company shall maintain the register of shareholders in accordance with the requirements of the relevant regulations of the place where its securities are listed.**

No.	Provision before the amendment	Provision after the amendments
42.	Article 37 Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register. Amendments or rectification of any part of the register of shareholders shall be made in accordance with the law of the place where any part of the register of shareholders is maintained. All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any document of transfer and would not need to provide any reason: (1) a fee of HKD2.5 (per instrument of transfer) or such higher amount as agreed by the Hong Kong Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares; (2) the document of transfer only relates to overseas-listed foreign-invested shares listed in Hong Kong; (3) the stamp duty which is chargeable on the document of transfer has already been paid;	Article 33 Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register. Amendments or rectification of any part of the register of shareholders shall be made in accordance with the law of the place where any part of the register of shareholders is maintained. All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any document of transfer and would not need to provide any reason: (1) a fee of ~~HKD2.5 (per instrument of transfer) or such higher~~ amount as agreed by the Hong Kong Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares; (2) the document of transfer only relates to overseas-listed foreign-invested shares listed in Hong Kong; (3) the stamp duty which is chargeable on the document of transfer has already been paid;

No.	Provision before the amendment	Provision after the amendments
	(4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided; (5) if it is intended that the shares be transferred to joint owners, the maximum number of joint owners shall not be more than four (4); and (6) the Company does not have not any lien on the relevant shares. If the Company refuses to register any transfer of shares, the Company shall give a notice on the refusal to register such transfer of shares to the transferor and the transferee within two (2) months from the official date of submission of the application for transfer.	(4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided; (5) if it is intended that the shares be transferred to joint owners, the maximum number of joint owners shall not be more than four (4); and (6) the Company does not have not any lien on the relevant shares. If the Company refuses to register any transfer of shares, the Company shall give a notice on the refusal to register such transfer of shares to the transferor and the transferee within two (2) months from the official date of submission of the application for transfer.
43.	Article 38 No change may be made in the register of shareholders as a result of a transfer of shares within twenty (20) days prior to the date of a general meeting of shareholders or within five (5) days before the determination date for the Company's distribution of dividends.	Article 34 ~~No change may be made in the register of shareholders as a result of a transfer of shares within twenty (20) days prior to the date of a general meeting of shareholders or within five (5) days before the determination date for the Company's distribution of dividends.~~ **Where laws, administrative regulations, or the regulatory rules of the place where the Company is listed contain provisions on the period during which the registration of share transfers shall be suspended prior to the convening of the general meeting or the record date for the Company's dividend distribution decision, such provisions shall prevail.**

No.	Provision before the amendment	Provision after the amendments
44.	Article 39 When the Company needs to convene a general meeting of shareholders, distribute dividends, conduct liquidation or perform other acts as required for the purpose of determining shareholdings, the board of directors shall determine a record date for the determination of shareholdings. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such record date.	Article 35 When the Company needs to convene a general meeting ~~of shareholders~~, distribute dividends, conduct liquidation or perform other acts as required for the purpose of determining ~~shareholdings~~ **shareholder identity**, the board of directors **or the convener of the general meeting** hall determine ~~a~~ **the** record date for the ~~determination of shareholdings~~ **share registration**. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such record date. **Shareholders registered on the record date after the close of trading shall be deemed to be shareholders entitled to the relevant rights and interests.** **Subject to the regulatory rules of the place where the Company is listed, the interval between the share registration date and the date of the meeting shall not be more than seven working days.**
45.	Article 40 Any person who disputes the register of shareholders and asks for inclusion of his/her name (title) in or removal of his/her name (title) from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.	Delete

No.	Provision before the amendment	Provision after the amendments
46.	Article 41 For any person who is a registered shareholder or who claims to be entitled to have his/her name (title) entered in the register of shareholders in respect of shares in the Company may, if his/her share certificate (the "Original Certificate") is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares"). Application by a holder of domestic-invested shares, who has lost his/her share certificate, for a replacement share certificate shall be dealt with in accordance with the provisions of the Company Law. The issue of a replacement share certificate to holders of overseas-listed foreign-invested shares, who has lost his/her share certificate, shall comply with the following requirements: (1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to be registered as a shareholder in respect of the Relevant Shares. (2) The Company has not received any declaration made by any person other than the applicant declaring the entitlement to be a registered shareholder in respect of such shares before it decides to issue a replacement share certificate to the applicant.	Article 36 For any person who is a registered shareholder **of overseas-listed foreign shares** or who claims to be entitled to have his/her name (title) entered in the register of shareholders in respect of shares in the Company may, if his/her **overseas-listed foreign** share certificate (the "Original Certificate") is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares"). ~~Application by a holder of domestic-invested shares, who has lost his/her share certificate, for a replacement share certificate shall be dealt with in accordance with the provisions of the Company Law.~~ The issue of a replacement share certificate to holders of overseas-listed foreign-invested shares, who has lost his/her share certificate, shall comply with the following requirements: (1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to be registered as a shareholder in respect of the Relevant Shares. (2) The Company has not received any declaration made by any person other than the applicant declaring the entitlement to be a registered shareholder in respect of such shares before it decides to issue a replacement share certificate to the applicant.

No.	Provision before the amendment	Provision after the amendments
	(3) The Company shall, if it intends to issue a replacement share certificate to the applicant, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) days in such newspapers as prescribed by the board of directors.	(3) The Company shall, if it intends to issue a replacement share certificate to the applicant, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) days in such newspapers as prescribed by the board of directors.
	(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the securities exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such securities exchange that the notice has been exhibited in the premises of the securities exchange. Such notice shall be exhibited in the premises of the securities exchange for a period of ninety (90) days. In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.	(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the securities exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such securities exchange that the notice has been exhibited in the premises of the securities exchange. Such notice shall be exhibited in the premises of the securities exchange for a period of ninety (90) days. In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.
	(5) If, by the expiration of the 90-day period referred to in items (3) and (4) of this Article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.	(5) If, by the expiration of the 90-day period referred to in items (3) and (4) of this Article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.

No.	Provision before the amendment	Provision after the amendments
	(6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the Original Certificate and document the cancellation of the Original Certificate and issuance of a replacement share certificate in the register of shareholders accordingly. (7) All expenses relating to the cancellation of the Original Certificate and issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant.	(6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the Original Certificate and document the cancellation of the Original Certificate and issuance of a replacement share certificate in the register of shareholders accordingly. (7) All expenses relating to the cancellation of the Original Certificate and issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant.
47.	Article 42 Where the Company issues a replacement share certificate pursuant to the Articles of Association, as for a bona fide purchaser obtaining new share certificates referred to above or a shareholder registered as a owner of the shares (in the case of a bona fide purchaser), his/her name (title) shall not be removed from the register of shareholders.	Delete
48.	**Chapter 7 Rights and Obligations of Shareholders**	**Chapter ~~7~~6 Rights and Obligations of Shareholders**
49.	**New article**	**Section 1 General Provisions on Shareholders**
50.	Article 44 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him/her; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.	Article 38 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him/her; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.

No.	Provision before the amendment	Provision after the amendments
51.	Article 45 The shareholders of ordinary shares of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to their shareholdings; (2) the right to attend or appoint a proxy to attend general meetings of shareholders and the right to exercise the voting rights; (3) the right to supervise the Company's business operations, the right to present proposals or to raise queries; (4) the right to transfer shares in accordance with laws, administrative regulations and the Articles of Association;	Article 39 The shareholders of ordinary shares of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to their shareholdings; (2) the right to **lawfully request the convening, convene, preside over,** attend or appoint a proxy to attend general meetings ~~of shareholders~~ and the right to exercise the **corresponding** voting rights; (3) the right to supervise the Company's ~~business~~ operations, the right to present proposals or to raise queries; (4) the right to transfer, **donate, or pledge** shares **held by the shareholders** in accordance with laws, administrative regulations and the Articles of Association;

No.	Provision before the amendment	Provision after the amendments
	(5) the right to obtain relevant information in accordance with the Articles of Association, in which information includes: 1. the right to obtain the Articles of Association, subject to payment of costs; 2. the right to inspect and copy, subject to payment of a reasonable fee: (i) all parts of the register of shareholders; (ii) personal particulars of each of the directors, supervisors, general manager and other senior management personnel of the Company, including: (a) present and former name and alias; (b) principal address and residence; (c) nationality; (d) primary and all other part-time occupations and duties; and (e) identification documents and the numbers thereof;	(5) the right to ~~obtain relevant information~~ **inspect and copy the Articles of Association, the register of shareholders, minutes of general meetings, resolutions of the board of directors, and financial accounting reports** in accordance with the Articles of Association, **Shareholders who meet the specified requirements may also inspect the Company's accounting books and accounting vouchers.** ~~in which information includes:~~ ~~1. the right to obtain the Articles of Association, subject to payment of costs;~~ ~~2. the right to inspect and copy, subject to payment of a reasonable fee:~~ ~~(i) all parts of the register of shareholders;~~ ~~(ii) personal particulars of each of the directors, supervisors, general manager and other senior management personnel of the Company, including:~~ ~~(a) present and former name and alias;~~ ~~(b) principal address and residence;~~ ~~(c) nationality;~~ ~~(d) primary and all other part-time occupations and duties; and~~ ~~(e) identification documents and the numbers thereof;~~

No.	Provision before the amendment	Provision after the amendments
	(iii) status of share capital of the Company; (iv) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the last accounting year and the aggregate amount paid by the Company for this purpose; and (v) minutes of shareholders' meetings and resolutions of board meetings and supervisors' meetings; (6) in the event of the termination and liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; and (7) other rights conferred by laws, administrative regulations and the Articles of Association.	~~(iii) status of share capital of the Company;~~ ~~(iv) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the last accounting year and the aggregate amount paid by the Company for this purpose; and~~ ~~(v) minutes of shareholders' meetings and resolutions of board meetings and supervisors' meetings;~~ (6) in the event of the termination and liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; and (7) **Shareholders who dissent from the resolution of the general meeting on the merger or division of the Company may request the Company to purchase their shares.** **(8)** other rights ~~conferred~~ **stipulated** by laws, administrative regulations**, departmental rules, or** ~~and~~ the Articles of Association.

No.	Provision before the amendment	Provision after the amendments
		Shareholders requesting to inspect or copy relevant Company materials shall comply with the provisions of the Company Law, the Securities Law, and other applicable laws, administrative regulations, and the regulatory rules of the place where the Company is listed. When a shareholder requests access to the aforementioned information or materials, they shall provide the Company with written documentation proving the class and number of shares they hold. Upon verifying the shareholder's identity, the Company may provide such information in accordance with the shareholder's reasonable request. However, if the content involves the Company's trade secrets, inside information, or personal privacy of relevant individuals, the Company may refuse to provide such information.
52.	New article	**Article 40 Where the contents of a resolution adopted by the general meeting or the board of directors violate laws or administrative regulations, shareholders shall have the right to request the People's Court to declare such resolutions invalid.** **Where the convening procedures or voting methods of the general meeting or the board of directors violate laws, administrative regulations, or the Articles of Association, or where the contents of such resolutions violate the Articles of Association, shareholders shall have the right to request the People's Court to revoke such resolutions within 60 days from the date of the resolution. However, if the procedural or voting irregularities are minor and have no material impact on the resolution, such requests shall not be entertained.**

No.	Provision before the amendment	Provision after the amendments
		Where there is a dispute regarding the validity of a resolution of the general meeting among the board of directors, shareholders, or other relevant parties, a lawsuit shall be promptly filed with the People's Court. Before the People's Court renders a judgment or ruling revoking the resolution or otherwise, the relevant parties shall comply with the resolution of the general meeting. The Company, directors, and senior management personnel shall fulfil their duties in good faith to ensure the normal operation of the Company. **Upon the issuance of a judgment or ruling by the People's Court on the relevant matter, the Company shall perform its information disclosure obligations in accordance with laws, administrative regulations, the rules of the China Securities Regulatory Commission (CSRC), and the stock exchange, fully explaining the impact, and shall actively cooperate with the enforcement of such ruling or judgment once it becomes effective. If prior matters need to be corrected, such corrections shall be promptly handled and the corresponding disclosure obligations fulfilled.**

No.	Provision before the amendment	Provision after the amendments
53.	New article	**Article 41 The resolutions of the general meeting or the board of directors of the Company shall be invalid under any of the following circumstances:** **(1) No general meeting or board of directors meeting was convened to adopt the resolution;** **(2) The general meeting or board of directors meeting did not vote on the resolution matters;** **(3) The number of attendees or the number of votes cast at the meeting did not meet the quorum or voting rights required by the Company Law or this Articles of Association;** **(4) The number of shareholders or the number of votes cast in favour of the resolution did not meet the quorum or voting rights required by the Company Law or this Articles of Association.**

No.	Provision before the amendment	Provision after the amendments
54.	New article	**Article 42 Directors and senior management personnel who are not members of the audit committee and who violate laws, administrative regulations, or the provisions of this Articles of Association while performing their duties, thereby causing losses to the Company, shall be subject to the following: Shareholders who have held, either individually or collectively, more than 1% of the Company's shares for a continuous period of 180 days or more may submit a written request to the audit committee to file a lawsuit with the People's Court; If members of the audit committee violate laws, administrative regulations, or the provisions of this Articles of Association while performing their duties, causing losses to the Company, the aforementioned shareholders may submit a written request to the Board of directors to file a lawsuit with the People's Court.** **If the audit committee or the board of directors refuses to file a lawsuit upon receiving the written request from the shareholders specified in the preceding paragraph, or fails to file a lawsuit within 30 days of receiving the request, or if the situation is urgent and failing to file a lawsuit immediately would cause irreparable harm to the Company's interests, the shareholders specified in the preceding paragraph have the right to file a lawsuit directly with the People's Court in their own name for the benefit of the Company.** **If any other person infringes upon the lawful rights and interests of the Company and causes losses to the Company, the shareholders referred to in the first paragraph of this Article may file a lawsuit with the People's Court in accordance with the provisions of the preceding two paragraphs.**

No.	Provision before the amendment	Provision after the amendments
		Where the directors or senior management personnel of a wholly-owned subsidiary of the Company violate laws, administrative regulations, or the provisions of these Articles of Association in the performance of their duties, thereby causing losses to the Company, or where any other party infringes upon the lawful rights and interests of the wholly-owned subsidiary and causes losses, shareholders who have held, individually or jointly, 1% or more of the Company's shares for 180 consecutive days or more may, in accordance with the provisions of Paragraph 1 or Paragraph 2 of this Article, submit a written request to the audit committee or the Board of directors of the wholly-owned subsidiary to file a lawsuit with the People's Court, or may directly file a lawsuit in their own name with the People's Court.
55.	New article	**Article 43 If directors or senior management personnel violate laws, administrative regulations, or the provisions of these Articles of Association and cause damage to the interests of shareholders, shareholders may file a lawsuit with the People's Court.**

No.	Provision before the amendment	Provision after the amendments
56.	Article 46 The holders of ordinary shares of the Company shall assume the following obligations: (1) to comply with the Articles of Association; (2) to pay subscription money according to the number of shares subscribed and the method of subscription; and (3) other obligations imposed by laws, administrative regulations and the Articles of Association. Shareholders are not liable to make any further contribution to the share capital other than according to the terms which were agreed by the subscriber of the relevant shares at the time of subscription.	Article 44 The holders of ordinary shares of the Company shall assume the following obligations: (1) to comply with the **laws, administrative regulations and** Articles of Association; (2) to pay subscription money according to the number of shares subscribed and the method of subscription; and (3) **Except as provided by law or regulations, the capital stock may not be withdrawn.** **(4) Shareholders shall not abuse their rights to the detriment of the Company or other shareholders; nor shall they abuse the independent legal status of the Company and the limited liability of shareholders to the detriment of the Company's creditors.** **(5)** other obligations imposed by laws, administrative regulations and the Articles of Association. ~~Shareholders are not liable to make any further contribution to the share capital other than according to the terms which were agreed by the subscriber of the relevant shares at the time of subscription.~~ **If shareholders of the Company abuse their shareholder rights and cause losses to the Company or other shareholders, they shall be legally liable for compensation. If shareholders of the Company abuse the independent legal status of the Company and the limited liability of shareholders to evade debts and seriously damages the interests of the Company's creditors, they shall bear joint and several liability for the Company's debts.**

No.	Provision before the amendment	Provision after the amendments
57.	New article	**Section 2 Controlling Shareholders and Actual Controllers**
58.	New article	**Article 45 The controlling shareholders and actual controllers of the Company shall exercise their rights and perform their obligations in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission and the stock exchange, and shall safeguard the interests of the Company.**
59.	Article 47 In addition to the obligations imposed by laws and administrative regulations or required by the listing rules of the securities exchange on which the Company's shares are listed, a controlling shareholder shall not exercise his/her voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company: (1) act honestly in the best interests of the Company in removing a director or supervisor; (2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company; and (3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) rights to distributions and voting rights, excluding a restructuring which has been submitted to a general meeting of shareholders for approval in accordance with the Articles of Association.	Article 46 ~~In addition to the obligations imposed by laws and administrative regulations or required by the listing rules of the securities exchange on which the Company's shares are listed, a controlling shareholder shall not exercise his/her voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:~~ ~~(1) act honestly in the best interests of the Company in removing a director or supervisor;~~ ~~(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company; and~~ ~~(3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) rights to distributions and voting rights, excluding a restructuring which has been submitted to a general meeting of shareholders for approval in accordance with the Articles of Association.~~

No.	Provision before the amendment	Provision after the amendments
	The controlling shareholder and de facto controller of the Company are liable for fiduciary obligations toward the Company and the public shareholders of the Company. The controlling shareholder shall exercise his/her rights as an investor in strict compliance with laws and shall not damage the legitimate rights and interests of the Company and its public shareholders in connected transactions, distribution of profits, restructuring of assets, foreign investment, misappropriation of funds, loan guarantees and by other means or by making use of its controlling position.	~~The controlling shareholder and de facto controller of the Company are liable for fiduciary obligations toward the Company and the public shareholders of the Company. The controlling shareholder shall exercise his/her rights as an investor in strict compliance with laws and shall not damage the legitimate rights and interests of the Company and its public shareholders in connected transactions, distribution of profits, restructuring of assets, foreign investment, misappropriation of funds, loan guarantees and by other means or by making use of its controlling position.~~ **Controlling shareholders and actual controllers of the Company shall comply with the following provisions:** **(1) Exercise shareholder rights in accordance with the law, and shall not abuse control rights or exploit related-party relationships to the detriment of the Company or the legitimate rights and interests of other shareholders;** **(2) Strictly fulfil any public statements and commitments made, and shall not alter or waive them without authorization;** **(3) Strictly comply with relevant regulations in fulfilling information disclosure obligations, actively cooperate with the Company in disclosing information, and promptly inform the Company of any material events that have occurred or are expected to occur;** **(4) Shall not occupy or misappropriate the Company's funds in any manner.** **(5) Shall not compel, instruct, or require the Company or its relevant personnel to provide guarantees in violation of laws and regulations;**

No.	Provision before the amendment	Provision after the amendments
		(6) Shall not use the Company's undisclosed material information for personal gain, disclose any undisclosed material information related to the Company by any means, or engage in insider trading, short-swing trading, market manipulation, or other illegal or non-compliant activities; **(7) Shall not harm the legitimate rights and interests of the Company and other shareholders through unfair related-party transactions, profit distribution, asset restructuring, external investment, or any other means;** **(8) Shall ensure the Company's asset integrity, personnel independence, financial independence, organizational independence, and business independence, and shall not affect the Company's independence in any manner.** **(9) Comply with other provisions stipulated by laws, administrative regulations, the China Securities Regulatory Commission (CSRC), the business rules of the stock exchange, and the Articles of Association.** **Where the controlling shareholder or actual controller of the Company instructs any director or senior management personnel to engage in acts that are detrimental to the interests of the Company or its shareholders, such controlling shareholder or actual controller shall bear joint and several liability together with the relevant director or senior management personnel.**
60.	New article	**Article 47 Where the controlling shareholder or the actual controller pledges the shares of the Company held or actually controlled by them, they shall ensure the stability of the Company's control and normal business operations.**

No.	Provision before the amendment	Provision after the amendments
61.	New article	**Article 48 When the controlling shareholder or actual controller transfers the shares of the Company held by them, they shall comply with the restrictive provisions on share transfers as stipulated by laws, administrative regulations, the China Securities Regulatory Commission (CSRC), and the stock exchange, as well as any commitments made regarding restrictions on share transfers.**
62.	Article 48 The controlling shareholder referred to in the preceding Article means a shareholder whose investments account for 50% or more of the total amount of capital of a limited liability company or whose shareholdings account for 50% or more of the total amount of share capital of a company limited by shares; or a shareholder, even though the proportion of his/her investments or shareholdings is less than 50%, who is entitled to voting rights in proportion to his/her investments or shareholdings which are sufficient to produce material impact on the resolutions of shareholders' meetings and general meetings of shareholders.	Article 49 The controlling shareholder referred to in ~~the preceding Article~~ **these Articles of Association** means a shareholder ~~whose investments account for 50% or more of the total amount of capital of a limited liability company or whose shareholdings account for 50% or more of the total amount of share capital of a company limited by shares; or a shareholder, even though the proportion of his/her investments or shareholdings is less than 50%, who is entitled to voting rights in proportion to his/her investments or shareholdings which are sufficient to produce material impact on the resolutions of shareholders' meetings and general meetings of shareholders.~~ **who holds more than 50% of the total share capital of the Company; or, although holding less than 50% of the shares, is entitled to voting rights sufficient to exert a significant influence on the resolutions of the general meeting.**
63.	**Chapter 8 General Meetings of Shareholders**	**Chapter ~~7~~8 General Meetings ~~of~~ ~~Shareholders~~**
64.	Article 49 The general meeting of shareholders is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.	Delete

No.	Provision before the amendment	Provision after the amendments
65.	Article 50 The general meeting of shareholders shall exercise the following functions and powers: (1) to decide on the Company's operational policies and investment plans; (2) to elect and replace directors which are not assumed by representatives of the employees and to decide on matters relating to the remuneration of the relevant directors; (3) to elect and replace supervisors which are not assumed by representatives of the employees and to decide on matters relating to the remuneration of the relevant supervisors; (4) to examine and approve the board of directors' reports; (5) to examine and approve the supervisory committee's reports; (6) to examine and approve the Company's proposed annual preliminary and final budgets; (7) to examine and approve the Company's profit distribution plans and loss recovery plans; (8) to pass resolutions on the increase or reduction in the Company's registered capital; (9) to pass resolutions on the Company's merger, division, dissolution, liquidation or change in corporate form;	Article 50 **The general meeting shall be composed of all shareholders.** The general meeting **is the organ of authority of the Company** and shall exercise the following functions and powers **in accordance with the law**: (1) ~~to decide on the Company's operational policies and investment plans; (2)~~ to elect and replace directors which are not assumed by representatives of the employees and to decide on matters relating to the remuneration of the relevant directors; ~~(3) to elect and replace supervisors which are not assumed by representatives of the employees and to decide on matters relating to the remuneration of the relevant supervisors;~~ (~~4~~**2**) to examine and approve the board of directors' reports; ~~(5) to examine and approve the supervisory committee's reports;~~ ~~(6) to examine and approve the Company's proposed annual preliminary and final budgets;~~ (~~7~~**3**) to examine and approve the Company's profit distribution plans and loss recovery plans; (~~8~~**4**) to pass resolutions on the increase or reduction in the Company's registered capital; (~~9~~**5**) to pass resolutions on the Company's merger, division, dissolution, liquidation or change in corporate form;

No.	Provision before the amendment	Provision after the amendments
	(10) to pass resolutions on the issue of debentures by the Company; (11) to pass resolutions on the appointment, dismissal or non-reappointment of the accountants of the Company; (12) to amend the Articles of Association; (13) to approve and amend the rules of procedures of the Company's general meeting of shareholders; (14) to consider provisional motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company; (15) to decide on the Company's external guarantees;	(~~10~~**6**) to pass resolutions on the issue of debentures by the Company; (~~11~~**7**) to pass resolutions on the appointment~~,~~ **and** dismissal ~~or non-reappointment~~ of the accountants **responsible for the audit services** of the Company; (~~12~~**8**) to amend the Articles of Association **and its appendices (including the Rules of Procedure for the General Meeting and the Rules of Procedure for the board of directors)**; ~~(13) to approve and amend the rules of procedures of the Company's general meeting of shareholders;~~ (~~14~~**9**) to consider provisional motions raised by **the board of directors, the audit committee, or** shareholders who ~~represent 3%~~ **individually or collectively holding 1%** or more of the total number of voting shares of the Company, **unless such proposals violate laws, administrative regulations, or the Articles of Association, or do not fall within the scope of authority of the general meeting**; (1**5**0) to ~~decide on the Company's~~ **consider and approve** external guarantees **as stipulated in Article 51 of the Articles of Association of the Company**;

No.	Provision before the amendment	Provision after the amendments
	(16) to consider the change in the use of proceeds; (17) to consider equity incentive schemes; and (18) to decide on other matters which, according to laws, administrative regulations and the Articles of Association, need to be approved by shareholders in a general meeting. Matters which shall be determined by the shareholders in a general meeting according to laws, administrative regulations and the Articles of Association must be discussed by the shareholders in a general meeting in order to protect the shareholders' right of decision on those matters. Where necessary and reasonable, the board of directors may be appointed in a general meeting of shareholders to determine, within the scope as authorized by the general meeting, specific matters which are related to the matters to be resolved and are not possible to be determined forthwith in that general meeting. If the shareholders authorize the board of directors in a general meeting to determine matters which shall be determined by ordinary resolutions, the matter should be resolved by one-half or more of the attending shareholders (including their proxy) who have voting rights; if the authorization relates to matters which shall be determined by special resolutions, the matter should be resolved by two-thirds or more of the attending shareholders (including their proxy) who have voting rights. The authorization should be clear and specific.	(16**1**) **to consider matters where the Company purchases or sells significant assets within one year that exceed 30% of the Company's latest audited net assets.** **(12)** to consider **and approve** the change in the use of proceeds; (17**3**) to consider equity incentive schemes **and employee stock ownership plans**; and (18**4**) to ~~decide on~~ **consider** other matters which, according to laws, administrative regulations**, the regulatory rules of the place where the Company is listed** and the Articles of Association, need to be approved by shareholders in a general meeting. Matters which shall be determined by the shareholders in a general meeting according to laws, administrative regulations**, the regulatory rules of the place where the Company is listed** and the Articles of Association must be discussed by the shareholders in a general meeting in order to protect the shareholders' right of decision on those matters. Where necessary and reasonable, the board of directors may be appointed in a general meeting ~~of shareholders~~ to determine, within the scope as authorized by the general meeting, specific matters which are related to the matters to be resolved and are not possible to be determined forthwith in that general meeting. If the shareholders authorize the board of directors in a general meeting to determine matters which shall be determined by ordinary resolutions, the matter should be resolved by ~~one-half or more~~ **more than half** of the attending shareholders (including their proxy) who have voting rights; if the authorization relates to matters which shall be determined by special resolutions, the matter should be resolved by two-thirds or more of the attending shareholders (including their proxy) who have voting rights. The authorization should be clear and specific.

No.	Provision before the amendment	Provision after the amendments
66.	Article 51 The provision of the following external guarantees by the Company must be considered and approved by a general meeting of shareholders: (1) any guarantee which is provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries has reached 50% or more of the Company's latest audited net assets; (2) any guarantee which is provided after the total amount of external guarantees provided by the Company has reached 30% or more of the latest audited total assets of the Company; (3) guarantee which is provided to a target with an asset liability ratio of over 70%; (4) guarantee having a single amount of guarantee of more than 10% of the latest audited net assets of the Company; and (5) guarantee which is provided to the Company's shareholders, de facto controller and related parties.	Article 51 The provision of the following external guarantees by the Company must be considered and approved by a general meeting ~~of shareholders~~: (1) any guarantee which is provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries has ~~reached~~ **exceeds** 50% ~~or more~~ of the Company's latest audited net assets; (2) any guarantee which is provided after the total amount of external guarantees provided by the Company has ~~reached~~ **exceeds** 30% ~~or more~~ of the latest audited total assets of the Company; (3) **any guarantee which is provided by the Company to others within one year exceeding 30% of the latest audited total assets of the Company;** **(4)** guarantee which is provided to a target with an asset liability ratio of over 70%; (~~4~~**5**) guarantee having a single amount of guarantee of more than 10% of the latest audited net assets of the Company; and (~~5~~**6**) guarantee which is provided to the Company's shareholders, de facto controller and related parties. **(7) Other guarantees requiring review and approval by the general meeting as stipulated by laws, administrative the regulatory rules of the place where the Company is listed, and the Company's Articles of Association.** **Directors and senior management personnel of the Company shall not, in violation of approval authorities and deliberation procedures, arbitrarily execute external guarantee contracts on behalf of the Company. Where any director or senior management personnel exceeds their authority to execute external guarantee contracts without authorization, thereby causing harm to the Company, the Company shall hold such individuals accountable.**

No.	Provision before the amendment	Provision after the amendments
67.	New article	**Article 52 The following financial assistance provided by the Company shall be approved by the general meeting:** **(1) A single financial assistance amount exceeds 10% of the latest audited net assets of the Company;** **(2) The financial statements of the recipient show a debt-to-equity ratio exceeding 70%;** **(3) The cumulative amount of financial assistance provided over the past 12 months exceeds 10% of the latest audited net assets of the Company;** **(4) Other circumstances specified by laws, administrative regulations, the regulatory rules of the place where the Company is listed, or the Company's Articles of Association.** **If the recipient of financial assistance is a wholly-owned subsidiary within the scope of the Company's consolidated financial statements, and the other shareholders of such subsidiary do not include the Company's controlling shareholder, actual controller, or their affiliates, the provisions of the preceding paragraphs may be exempted.** **Directors and senior management personnel of the Company shall not violate their approval authority or review procedures to sign financial assistance contracts on behalf of the Company without authorisation. If directors or senior management personnel of the Company sign financial assistance contracts beyond their authority, causing damage to the Company, the Company shall hold the relevant parties liable.**

No.	Provision before the amendment	Provision after the amendments
68.	Article 52 Except with the prior approval of the general meeting of shareholders, the Company shall not enter into any contract with any person other than its directors, supervisors, general manager and other senior management personnel under which such person shall be responsible for the management of the whole or any substantial part of the Company's business.	Article 53 **Unless the Company is in a crisis or other exceptional circumstances, except** with the ~~prior~~ approval of the general meeting ~~of shareholders~~ **by a special resolution**, the Company shall not enter into any contract with any person other than its directors~~, supervisors, general manager~~ and ~~other~~ senior management personnel under which such person shall be responsible for the management of the whole or any substantial part of the Company's business.
69.	Article 53 General meetings of shareholders shall be divided into annual general meetings and extraordinary general meetings. General meetings of shareholders shall be convened by the board of directors. Annual general meetings are held once every year and within six (6) months from the end of the preceding accounting year. The board of directors shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following events: (1) where the number of directors falls short of the number stipulated in the Company Law or is less than two-thirds of the number specified in the Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of share capital; (3) where any shareholders who individually or jointly hold 10% or more of the Company's shares so request; (4) whenever the board of directors deems necessary or the supervisory committee so requests; and (5) other circumstances specified in the Articles of Association.	Article 54 General meetings ~~of shareholders~~ shall be divided into annual general meetings and extraordinary general meetings. General meetings ~~of shareholders~~ shall be convened by the board of directors. Annual general meetings are held once every year and within six (6) months from the end of the preceding accounting year. The ~~board of directors~~ **Company** shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following events: (1) where the number of directors falls short of the number stipulated in the Company Law or is less than two-thirds of the number specified in the Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of share capital; (3) where any shareholders who individually or jointly hold 10% or more of the Company's shares **(calculated based on the number of shares held on the date of the written request)** so request **in writing**; (4) whenever the board of directors deems necessary or the ~~supervisory committee~~ **audit committee** so requests; and (5) other circumstances specified in **laws, administrative regulations, and the regulatory rules of the place where the Company is listed and** the Articles of Association.

No.	Provision before the amendment	Provision after the amendments
70.	Article 54 When the Company convenes a general meeting of shareholders, a notice of the matters to be considered at such meeting as well as the date and the place of the meeting shall be given to all registered shareholders not less than twenty-one (21) days before the date of an annual general meeting and not less than fifteen (15) days in the case of an extraordinary general meeting.	Article 55 When the Company convenes a general meeting ~~of shareholders~~, a notice of the matters to be considered at such meeting as well as the date and the place of the meeting shall be given to all registered shareholders not less than twenty-one (21) days before the date of an annual general meeting and not less than fifteen (15) days in the case of an extraordinary general meeting.
71.	New article	**Article 56 The general meeting of the Company shall be held at the Company's domicile or another location designated by the convener in the meeting notice. A physical venue shall be arranged for the general meeting to be held on-site. The Company shall also, as necessary and under the premise of ensuring the legality and validity of the general meeting, adopt secure, cost-effective, and convenient methods such as online or other means, including but not limited to online voting, electronic communication meetings permitted by the regulatory rules of the place where the Company is listed, or other modern information technologies to facilitate shareholder participation. Shareholders who attend the general meeting via online or electronic platforms shall be deemed to be present.**

No.	Provision before the amendment	Provision after the amendments
72.	New article	**Article 57 When the Company convenes a general meeting, it shall engage a lawyer to issue a legal opinion on the following matters and make an announcement:** **(1) Whether the convening and holding of the meeting comply with the provisions of laws, administrative regulations, and this Articles of Association;** **(2) Whether the qualifications of the attendees and the convener are valid and lawful;** **(3) Whether the voting procedures and results of the meeting are valid and lawful;** **(4) Other legal opinions requested by the Company on other relevant matters.**

No.	Provision before the amendment	Provision after the amendments
73.	Article 55 When the Company convenes a general meeting of shareholders, any shareholders who individually or jointly hold 3% or more of the total number of voting shares of the Company may propose provisional motions to the board of directors in writing ten (10) days before the date of the meeting. The board of directors shall issue a supplementary notice of the general meeting in respect of the contents of the provisional motion within two (2) days upon the receipt of the proposal. Except as provided in the preceding paragraph, the board of directors shall not amend motions stated in or add new motions to the notice of the general meeting of shareholders after such notice has been delivered. The contents of the provisional motion shall have clear agenda and specific issues for resolution within the terms of reference of the general meeting of shareholders and shall comply with relevant provisions of the laws, administrative regulations and the Articles of Association.	Article 58 When the Company convenes a general meeting ~~of shareholders~~**, the board of directors, the audit committee, and shareholders individually or collectively holding more than 1% of the Company's shares shall have the right to submit proposals to the Company.** ~~When the Company convenes a general meeting of shareholders,~~ Any shareholders who individually or jointly hold ~~3%~~ **1%** or more of the total number of voting shares of the Company may propose provisional motions to the ~~board of directors~~ **convener** in writing ten (10) days before the date of the meeting. The ~~board of directors~~ **convener** shall issue a supplementary notice of the general meeting in respect of the contents of the provisional motion within two (2) days upon the receipt of the proposal **and submit them to the general meeting for consideration**. Except as provided in the preceding paragraph, the ~~board of directors~~ **convener** shall not amend motions stated in or add new motions to the notice of the general meeting ~~of shareholders~~ after such notice has been delivered. The contents of the provisional motion shall have clear agenda and specific issues for resolution within the terms of reference of the general meeting of shareholders and shall comply with relevant provisions of the laws, administrative regulations and the Articles of Association.

No.	Provision before the amendment	Provision after the amendments
74.	Article 56 The Company shall calculate the number of voting shares represented by shareholders who intend to attend the general meeting of shareholders based upon the written reply received twenty (20) days before the date of the meeting. If the number of voting shares represented by shareholders who intend to attend the meeting amounts to one-half or more of the total number of voting shares of the Company, the Company may convene a general meeting of shareholders. Otherwise, the Company shall within five (5) days give the shareholders further notice of the matters to be considered at the meeting as well as the date and venue of the meeting by way of a public announcement. The Company may convene a general meeting of shareholders when such announcement is made. Extraordinary general meetings cannot resolve on matters that have not been clearly stated in the notice.	Delete
75.	Article 57 The notice of the general meeting of shareholders shall satisfy the following requirements: (1) in written form; (2) specifying the venue, date and time of the meeting; (3) describing the matters to be discussed at the meeting;	Article 59 The notice of the general meeting ~~of shareholders~~ shall **include the following contents** ~~satisfy the following requirements~~: ~~(1) in written form;~~ ~~(2) specifying the venue, date and time of the meeting;~~ ~~(3) describing the matters to be discussed at the meeting;~~

No.	Provision before the amendment	Provision after the amendments
	(4) providing shareholders with materials and explanations necessary for them to make sensible decisions in respect of the matters to be discussed, including (but not limited to) specific terms and contract (if any) for a proposed transaction, and a detailed explanation of its causation and consequence where the Company proposes a merger, repurchase of shares, restructuring of share capital or other form of reorganization;	~~(4) providing shareholders with materials and explanations necessary for them to make sensible decisions in respect of the matters to be discussed, including (but not limited to) specific terms and contract (if any) for a proposed transaction, and a detailed explanation of its causation and consequence where the Company proposes a merger, repurchase of shares, restructuring of share capital or other form of reorganization;~~
	(5) where any director, supervisor, general manager and other senior management personnel have a material interest in respect of the matters to be discussed, then the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such director, supervisor, general manager and other senior management personnel who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;	~~(5) where any director, supervisor, general manager and other senior management personnel have a material interest in respect of the matters to be discussed, then the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such director, supervisor, general manager and other senior management personnel who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;~~
	(6) containing the full text of any special resolution proposed to be passed at the meeting;	~~(6) containing the full text of any special resolution proposed to be passed at the meeting;~~
	(7) providing a clear text description stating that all shareholders who have the right to attend and vote at the general meeting of shareholders have the right to entrust one (1) or more proxies, who does not need to be shareholders of the Company, to attend and vote at the meeting; and	~~(7) providing a clear text description stating that all shareholders who have the right to attend and vote at the general meeting of shareholders have the right to entrust one (1) or more proxies, who does not need to be shareholders of the Company, to attend and vote at the meeting; and~~

No.	Provision before the amendment	Provision after the amendments
	(8) stating the deadline and place for the delivery of proxy letter of the meeting.	~~(8) stating the deadline and place for the delivery of proxy letter of the meeting.~~ **(1) the time, venue, and duration of the meeting;** **(2) the matters and proposals to be submitted for deliberation at the meeting;** **(3) a clear statement that all holders of ordinary shares are entitled to attend the general meeting and may appoint a proxy in writing to attend the meeting and vote; such proxy need not be a shareholder of the Company;** **(4) the record date for shareholders entitled to attend the general meeting (once confirmed, the record date shall not be changed);** **(5) the name and telephone number of the standing contact person for the meeting;**

No.	Provision before the amendment	Provision after the amendments
		(6) the time and procedures for voting via online or other means. (7) Where the general meeting is to consider the election of directors, the notice of the general meeting shall fully disclose detailed information of the director candidates, including at least the following: 1. Personal information such as educational background, work experience, and concurrent positions; 2. Whether there is any relationship with the Company or the Company's controlling shareholders and actual controllers; 3. The number of shares of the Company held; 4. Whether the candidate has been subject to penalties by the China Securities Regulatory Commission (CSRC) or other relevant authorities, or disciplinary actions by any stock exchange; 5. Whether there are any circumstances under which the candidate is prohibited from being nominated as a director or senior management personnel of a listed company under the requirements of the regulatory rules of the place where the Company is listed. (8) Other information required to be included by laws, administrative regulations, and the regulatory rules of the place where the Company is listed.

No.	Provision before the amendment	Provision after the amendments
76.	Article 58 Notice of general meetings shall be served on each shareholder (no matter how such shareholder is entitled to vote at the meeting) by way of a public announcement(s) or such other ways as prescribed in these Articles.	Article 60 Notice of general meetings shall be served on each shareholder (no matter how such shareholder is entitled to vote at the meeting) by way of a public announcement(s) or such other ways as prescribed in these Articles.
77.	Article 60 Any shareholder who has the right to attend and vote at a general meeting of shareholders shall have the right to appoint one or more persons (not necessarily a shareholder) as his/her proxy to attend and vote at the meeting. Such proxy may exercise the following rights in accordance with the shareholder's appointment: (1) the right to speak at the general meeting of shareholders; (2) the right to require by himself/herself or jointly with others to request for voting by poll; and (3) the right to vote by a show of hands or ballot, in case the shareholder has appointed more than one proxy, such proxies can only exercise the voting right by poll.	Article 62 ~~Any shareholder who has the right to attend and vote at a general meeting of shareholders shall have the right to appoint one or more persons (not necessarily a shareholder) as his/her proxy to attend and vote at the meeting. Such proxy may exercise the following rights in accordance with the shareholder's appointment:~~ ~~(1) the right to speak at the general meeting of shareholders;~~ ~~(2) the right to require by himself/herself or jointly with others to request for voting by poll; and~~ ~~(3) the right to vote by a show of hands or ballot, in case the shareholder has appointed more than one proxy, such proxies can only exercise the voting right by poll.~~

No.	Provision before the amendment	Provision after the amendments
		All ordinary shareholders or their proxies registered in the shareholder register on the record date shall have the right to attend the general meeting and exercise their voting rights in accordance with applicable laws, regulations, and the Articles of Association. **Shareholders may attend the general meeting in person or appoint a proxy to attend and exercise voting rights within the authorized scope on their behalf.** **If a shareholder is a recognized clearing house or its proxy as defined under the relevant ordinances from time to time in effect in Hong Kong, such shareholder may authorize one or more persons it deems appropriate to act as its representative at any general meeting or creditors' meeting; provided that if more than one person is authorized, the instrument of authorization shall specify the number and class of shares represented by each authorized person. The authorized person(s) may exercise the rights of the recognized clearing house (or its proxy) and shall enjoy the same statutory rights as other shareholders, including the right to speak and vote, as if they were individual shareholders of the Company.**
78.	Article 61 Shareholders shall appoint proxy in writing. The proxy form shall be signed by the appointer or its authorized representative who has been authorized in writing. If the appointer is a legal person, the document shall be affixed with the legal person's seal or signed by its director or duly authorized attorney.	Delete

No.	Provision before the amendment	Provision after the amendments
79.	Article 62 The proxy form for voting shall be placed at the domicile of the Company, or at other place designated in the notice of meeting, at least twenty-four (24) hours prior to convening of the relevant meeting or twenty-four (24) hours prior to the designated voting time. If the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization document shall be notarized. The notarized power of attorney or other authorization document shall be placed together with the proxy form authorizing the proxy to vote at the domicile of the Company or other place designated in the notice of meeting. If the appointer is a legal person, its legal representative or other person as resolved and authorized by its board of directors or other decision-making body shall attend the shareholders' meeting of the Company on its behalf.	This article has been moved to the section below after revision.
80.	Article 63 Any format of blank proxy form issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote, or abstain from voting, and to give separate instructions on each matter to be voted at the meeting. The proxy form shall state that the proxy may vote at his/her discretion if the appointer does not give any instruction.	Delete
81.	Article 64 If, before voting, the appointer has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization to sign the proxy form, or transferred all his/her shares, the vote cast by the proxy in accordance with the proxy form shall remain valid so long as the Company has not received the written notice regarding such matters before the commencement of relevant meeting.	Delete

No.	Provision before the amendment	Provision after the amendments
82.	New article	**Article 63 An individual shareholder who attends the meeting in person shall present his or her identity card or other valid documents or proof that can identify his or her identity. If attending the meeting by proxy, the proxy shall present his or her own valid identity document and a proxy form issued by the shareholder.** **A corporate shareholder shall attend the meeting through its legal representative or a proxy authorized by the legal representative. If the legal representative attends the meeting, he or she shall present his or her identity card and valid proof of his or her capacity as legal representative. If a proxy attends the meeting, the proxy shall present his or her identity card and a written proxy form lawfully issued by the legal representative of the corporate shareholder.**

No.	Provision before the amendment	Provision after the amendments
83.	New article	**Article 64 A power of attorney issued by a shareholder authorizing another person to attend the general meeting shall specify the following:** **(1) The name of the appointer and the category and number of shares held in the Company;** **(2) The name of the proxy;** **(3) Specific instructions from the shareholder, including voting instructions (for, against, or abstain) on each item listed on the general meeting agenda;** **(4) The date of issuance and the validity period of the proxy form;** **(5) The signature (or seal) of the appointer or the signature (or seal) of a proxy formally authorized in writing by the appointer. If the appointer is a corporate shareholder, the document shall bear the official seal of the legal entity or be signed by its director or duly authorized representative.**

No.	Provision before the amendment	Provision after the amendments
84.	Article 62 The proxy form for voting shall be placed at the domicile of the Company, or at other place designated in the notice of meeting, at least twenty-four (24) hours prior to convening of the relevant meeting or twenty-four (24) hours prior to the designated voting time. If the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization document shall be notarized. The notarized power of attorney or other authorization document shall be placed together with the proxy form authorizing the proxy to vote at the domicile of the Company or other place designated in the notice of meeting. If the appointer is a legal person, its legal representative or other person as resolved and authorized by its board of directors or other decision-making body shall attend the shareholders' meeting of the Company on its behalf.	**Article 65** The proxy form for voting shall be placed at the domicile of the Company, or at other place designated in the notice ~~of meeting~~ **convening the relevant meeting**, at least twenty-four (24) hours prior to convening of the relevant meeting **at which the proxy is authorized to vote** or twenty-four (24) hours prior to the designated voting time. If the proxy form **for voting** is signed by a person authorized by the appointer, the power of attorney or other authorization document shall be notarized. The notarized power of attorney or other authorization document shall be placed together with the proxy form authorizing the proxy to vote at the domicile of the Company or other place designated in the notice of meeting. ~~If the appointer is a legal person, its legal representative or other person as resolved and authorized by its board of directors or other decision-making body shall attend the shareholders' meeting of the Company on its behalf.~~
85.	Article 65 The board of directors, independent directors and shareholders who meet the relevant requirements may collect from other shareholders of the Company the rights to vote in a general meeting of shareholders. The collection of voting rights shall be without consideration with sufficient disclosure of information to the shareholders from whom voting rights are being collected. The Company shall not set a minimum shareholding percentage restriction for solicitation of voting rights.	Delete
86.	Article 66 The resolutions of the general meeting of shareholders shall be divided into ordinary resolutions and special resolutions. Ordinary resolutions made by the general meeting of shareholders shall be adopted by one-half or more of the voting shares held by the shareholders (including their proxies) present at the meeting. Special resolutions made by the general meeting of shareholders shall be adopted by two-thirds or more of the voting shares held by the shareholders (including their proxies) present at the meeting.	Article 66 The resolutions of the general meeting ~~of shareholders~~ shall be divided into ordinary resolutions and special resolutions. Ordinary resolutions made by the general meeting ~~of shareholders~~ shall be adopted by ~~one-half or more~~ **more than half** of the voting shares held by the shareholders (including their proxies) present at the meeting. Special resolutions made by the general meeting ~~of shareholders~~ shall be adopted by two-thirds or more of the voting shares held by the shareholders (including their proxies) present at the meeting.

No.	Provision before the amendment	Provision after the amendments
87.	Article 67 A shareholder (including his/her proxy), when voting at a general meeting of shareholders, may exercise such voting rights as attached to the number of voting shares which he/she represents in which case one (1) vote is attached to each share, except for the provision of Article 68 of these Articles of Association regarding the implementation of the cumulative voting system for the election of directors and supervisors. When a general meeting of shareholders is considering significant matters which affect the interests of small and medium shareholders, the votes of small and medium shareholders should be counted separately, and the separate counting result shall be disclosed timely and publicly.	Article 67 A shareholder (including his/her proxy), when voting at a general meeting ~~of shareholders~~, may exercise such voting rights as attached to the number of voting shares which he/she represents in which case one (1) vote is attached to each share, except for the provision of Article ~~68~~ **69** of these Articles of Association regarding the implementation of the cumulative voting system for the election of **non-employee representative** directors ~~and supervisors~~. When a general meeting ~~of shareholders~~ is considering significant matters which affect the interests of small and medium shareholders, the votes of small and medium shareholders should be counted separately, and the separate counting result shall be disclosed timely and publicly.

No.	Provision before the amendment	Provision after the amendments
	However, shares of the Company held by the Company shall not enjoy voting rights. If any shareholder who is required to abstain from voting on or may only vote for or against any resolution in accordance with the relevant provisions of the securities exchange on which the Company's shares are listed, any vote by such shareholder (including his/her proxy) in violation of the relevant requirements or restrictions referred to above shall be deemed invalid.	However, shares of the Company held by the Company shall not enjoy voting rights **and shall not be counted in the total number of voting shares represented at the general meeting**. If any shareholder who is required to abstain from voting on or may only vote for or against any resolution in accordance with the relevant provisions of the securities exchange on which the Company's shares are listed, any vote by such shareholder (including his/her proxy) in violation of the relevant requirements or restrictions referred to above shall be deemed invalid. **Where a shareholder acquires voting shares of the Company in violation of Paragraphs 1 or 2 of Article 63 of the Securities Law, the portion of shares exceeding the prescribed ratio shall not carry voting rights for a period of 36 months from the date of acquisition, and shall not be counted in the total number of voting shares represented at the general meeting.** **The board of directors, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations, or the provisions of the China Securities Regulatory Commission (CSRC), may solicit voting rights from shareholders for the general meeting. The solicitation of voting rights shall be conducted on a non-compensated basis and adequate disclosure of information must be made to the solicited shareholders. Except as required by law, the Company shall not impose a minimum shareholding threshold for the solicitation of voting rights.**
88.	New article	**Article 68 When the general meeting considers matters related to connected transactions, the connected shareholders shall abstain from voting, and the voting rights represented by their shares shall not be counted in the total number of valid votes. The announcement of the resolution of the general meeting shall fully disclose the voting results of the non-connected shareholders.**

No.	Provision before the amendment	Provision after the amendments
89.	Article 68 When the general meeting of shareholders votes on election of directors and supervisors, the cumulative voting system shall be implemented. The cumulative voting system shall mean that when the general meeting of shareholders elects more than 2 directors or supervisors, each share held by the shareholders who have voted shall represent the same number of voting rights identical to the number of directors or supervisors to be elected at the general meeting, and the shareholders are allowed to exercise the voting rights collectively. For details of the implementation rules for the cumulative voting, please refer to the Rules of Procedure for the General Meeting of Shareholders.	Article 69 When the general meeting ~~of shareholders~~ votes on election of **non-employee representative** directors ~~and supervisors~~, the cumulative voting system shall be implemented. The cumulative voting system shall mean that when the general meeting ~~of shareholders~~ elects more than 2 **non-employee representative** directors ~~or supervisors~~, each share held by the shareholders who have voted shall represent the same number of voting rights identical to the number of directors ~~or supervisors~~ to be elected at the general meeting, and the shareholders are allowed to exercise the voting rights collectively. For details of the implementation rules for the cumulative voting, please refer to the Rules of Procedure for the General Meeting ~~of Shareholders~~.
90.	New article	**Article 70 Except where the chairman of the general meeting, acting in good faith, allows a resolution relating purely to procedural or administrative matters to be voted on by a show of hands, all resolutions at the general meeting must be voted on by way of poll.**

No.	Provision before the amendment	Provision after the amendments
91.	Article 69 At any general meeting of shareholders, a resolution shall be decided on a show of hands unless a poll is demanded by the following persons before or after a vote is carried out by a show of hands: (1) the chairman of the meeting; (2) at least two (2) shareholders present in person or by proxy entitled to vote; and (3) one (1) or more shareholders present in person or by proxy and representing 10% or more shares carrying the right to vote at the meeting individually or jointly. Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.	Delete
92.	Article 70 A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.	Delete
93.	Article 71 On a poll taken at a meeting, a shareholder (including his/her proxy) who is entitled to two (2) or more votes needs not cast all his/her votes in the same way.	Delete

No.	Provision before the amendment	Provision after the amendments
94.	Article 72 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall have a casting vote.	Delete
95.	Article 73 The following matters shall be resolved by way of ordinary resolutions at general meeting of shareholders: (1) work reports of the board of directors and the supervisory committee; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) removal of members of the board of directors and the supervisory committee and their remuneration and manner of payment; (4) annual preliminary and final budgets, balances sheets, profit and loss accounts and other financial statements of the Company; and (5) matters other than those which are required to be adopted by special resolution by law, administrative regulations and the Articles of Association.	Article 71 The following matters shall be resolved by way of ordinary resolutions at general meeting ~~of shareholders~~: (1) work reports of the board of directors ~~and the supervisory committee~~; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) removal **and appointment** of **non-employee representative directors among** members of the board of directors ~~and the supervisory committee~~ and ~~their~~ **the director's** remuneration and manner of payment; (4) ~~annual preliminary and final budgets, balances sheets, profit and loss accounts and other financial statements of the Company; and~~ ~~(5)~~ matters other than those which are required to be adopted by special resolution by law, administrative regulations**, the regulatory rules of the place where the Company is listed** and the Articles of Association.

No.	Provision before the amendment	Provision after the amendments
96.	Article 74 The following matters shall be resolved by way of special resolutions at the general meeting of shareholders: (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) the division, merger, dissolution, liquidation or change in corporate form of the Company; (4) the amendment of the Articles of Association; (5) the purchase or sale of major assets or the provision of guarantee by the Company in the past year and the amount of which has exceeded 30% of the latest audited total assets of the Company; (6) the adjustment to profit distribution policy of the Company; and (7) any other matters prescribed by law and administrative regulations, and those considered by the general meeting of shareholders and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolution.	Article 72 The following matters shall be resolved by way of special resolutions at the general meeting ~~of shareholders~~: (1) ~~the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities~~ **the increase or reduction of the Company's registered capital**; (2) the issue of debentures of the Company; (3) the division, **spin-off,** merger, dissolution, liquidation or change in corporate form of the Company; (4) the amendment of the Articles of Association **and its appendices**; (5) the purchase or sale of major assets or the provision of guarantee **to others** by the Company in the past year and the amount of which has exceeded 30% of the latest audited total assets of the Company; **(6) Equity Incentive Plan;** (7) the adjustment to profit distribution policy of the Company; and (8) any other matters prescribed by law and administrative regulations, **the regulatory rules of the place where the Company is listed and the Articles of Association** and those considered by the general meeting ~~of shareholders~~ and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolution.

No.	Provision before the amendment	Provision after the amendments
97.	Article 75 The Company shall, under the premise of ensuring the legitimacy and validity of the general meeting of shareholders, increase the proportion of the public shareholders who participate in the general meeting of shareholders by way of various means and channels, including providing modern internet approaches such as online voting platforms.	Delete
98.	New article	**Article 73 With the consent of more than half of all independent directors, the independent directors shall have the right to propose to the Board of directors to convene an extraordinary general meeting. For any proposal by the independent directors to convene an extraordinary general meeting, the Board of directors shall, in accordance with laws, administrative regulations, and the provisions of these Articles of Association, provide written feedback indicating whether or not it agrees to convene such meeting within 10 days of receiving the proposal. If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of the general meeting within 5 days after the Board resolution is made; if the Board does not agree, it shall state the reasons and make an announcement.**

No.	Provision before the amendment	Provision after the amendments
99.	New article	**Article 74 When the audit committee proposes to convene an extraordinary general meeting, it shall submit the proposal to the Board of directors in writing. The Board of directors shall, in accordance with laws, administrative regulations, and the Articles of Association, provide written feedback indicating its agreement or disagreement within 10 days of receiving the proposal.** **If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of the general meeting within 5 days after the Board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the audit committee.** **If the Board disagrees with convening the extraordinary general meeting, or fails to provide feedback within 10 days of receiving the proposal, the Board shall be deemed as unable or unwilling to fulfill its duty to convene the general meeting. In such case, the audit committee may convene and preside over the meeting on its own.**

No.	Provision before the amendment	Provision after the amendments
100.	New article	**Article 76 Where the audit committee or shareholders decide to convene a general meeting on their own, they shall notify the board of directors in writing and file with the Shanghai Stock Exchange at the same time.** **The audit committee or the convening shareholders shall submit relevant supporting documents to the Shanghai Stock Exchange when issuing the notice of the general meeting and announcing the general meeting resolutions.** **Prior to the announcement of the general meeting resolutions, the shareholding ratio of the convening shareholders shall not be less than 10%.**
101.	New article	**Article 77 For a general meeting convened by the audit committee or shareholders on their own, the board of directors and the board secretary shall provide necessary cooperation. The board of directors shall provide the register of shareholders as of the shareholding record date.**
102.	New article	**Article 78 The necessary expenses for a general meeting convened by the audit committee or shareholders on their own shall be borne by the Company.**
103.	New article	**Article 79 Where the general meeting requires directors or senior management personnel to attend the meeting, such directors and senior management personnel shall attend and accept inquiries from shareholders.**

No.	Provision before the amendment	Provision after the amendments
104.	Article 77 The general meetings of shareholders shall be convened by the board of directors and presided over by the Chairman of the board. Where the chairman is unable or fails to perform his/her functions, the Vice chairman of the board shall preside the meeting. Where the vice chairman is unable or fails to perform his/her duties, then a director elected jointly by the majority of the directors shall preside the meeting. Where the board of directors is unable or fails to perform its duty to convene a general meeting of shareholders, the supervisory committee shall convene and preside the meeting in a timely manner. Where the supervisory committee does not convene and preside the meeting, any shareholders who individually or jointly hold 10% or more of the Company's shares for ninety (90) consecutive days or more may convene and preside the meeting on their own.	Article ~~77~~**80** ~~The general meetings of shareholders shall be convened by the board of directors and~~ **The board of directors shall convene the general meeting in a timely manner within the period prescribed by the Articles of Association. The general meeting shall be** presided over by the Chairman of the board. Where the chairman is unable or fails to perform his/her functions, the Vice chairman of the board shall preside the meeting. Where the vice chairman is unable or fails to perform his/her duties, then a director elected jointly by the ~~majority~~ **more than half** of the directors shall preside the meeting. ~~Where the board of directors is unable or fails to perform its duty to convene a general meeting of shareholders, the supervisory committee shall convene and preside the meeting in a timely manner. Where the supervisory committee does not convene and preside the meeting, any shareholders who individually or jointly hold 10% or more of the Company's shares for ninety (90) consecutive days or more may convene and preside the meeting on their own.~~ **The general meetings convened by the audit committee shall be presided over by the convener of the audit committee. If the convener is unable or unwilling to perform such duties, a member of the audit committee jointly elected by more than half of its members shall preside over the meeting.** **The general meetings convened by shareholders shall be presided over by the convener or a representative designated by the convener.** **If the general meeting cannot continue due to the violation of procedural rules by the meeting chairperson, the general meeting may, with the consent of shareholders holding more than half of the voting rights present at the meeting, elect another person to preside over the meeting and continue the proceedings.**

No.	Provision before the amendment	Provision after the amendments
105.	Article 78 The Chairman of the meeting shall be responsible for determining whether a resolution has been passed. His/Her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes. The Company shall make a public announcement on the resolution adopted in the general meeting of shareholders pursuant to applicable laws and the relevant requirements of the securities exchange on which the Company's shares are listed.	Delete
106.	Article 80 If votes are counted at a general meeting of shareholders, the result of the count shall be recorded in the minutes. The meeting records, together with the shareholders' attendance lists and proxy forms, shall be kept at the domicile of the Company.	Article **82** If votes are counted at a general meeting ~~of shareholders~~, the result of the count shall be recorded in the minutes. The meeting records, together with the shareholders' attendance lists and proxy forms, shall be kept at the domicile of the Company.
107.	Article 81 Copies of the minutes of proceedings shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests for a copy of such minutes from the Company, the Company shall send a copy of such minutes to him/her within seven(7) days upon the receipt of reasonable fees.	Delete
108.	**Chapter 10 Board of Directors**	**Chapter ~~10~~ 8 Board of Directors , Independent Directors, and Special Committees of the Board**
109.	**New article**	**Section 1 Board of Directors**

No.	Provision before the amendment	Provision after the amendments
110.	Article 90 The Company shall have a board of directors consisting of fifteen (15) directors. External directors shall account for one-half or more of the total number of directors in the board. There shall be one (1) Chairman and one (1) or two (2) Vice chairman in the board of directors. The board of directors shall set up special committees in respect of areas including strategy, audit, nomination, remuneration and appraisal. Such special committees shall be composed of directors, among which, in the audit, nomination, remuneration and appraisal committees, independent directors shall account for the majority and the convener shall be an independent director.	Article ~~90~~ 83 The Company shall have a board of directors consisting of fifteen ~~(15)~~ (18) directors. **Including one (1) employee representative director, the proportion of independent directors shall not be less than one-third of the members of the Board of Directors and shall include at least one (1) accounting professional. Directors of the Company may concurrently serve as senior management personnel, but the total number of directors who concurrently hold senior management positions and those who serve as employee representative directors shall not exceed one-half of the total number of directors.** ~~External directors shall account for one-half or more of the total number of directors in the board.~~ There shall be ~~one~~ (1) Chairman and ~~one~~ (1) or ~~two~~ (2) Vice chairman in the board of directors. **The Chairman and Vice Chairmen shall be elected by a majority of all directors.** ~~The board of directors shall set up special committees in respect of areas including strategy, audit, nomination, remuneration and appraisal. Such special committees shall be composed of directors, among which, in the audit, nomination, remuneration and appraisal committees, independent directors shall account for the majority and the convener shall be an independent director.~~

No.	Provision before the amendment	Provision after the amendments
111.	Article 91 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. Except for directors whose term of office will expire (or as elected by the board of directors), a written notice of the intent of candidates nominated for directors and the candidates' clear indication of their acceptance of nomination shall be delivered to the Company after the date of delivery of the notice of the general meeting of shareholders at which the director is to be elected and at least seven (7) days before the date of such meeting. The Chairman and Vice chairman of the board shall be elected or dismissed with the approval of the majority of all directors. The Chairman and Vice chairman shall have a term which is the same as that of other directors and is renewable upon re-election. The general meeting of shareholders may dismiss any director prior to the expiry of his/her term of office by adopting an ordinary resolution in accordance with relevant laws and administrative regulations (but the director' s right to raise any claim in accordance with any contract shall not be affected). If an independent director has failed to attend a board meeting personally on three consecutive occasions, or a director has neither attended the meeting personally nor appointed another director to attend on his/her behalf on two consecutive occasions, the board of directors shall propose in a general meeting of shareholders to remove and replace this director. Directors are not required to hold shares of the Company.	Article ~~91~~ 84 Directors **other than employee representative directors** shall be elected ~~at the general meeting of~~ **by** shareholders**. Employee representative directors shall be elected through the employee representative assembly, the general meeting of employees, or other democratic forms of election, and are not subject to approval by the general meeting of shareholders** and each **director** shall not exceed three (3) years, **commencing from the date of appointment and ending upon the expiry of the term of the current board of directors.** At the expiry of the term of office of a director, the term is renewable upon re-election. **If a director is not re-elected in a timely manner upon expiry of the term, the original director shall continue to perform the duties of a director in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until the new director assumes office.** ~~Except for directors whose term of office will expire (or as elected by the board of directors), a written notice of the intent of candidates nominated for directors and the candidates' clear indication of their acceptance of nomination shall be delivered to the Company after the date of delivery of the notice of the general meeting of shareholders at which the director is to be elected and at least seven (7) days before the date of such meeting.~~ ~~The Chairman and Vice chairman of the board shall be elected or dismissed with the approval of the majority of all directors. The Chairman and Vice chairman shall have a term which is the same as that of other directors and is renewable upon re-election.~~

No.	Provision before the amendment	Provision after the amendments
		~~The general meeting of shareholders may dismiss any director prior to the expiry of his/her term of office by adopting an ordinary resolution in accordance with relevant laws and administrative regulations (but the director' s right to raise any claim in accordance with any contract shall not be affected).~~ ~~If an independent director has failed to attend a board meeting personally on three consecutive occasions, or a director has neither attended the meeting personally nor appointed another director to attend on his/her behalf on two consecutive occasions, the board of directors shall propose in a general meeting of shareholders to remove and replace this director.~~ Directors are not required to hold shares of the Company.
112.	**New article**	**Article 85 Where a director fails to attend board meetings in person for two consecutive times and does not appoint another director to attend on his or her behalf, such director shall be deemed incapable of performing duties, and the board of directors shall propose to the shareholders that such director be removed. Attendance in person includes presence at the meeting in person or participation by means of communication.**

No.	Provision before the amendment	Provision after the amendments
113.	Article 92 A director may resign prior to the expiry of his/her term of office. In resigning his/her duties, a director shall submit a resignation report to the board of directors in writing. If the resignation of a director causes the number of board members of the Company to fall below the minimum number of members to form a quorum, the resignation of this director shall be effective only after the succeeding director has filled his/her vacancy. The board of directors shall call an extraordinary general meeting as soon as possible to elect a director to fill the vacancy caused by his/her resignation. Before the assumption of office by the re-elected director, the original director shall perform his/her duties as a director in accordance with the laws, administrative regulations and these Articles.	Article ~~92~~ 86 A director may resign prior to the expiry of his/her term of office. In resigning his/her duties, a director shall submit a resignation report to the company ~~the board of directors~~ in writing. **The resignation shall become effective on the date the Company receives the letter of resignation, and the Company shall disclose the relevant information within two (2) trading days.** If the resignation of a director causes the number of board members of the Company to fall below the minimum number of members to form a quorum~~, the resignation of this director shall be effective only after the succeeding director has filled his/her vacancy. The board of directors shall call an extraordinary general meeting as soon as possible to elect a director to fill the vacancy caused by his/her resignation.~~ Before the assumption of office by the re-elected director, the original director shall perform his/her duties as a director in accordance with the laws, administrative regulations and these Articles.
114.	Article 93 Independent directors shall account for one-third of the board members of the Company, of which at least one (1) person shall be an accounting professional. Independent directors shall faithfully discharge their duties to safeguard the interests of the Company, with particular focus on the protection of the legitimate rights and interests of the public shareholders. Independent directors shall perform their duties independently and shall not be affected by the major shareholders and de facto controller of the Company or any company or individual having interests in the Company and its major shareholders and de facto controller.	Delete

No.	Provision before the amendment	Provision after the amendments
115.	Article 94 The following basic requirements shall be met in order to be an independent director: (1) qualified to be a director of a listed company under the laws, administrative regulations and other relevant requirements; (2) has the independence required by relevant laws, administrative regulations and departmental provisions; (3) has the basic knowledge of the operation of a listed company, familiar with relevant laws, administrative regulations, provisions and rules; (4) has five (5) years or more of legal or financial experience or other experience in performing the duties of an independent director; and (5) other requirements provided in the Articles of Association.	Delete
116.	Article 95 The board of directors, the supervisory committee or shareholders who individually or jointly hold 1% or more of the issued shares of the Company may nominate candidates for independent directors who shall be determined by election in the general meeting of shareholders.	Delete

No.	Provision before the amendment	Provision after the amendments
117.	Article 96 Any material related party transaction or the engagement or dismissal of the accountants of the Company shall be submitted to the board of directors for consideration upon the approval by one-half or more of the independent directors. Independent directors shall seek the consent of one-half or more of the independent directors in submitting proposals to the board of directors for the convening of extraordinary general meetings and board meetings and in calling for the collection of voting rights from shareholders prior to convening of the general meeting of shareholders. Independent directors may, with the approval of all independent directors, appoint external audit and advisory bodies to audit and give advice on specific issues of the Company and the expenses incurred shall be borne by the Company.	Delete
118.	Article 97 Independent directors shall attend board meetings according to schedule in order to understand the production, management and operational conditions of the Company, undertake proactive investigations and have access to circumstances and information necessary for decision making. Independent directors shall submit to the Company' s annual general meeting of shareholders an annual report of all independent directors which shall describe their performance of duties.	Delete
119.	Article 98 The Company shall establish a system for independent directors and the secretary of the board of directors shall actively coordinate with independent directors in their performance of duties. The Company shall ensure that independent directors enjoy the right to access information same as that of other directors and provide them with relevant materials and information in a timely manner and reports of the Company' s operational conditions on a regular basis. When necessary, the Company may arrange independent directors for site inspection.	Delete

No.	Provision before the amendment	Provision after the amendments
120.	Article 99 The term of office of an independent director shall be the same as that of other directors. At the expiry of the term of office, the term is renewable upon re-election. However, the term of office upon re-election shall not be more than six (6) years. An independent director shall not be dismissed without any proper reason prior to expiry of his/her term of office. Where an independent director is dismissed before his/her term of office expires, the Company shall disclose the information as a special disclosure. The independent director who has been dismissed may make a public statement if he/she deems that his/her removal by the Company is on unreasonable grounds.	Delete
121.	Article 100 An independent director may resign prior to expiry of his/her term of office. In resigning his/her duties, an independent director shall submit a resignation report to the board of directors in writing to describe any circumstances relating to his/her resignation or any fact that he/she believes necessary to draw to the attention of the Company' s shareholders and creditors. If the resignation of an independent director causes the number of independent directors to fall below the minimum number of members to form a quorum, the independent director concerned shall continue to perform his/her duties pursuant to laws, administrative regulations and the provisions of these Articles before the assumption of office by the re-elected independent director. The board of directors shall convene a general meeting of shareholders to re-elect an independent director within two (2) months. In the case of failure to convene a general meeting of shareholders on time, the independent director concerned is not required to continue with his/her performance of duties.	Delete

No.	Provision before the amendment	Provision after the amendments
122.	Article 101 The board of directors shall be accountable to the general meeting of shareholders and shall assume the following functions and powers: (1) to be responsible for the convening of the general meeting of shareholders and to report on its work to shareholders in general meetings; (2) to implement resolutions of the general meeting of shareholders; (3) to determine the Company' s business plans and investment proposals; (4) to formulate the Company' s annual preliminary and final budgets; (5) to formulate the Company' s profit distribution plans and loss recovery plans; (6) to formulate proposals on the increase or reduction in the Company' s registered capital and the issuance of debentures of the Company;	Article ~~101~~ 87 The board of directors shall be accountable to ~~the general meeting of~~ shareholders and shall assume the following functions and powers: (1) ~~to be responsible for the~~ convening ~~of the general meeting of~~ shareholders and to report on its work to shareholders ~~in general meetings~~; (2) to implement resolutions of ~~the general meeting of~~ shareholders; (3) to determine the Company' s business plans and investment proposals; ~~(4) to formulate the Company' s annual preliminary and final budgets;~~ (~~5~~ 4) to formulate the Company' s profit distribution plans and loss recovery plans; (~~6~~ 5) to formulate proposals on the increase or reduction in the Company' s registered capital and ~~the issuance of debentures of the Company~~ **the issuance of debentures or other securities**; (~~7~~ 6) to draft plans for **material acquisitions, repurchase of the Company' s shares, or** the merger, division, dissolution or change in corporate form of the Company;

No.	Provision before the amendment	Provision after the amendments
	(7) to draft plans for the merger, division, dissolution or change in corporate form of the Company (8) to determine the Company' s internal management structure; (9) to appoint or remove the general manager of the Company, appoint or remove deputy general managers, Chief Financial Officer and General Counsel of the Company according to the recommendations of the general manager and decide on their remuneration matters; (10)to set forth the Company' s basic management system; (11) to formulate proposals for any amendment of the Articles of Association; (12) to set proposals for the amendment of the rules of procedures of the general meeting of shareholders;	**(7) to determine, within the scope of authorization granted by the shareholders' general meeting, matters such as external investment, acquisition or disposal of assets, pledge of assets, entrusted wealth management, related-party transactions, external donations, etc.** (8) to determine the Company' s internal management structure; ; (9) to decide to appoint or remove the general manager of the Company, **the secretary to the board of directors, and other senior management personnel, and to determine their remuneration and reward and punishment matters**; according to the recommendations of the general manager, **to decide to** appoint or remove deputy general managers, Chief Financial Officer, General Counsel **and other senior management personnel,** and decide on their remuneration matters **and reward and punishment matters**. (10) to set forth the Company' s basic management system; (11) to formulate proposals for any amendment of the Articles of Association **and appendix**; (12) ~~to set proposals for the amendment of the rules of procedures of the general meeting of shareholders;~~ **to manage matters relating to the Company' s information disclosure**.

No.	Provision before the amendment	Provision after the amendments
	(13) to determine matters on the Company' s external guarantee under applicable laws and within the scope of authorization of the Articles of Association; and (14) other functions and powers conferred by the Articles of Association or the general meeting of shareholders. Other than the board resolutions in respect of the matters specified in items (6), (7), (11) and (13) which shall be passed by the affirmative vote of two-thirds or more of the directors, the board resolutions in respect of all other matters may be passed by the affirmative vote of the majority of the directors.	(13) ~~to determine matters on the Company' s external guarantee under applicable laws and within the scope of authorization of the Articles of Association; and~~ **to submit proposals to the general meeting of shareholders on the appointment or replacement of the accounting firm responsible for auditing the Company ;** **(14) to hear the work reports of the general manager and examine the performance of the general manager** **(15) to review matters relating to external guarantees and financial assistance of the Company in accordance with relevant laws, regulations and the Articles of Association and its appendices.** (16) other functions and powers conferred by the **applicable laws, administrative regulations, the regulatory rules of the place where the Company is listed,** the Articles of Association, or the ~~general meeting of~~ shareholders. Other than the board resolutions in respect of the matters specified in items **(5)**, (6), ~~(7)~~ and (11) ~~(13)~~ which shall be passed by the affirmative vote of two-thirds or more of **all** the directors, the board resolutions in respect of all other matters may be passed by the affirmative vote of the majority of **all** the directors. **and Item (15), which shall be approved by no less than two-thirds of the directors present at the meeting.**

No.	Provision before the amendment	Provision after the amendments
	During the inter-sessional period of the board of directors, the chairman and vice chairman of the board may, as entrusted by the board of directors, jointly exercise some of the functions and powers of the board of directors which include:	~~During the inter-sessional period of the board of directors, the chairman and vice chairman of the board may, as entrusted by the board of directors, jointly exercise some of the functions and powers of the board of directors which include:~~
	(1) consideration and approval of motions on the establishment or cancellation of development and construction projects;	~~(1) consideration and approval of motions on the establishment or cancellation of development and construction projects;~~
	(2) consideration and approval of motions from the general manager on the appointment, removal and mobilization of the Company's departmental managers and the secondment of agency managers;	~~(2) consideration and approval of motions from the general manager on the appointment, removal and mobilization of the Company' s departmental managers and the secondment of agency managers;~~
	(3) consideration and approval of plans on the use of important funds;	~~(3) consideration and approval of plans on the use of important funds;~~
	(4) consideration and approval of motions on the establishment or cancellation of subsidiaries or branches; and	~~(4) consideration and approval of motions on the establishment or cancellation of subsidiaries or branches; and~~
	(5) consideration and approval of other particularly significant issues.	~~(5) consideration and approval of other particularly significant issues.~~

No.	Provision before the amendment	Provision after the amendments
123.	Article 102 All directors of the Company shall carefully treat and strictly control liability risks arising from external guarantee and shall adhere to the following principles in determining the Company' s issues on external guarantee: (1) the Company' s provision of guarantee for another party shall adhere to the principles of equality, voluntariness, fairness, integrity and mutual benefit; (2) prior to determining the provision of guarantee for another party or deciding to submit the relevant issue to the general meeting of shareholders for consideration, the Company shall have a full understanding of the credit status of the party to be guaranteed and shall conduct a comprehensive analysis of the impact of the guarantee issue on the interests and risk of the Company; (3) the Company can provide guarantee only to enterprises with good credit and proven repayment capacity; and (4) the Company shall observe the stipulations of applicable laws and shall not provide guarantee for any party that is prohibited to be guaranteed by the Company under the laws.	Article ~~102~~ 88 All directors of the Company shall carefully treat and strictly control liability risks arising from external guarantee and shall adhere to the following principles in determining the Company' s issues on external guarantee: (1) the Company' s provision of guarantee for another party shall adhere to the principles of equality, voluntariness, fairness, integrity and mutual benefit; (2) prior to determining the provision of guarantee for another party or deciding to submit the relevant issue to the general meeting of shareholders for consideration, the Company shall have a full understanding of the credit status of the party to be guaranteed and shall conduct a comprehensive analysis of the impact of the guarantee issue on the interests and risk of the Company; (3) the Company can provide guarantee only to enterprises with good credit and proven repayment capacity; and (4) the Company shall observe the stipulations of applicable laws and shall not provide guarantee for any party that is prohibited to be guaranteed by the Company under the laws.

No.	Provision before the amendment	Provision after the amendments
124.	Article 103 Unless otherwise prescribed in applicable laws and these Articles, the board of directors has the right to determine external guarantees in the amount of 5% to 20% of the Company' s net assets in the consolidated financial statements for the latest accounting year. The chairman and vice chairman of the board have the right to jointly determine external guarantees in the amount of less than 5% of the Company' s net assets in the consolidated financial statements for the latest accounting year.	Delete
125.	Article 105 In disposing fixed assets, if the expected value of the fixed assets to be disposed of and the total value of the fixed assets already disposed of in four (4) months before the proposal of such disposal jointly exceed 33% of the fixed assets value shown in the latest balance sheet reviewed by the general meeting of shareholders, the board of directors shall not dispose of or approve the disposal of such fixed assets prior to the approval by the general meeting of shareholders. The disposal of fixed assets referred to in this Article shall include the act of transferring certain rights and interests of assets, excluding the act of providing guarantee with fixed assets. The effectiveness of transactions concerning the disposal of fixed assets conducted by the Company shall not be subject to the first clause of this Article.	Delete

No.	Provision before the amendment	Provision after the amendments
126.	Article 106 The chairman of the board of directors shall exercise the following functions and power: (1) to preside over general meetings of shareholders and to convene and preside over the board of directors' meetings; (2) to 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 of the board is unable to perform his/her functions and powers, he/she may assign the vice chairman to act on his/her behalf.	Article ~~106~~ 90 The chairman of the board of directors shall exercise the following functions and power: (1) to preside over ~~general meetings of~~ shareholders and to convene and preside over the board of directors' meetings; (2) to **oversee** 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 of the board is unable **or fails** to perform his/her functions and powers, ~~he/she may assign the vice chairman to act on his/her behalf.~~ **The vice chairman shall perform his/her functionor behalf (If there are two or more vice chairmen, one of them shall be elected by a majority of the directors to perform such functions.** **When the vice chairman is unable or fails to perform his/her duties, a director shall be elected by a majority of the directors to perform such functions and powers.)**

No.	Provision before the amendment	Provision after the amendments
127.	Article 107 Board meetings shall be convened by the chairman of the board at least twice a year and an official notice in respect of the time and venue of the meeting shall be given to all directors in writing ten (10) days before the date of the meeting. Shareholders representing 10% or more of the voting shares, or the chairman of the board, or one-third or more of the members of the board of directors, or the supervisory committee, or the general manager of the Company may submit proposals to the board of directors for the convening of an extraordinary general meeting. The chairman of the board shall convene and preside over the board meetings within ten (10) days upon the receipt of such proposal from shareholders representing 10% or more of the voting shares, or one-third or more of the members of the board of directors, or the supervisory committee, or the general manager of the Company. The method and period of notification for the convening of regular and extraordinary board meetings: (1) Where the time and venue of regular board meetings have been specified in advance by the board of directors, the notice of meeting is not required.	Article ~~107~~ 91 Board meetings shall be convened by the chairman of the board at least twice a year and an official notice in respect of the time and venue of the meeting shall be given to all directors in writing ~~ten~~ (10) days before the date of the meeting. Shareholders representing 10% or more of the voting shares, ~~or the chairman of the board~~, or one-third or more of the members of the board of directors, ~~or the supervisory committee, or the general manager of the Company~~ **or audit committee** may submit proposals to the board of directors for the convening of an extraordinary general meeting. The chairman of the board shall convene and preside over the board meetings within ~~ten~~ (10) days ~~upon the receipt of such proposal from shareholders representing 10% or more of the voting shares, or one-third or more of the members of the board of directors, or the supervisory committee, or the general manager of the Company.~~ The method and period of notification for the convening of regular and extraordinary board meetings: (1) Where the time and venue of regular board meetings have been specified in advance by the board of directors, the notice of meeting is not required.

No.	Provision before the amendment	Provision after the amendments
	(2) Where the time and venue of regular board meetings have not been specified in advance by the board of directors, the chairman of the board shall give a notice of the time and venue of the meeting to all directors and supervisors at least ten (10) to thirty (30) days in advance. For extraordinary board meetings, the chairman of the board shall give a notice of the time and venue of the meeting to all directors and supervisors at least three (3) days in advance. However, those to be convened under emergency conditions shall not be subject to the relevant restriction on the notice period. The relevant notice of board meetings referred to above shall be given to all directors and supervisors by telex, telegraph, fax, express or registered mail or by hand. (3) The notice shall be given in Chinese, with English translation attached when necessary, and shall include the program and agenda of the meeting.	(2) Where the time and venue of regular board meetings have not been specified in advance by the board of directors, the chairman of the board shall give a notice of the time and venue of the meeting to all directors ~~and supervisors~~ at least ~~ten~~ (10) to ~~thirty~~ (30) days in advance. For extraordinary board meetings, the chairman of the board shall give a notice of the time and venue of the meeting to all directors ~~and supervisors~~ at least ~~three~~ (3) days in advance. However, those to be convened under emergency conditions shall not be subject to the relevant restriction on the notice period. The relevant notice of board meetings referred to above shall be given to all directors ~~and supervisors~~ by ~~telex, telegraph, fax, express or registered mail or by hand~~ **personal delivery, postal service, fax, or email, or by any other means recognized by the securities regulatory authorities and stock exchange at the company's place of listing or as stipulated in the Articles of Association**. (3) The notice shall be given in Chinese, with English translation attached when necessary, and shall include the program and agenda of the meeting.

No.	Provision before the amendment	Provision after the amendments
	(4) Where a director, who is present at the meeting, has not raised any objection that he/she has not been notified of the meeting before or at the meeting, such director shall be deemed to have notified of the meeting. (5) Regular or special board meetings may be held in the form of telephone conference or by means of similar communication facilities. So long as the directors who are present at the meeting can clearly listen to and communicate with other directors, all directors who are present at the meeting shall be deemed to have attended the meeting in person.	(4) Where a director, who is present at the meeting, has not raised any objection that he/she has not been notified of the meeting before or at the meeting, such director shall be deemed to have notified of the meeting. (5) Regular or special board meetings may be held in the form of telephone conference or by means of similar communication facilities. So long as the directors who are present at the meeting can clearly listen to and communicate with other directors, all directors who are present at the meeting shall be deemed to have attended the meeting in person. **Where there are other provisions in the laws, administrative regulations, the regulatory rules of the place where the Company is listed, or these Articles concerning regular meetings, extraordinary meetings, or notice periods of board meetings, such provisions shall prevail.**
128.	New article	**Article 92 The notice of a board meeting shall include the following information:** **(1) the date and venue of the meeting;** **(2) the duration of the meeting;** **(3) the purpose and agenda of the meeting; and** **(4) the date of issuance of the notice**
129.	Article 109 Board meetings shall be held only if the majority of the directors are present. Each director shall have one (1) vote. Board resolutions must be voted for by the majority of all directors.	Article ~~109~~ 94 Board meetings shall be held only if the majority of the directors are present. ~~Each director shall have one (1) vote.~~ Board resolutions must be voted for by the majority of all directors. **Each director shall have one vote when resolutions of the Board of Directors are voted upon**

No.	Provision before the amendment	Provision after the amendments
130.	New article	**Article 95 When a director is associated with any enterprise or individual involved in a matter to be resolved at a board meeting, such director shall promptly submit a written report to the Board of Directors. The director with such association shall not vote on the resolution, nor shall he/she exercise voting rights on behalf of other directors.** **The board meeting may be held with the attendance of a majority of non-associated directors, and resolutions shall be passed by more than half of such non-associated directors.** **If the number of non-associated directors attending the board meeting is fewer than three (3), the matter shall be submitted to the general meeting of shareholders for consideration**
131.	Article 110 Directors shall attend the board meeting in person. If a director is unable to attend the meeting in person due to some reasons, he/she may entrust another director in writing to attend the meeting on his/her behalf and the proxy letter shall specify the scope of the authority. The director who attends the board meeting on behalf of another director shall exercise the right of the entrusting party within the scope of authorization. If any director fails to attend the board meeting or entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have waived his/her voting rights at that meeting.	**Article ~~110~~ 96** Directors shall attend the board meeting in person. If a director is unable to attend the meeting in person due to some reasons, he/she may entrust another director in writing to attend the meeting on his/her behalf and the proxy letter shall specify **the name of the proxy, the matters entrusted,** the scope of authority**, and the validity period, and shall be signed or sealed by the appointer**. The director who attends the board meeting on behalf of another director shall exercise the right of the entrusting party within the scope of authorization. If any director fails to attend the board meeting or entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have waived his/her voting rights at that meeting.

No.	Provision before the amendment	Provision after the amendments
132.	Article 111 The board of directors shall take minutes of all decisions made on the matters discussed at a board meeting. Directors present at the meeting and the recorder shall sign their names on the minutes. Directors shall be responsible for the resolutions of board meetings. If any resolution adopted by a board meeting violates the laws, administrative regulations, the Articles of Association or the resolution of the general meeting of shareholders and causes the Company to suffer from significant losses, the directors who voted for the resolution shall be liable for compensation to the Company while the directors who are certified by the minutes of the meeting having voted against the resolution are not liable for the losses.	Article ~~111~~ 97 The board of directors shall take minutes of all decisions made on the matters discussed at a board meeting. Directors present at the meeting and the recorder shall sign their names on the minutes. **Minutes of board meetings shall be kept as part of the Company' s archives and shall be retained for a period of ten (10) years**. Directors shall be responsible for the resolutions of board meetings. If any resolution adopted by a board meeting violates the laws, administrative regulations, the Articles of Association or the resolution of the general meeting of shareholders and causes the Company to suffer from significant losses, the directors who voted for the resolution shall be liable for compensation to the Company while the directors who are certified by the minutes of the meeting having voted against the resolution are not liable for the losses.
133.	Article 112 If the board of directors has delivered a motion to all directors and the directors who have given their signatures for consent have reached the required quorum for making such decision pursuant to these Articles, such motion may become a board resolution and no board meeting is required.	Article ~~112~~ 98 If the board of directors has delivered a motion to all directors and the directors who have given their signatures for consent have reached the required quorum for making such decision pursuant to these Articles, such motion may become a board resolution ~~and no board meeting is required.~~ **Unless otherwise stated by a director on the resolution, the director' s signature on the resolution shall be deemed as consent to the resolution.**

No.	Provision before the amendment	Provision after the amendments
134.	New article	**Section 2 Independent director**
135.	New article	**Article 100 Independent directors shall diligently perform their duties in accordance with the laws, administrative regulations, the rules of the China Securities Regulatory Commission, the regulatory rules of the place where the Company is listed, and these Articles of Association. They shall play an active role in participating in decision-making, providing professional advice, and exercising oversight and checks and balances within the Board of Directors. Independent directors shall safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.**
136.	New article	**Article 101 Independent directors shall maintain their independence. They shall perform their duties independently and shall not be influenced by the Company, its major shareholders, actual controllers, or any entities or individuals that have an interest relationship with the Company or its major shareholders or actual controllers.**

No.	Provision before the amendment	Provision after the amendments
137.	New article	**Article 102 Independent directors, as members of the Board of Directors, owe fiduciary and due diligence duties to the Company and all shareholders, and shall prudently perform their duties. In addition to the powers conferred on directors under the Company Law, other relevant laws and regulations, and these Articles of Association, independent directors shall also exercise the following special powers:** **(1) Independently engage intermediary institutions to conduct audit, consultation, or verification on specific matters of the Company;** **(2) Propose to convene an extraordinary general meeting of shareholders;** **(3) Propose to convene a meeting of the Board of Directors;** **(4) Publicly solicit voting rights from shareholders in accordance with law;** **(5) Express independent opinions on matters that may harm the interests of the Company or minority shareholders;** **(6) Other powers stipulated by laws, administrative regulations, the China Securities Regulatory Commission, and these Articles of Association.** **The exercise of powers listed in Items (1) to (3) above shall be subject to the consent of more than half of all independent directors.** **The Company shall promptly disclose the exercise of the above powers by independent directors. If such powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons.**

No.	Provision before the amendment	Provision after the amendments
138.	New article	**Article 103 The Company shall convene independent directors' special meetings regularly or from time to time as necessary. The following matters shall be reviewed and approved by such meetings before being submitted to the Board of Directors:** **(1) Related party transactions that are required to be disclosed;** **(2) Proposals for the modification or waiver of commitments made by the listed company or related parties;** **(3) Decisions and measures made by the board of a target company in response to an acquisition;** **(4) Other matters as provided by applicable laws and regulations, the regulatory rules of the place where the Company is listed, and these Articles of Association.** **Independent directors' special meetings may also deliberate on other matters of the Company as needed.** **The special meeting shall be convened and chaired by an independent director elected by a majority of the independent directors. If such convener is unable or unwilling to perform his/her duties, two or more independent directors may convene the meeting and jointly elect one of them to preside over the meeting.** **Resolutions of such meetings shall be adopted by more than half of all independent directors. Meeting minutes shall be duly prepared, and independent directors' opinions shall be explicitly recorded. Independent directors shall sign the meeting minutes for confirmation.** **The Company shall provide necessary support and convenience for the convening of such special meetings.**

No.	Provision before the amendment	Provision after the amendments
139.	New article	**Article 104 The Company shall establish a system for independent directors, which specifically provides for the qualifications, nomination, election and replacement, duties and rights, and safeguards for the performance of duties by independent directors. Such system shall be implemented upon approval by the Board of Directors.**
140.	New article	**Section 3 Special Committees under the Board of Directors**
141.	The second paragraph of Article 90 in the original Articles of Association has been relocated to this provision	**Article 105 The board of directors shall set up special committees in respect of areas including strategy, audit, nomination, remuneration and appraisal. Such special committees shall be composed of directors, among which, in the audit, nomination, remuneration and appraisal committees, independent directors shall account for the majority and the convener shall be an independent director.**

No.	Provision before the amendment	Provision after the amendments
142.	New article	**Article 106 The special committees under the Board of Directors shall be accountable to the Board of Directors and shall perform their duties in accordance with the Articles of Association and the authority delegated by the Board. Proposals made by the committees shall be submitted to the Board of Directors for review and decision.** **Each committee shall primarily be responsible for providing opinions and recommendations to the Board on the following matters, and for undertaking other duties as prescribed by applicable laws and regulations, the regulatory rules of the place where the Company is listed, and the authority delegated by the Board of Directors:** **(1) The Strategy Committee shall be mainly responsible for studying the Company' s development strategies, major investment plans and projects, and other significant matters affecting the development of the Company, and for reviewing the implementation of the relevant matters.** **(2) The Audit Committee shall be mainly responsible for reviewing the Company' s financial information and its disclosure, supervising and evaluating internal and external audits and internal control, exercising the powers of the Supervisory Committee as prescribed in the Company Law, and performing other duties specified in the Articles of Association and its appendices.**

No.	Provision before the amendment	Provision after the amendments
		(3) The Nomination Committee shall be mainly responsible for formulating the selection criteria and procedures for directors and senior management personnel, and for selecting and reviewing the qualifications of candidates for directors and senior management positions. **(4) The Remuneration and Appraisal Committee shall be mainly responsible for formulating assessment standards for directors and senior management personnel and conducting such assessments, as well as for developing and reviewing policies and plans on their remuneration.**
143.	New article	**Article 107 The Company shall formulate rules of procedure for each special committee, which shall specify the composition, term of office of committee members, scope of responsibilities, rules of procedure, document retention, and other relevant matters, so as to regulate the operation of the special committees. Such rules shall be implemented upon approval by the Board of Directors.**
144.	**Chapter 11 Secretary of the Board of Directors**	**Chapter ~~11~~ 9 Secretary of the Board of Directors**
145.	Article 114 The Company shall have a secretary of the board of directors who is a senior officer of the Company.	Article ~~114~~ 108 The Company shall have a secretary of the board of directors who is a senior officer of the Company. **The Secretary to the Board of Directors shall be responsible for preparing general meetings of shareholders and board meetings, maintaining relevant documents, managing shareholder information of the Company, handling information disclosure matters, and other related affairs. The Secretary to the Board shall comply with the relevant provisions of laws, administrative regulations, departmental rules, and these Articles of Association.**

No.	Provision before the amendment	Provision after the amendments
146.	Article 115 The secretary of the board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be nominated by the board of directors. The main duties of the secretary are: (1) to ensure that the Company has complete organizational documents and records; (2) to ensure that the Company has prepared and delivered all reports and documents as required by the authorities in accordance with the laws; and (3) to ensure that the Company' s register of shareholders is properly created and those persons who have the right to access the Company' s records and documents can obtain such records and documents in a timely manner.	Article ~~115~~ 109 The secretary of the board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be nominated by the board of directors. The main duties of the secretary are: ~~(1) to ensure that the Company has complete organizational documents and records;~~ ~~(2) to ensure that the Company has prepared and delivered all reports and documents as required by the authorities in accordance with the laws; and~~ ~~(3) to ensure that the Company' s register of shareholders is properly created and those persons who have the right to access the Company' s records and documents can obtain such records and documents in a timely manner.~~ **(1) Be responsible for the Company' s information disclosure affairs, coordinate information disclosure work, organize the formulation of the Company' s information disclosure management system, and oversee the Company and relevant information disclosure obligors to comply with applicable disclosure regulations;** **(2) Be responsible for investor relations management and coordinate information communication between the Company and securities regulatory authorities, investors, actual controllers, intermediaries, media, and other stakeholders;**

No.	Provision before the amendment	Provision after the amendments
		(3) Organize and prepare meetings of the Board of Directors and general meetings of shareholders, attend such meetings and meetings of senior management, take minutes of board meetings, and sign such records; (4) Be responsible for the confidentiality of undisclosed Company information and, in the event of leakage of material undisclosed information, promptly report and disclose the matter to the stock exchange where the Company is listed in the PRC; (5) Monitor media coverage and proactively verify its accuracy; urge the Company and relevant parties to respond in a timely manner to inquiries from the securities regulatory authority of the place where the Company is listed; (6) Organize training for directors and senior management on relevant laws, regulations, and requirements of the securities regulatory authority of the Company' s place of listing; assist them in understanding their responsibilities in information disclosure;

No.	Provision before the amendment	Provision after the amendments
		(7) Urge directors and senior management to comply with laws, regulations, listing rules of the Company' s listing place, and the Articles of Association, and to honor their commitments; upon becoming aware of any actual or potential violation by the Company, directors, or senior management, provide timely reminders and report the matter truthfully to the stock exchange where the Company is listed in the PRC; **(8) Be responsible for managing changes in the Company' s shares and derivative securities;** **(9) Perform other duties required by laws, regulations, and the securities regulatory authorities of the place where the Company is listed.**
147.	Article 117 A director or other senior management personnel of the Company (excluding the Company' s supervisors) may serve concurrently as the secretary of the board of directors. Accountants of an accounting firm appointed by the Company shall not serve concurrently as the secretary of the board of directors. If an action is required to be taken by a director and the secretary of the board of directors respectively, a director who is also the secretary of the board shall not take such action in both capacities simultaneously.	Article ~~117~~ 111 A director or other senior management personnel of the Company ~~(excluding the Company' s supervisors)~~ may serve concurrently as the secretary of the board of directors. Accountants of an accounting firm appointed by the Company shall not serve concurrently as the secretary of the board of directors. If an action is required to be taken by a director and the secretary of the board of directors respectively, a director who is also the secretary of the board shall not take such action in both capacities simultaneously.

No.	Provision before the amendment	Provision after the amendments
148.	**Chapter 12 General Manager**	**Chapter ~~12~~ 10 General Manager**
149.	Article 119 The general manager shall be accountable to the board of directors and exercise the following functions and powers: (1) to be in charge of the production, operation and management of the Company, and to coordinate the implementation of resolutions of the board of directors; (2) to organize the implementation of the Company' s annual business plans and investment proposals; (3) to draft plans for the establishment of the Company' s internal management structure; (4) to draft the Company' s basic management system; (5) to formulate specific regulations of the Company; (6) to propose the appointment or dismissal of the Company' s deputy general managers, Chief Financial Officer and General Counsel; (7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; and (8) other powers conferred by the Articles of Association and the board of directors.	Article ~~119~~ 113 The general manager shall be accountable to the board of directors and exercise the following functions and powers: (1) to be in charge of the production, operation and management of the Company, and to coordinate the implementation of resolutions of the board of directors, **and report to the Board of Directors;** (2) to organize the implementation of the Company' s annual business plans and investment proposals; (3) to draft plans for the establishment of the Company' s internal management structure; (4) to draft the Company' s basic management system; (5) to formulate specific regulations of the Company; (6) to propose the appointment or dismissal of the Company' s deputy general managers, Chief Financial Officer and General Counsel; (7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; and (8) other powers conferred by the Articles of Association and the board of directors.

No.	Provision before the amendment	Provision after the amendments
150.	**Chapter 13 Supervisory Committee**	**The entire chapter is deleted**
151.	Article 122 The Company shall have a supervisory committee.	Delete
152.	Article 123 The supervisory committee shall comprise six (6) persons, of which two of them shall serve as the chairman and vice chairman of the supervisory committee respectively. External supervisors shall account for one-half or more of the total number of supervisors in the committee. The supervisory committee shall have a term of three (3) years and the term is renewable upon re-election. The election or removal of the chairman and vice-chairman of the supervisory committee shall be determined by two-thirds or more of the members of the supervisory committee.	Delete
153.	Article 124 The supervisory committee shall comprise four (4) shareholder representatives and two (2) representatives of workers and staff of the Company. Shareholder representatives shall be elected and removed by shareholders in general meetings while the election and removal of representatives of workers and staff shall be determined through democratic elections organized by the Company' s workers and staff.	Delete
154.	Article 125 Neither a director nor a senior officer of the Company may serve concurrently as a supervisor.	Delete
155.	Article 126 Supervisors' meetings shall be convened at least once every six months. A supervisor may propose for the convening of an extraordinary supervisors' meeting. The chairman of the supervisory committee is responsible to convene and preside over supervisors' meetings. Where the chairman is unable or fails to perform his/her duties, the vice chairman of the supervisory committee shall convene and preside over supervisors' meetings. Where the vice chairman is unable or fails to perform his/her duties, supervisors' meetings shall be convened and presided over by the majority of the supervisors.	Delete

No.	Provision before the amendment	Provision after the amendments
156.	Article 127 The supervisory committee shall be accountable to the general meeting of shareholders and exercise the following functions and powers in accordance with the laws: (1) to review the Company's financial position; (2) to supervise the performance of duties by the directors and senior management personnel and to advise on the dismissal of directors and senior management personnel who are in breach of the laws, administrative regulations, the Articles of Association and resolutions of the general meeting of shareholders; (3) to demand the directors, general manager and other senior management personnel to rectify their error if they have acted in a harmful manner to the Company's interest;	Delete

No.	Provision before the amendment	Provision after the amendments
	(4) to check and inspect the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the general meeting of shareholders and to authorize, in the Company's name, publicly certified and practicing accountants to assist in the review on such information should any doubt arise in respect thereof; (5) to check periodic reports of the Company as prepared by the board of directors and to give their opinion in writing; (6) to propose to convene an extraordinary general meeting and, where the board of directors fails to perform its duties to convene or preside a general meeting of shareholders, to convene or preside the general meeting of shareholders; (7) to represent the Company in negotiations with or in bringing actions against a director; (8) to conduct investigations when an abnormal operation of the Company is found and, when necessary, may appoint professional institutions, including accounting and legal firms, to assist its work; and (9) other functions and powers conferred by law, administrative regulations, the Articles of Associations and the general meeting of shareholders. Supervisors shall attend board meetings.	

No.	Provision before the amendment	Provision after the amendments
157.	Article 128 Resolutions of the supervisory committee shall be valid only when passed by the affirmative vote of two-thirds or more of the supervisors. Minutes shall be taken for supervisors' meetings and be signed by the attending supervisors and the recorder. Supervisors have the right to ask to keep their comments made at the meeting in the minutes. Minutes of the supervisors' meetings shall be kept properly as an important file of the Company.	Delete
158.	Article 129 All reasonable fees incurred in respect of the engagement of professionals, including lawyers, certified public accountants and practicing auditors, which are required by the supervisory committee in the exercise of its functions and powers shall be borne by the Company.	Delete
159.	Article 130 A supervisor shall perform his duties faithfully in accordance with the laws, administrative regulations and the provisions of the Articles of Association.	Delete
160.	**Chapter 14 Qualifications and Obligations of Directors, Supervisors, General Manager and Other Senior Management Personnel**	**Chapter ~~14~~ 11 Qualifications and Obligations of Directors, ~~Supervisors, General Manager and~~ Other Senior Management Personnel**

No.	Provision before the amendment	Provision after the amendments
161.	Article 131 A person may not serve as a director, supervisor, general manager or senior officer of the Company if any of the following circumstances apply: (1) a person who does not have or who has limited capacity for civil conduct; (2) a person who has been found guilty of for corruption, bribery, infringement or misappropriation of property or other crimes which destroy the social economic order, and the sentence is enforced for less than five (5) years or a person who has been deprived of his/her political rights and not more than five (5) years have elapsed since the sentence was served; (3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who are personally liable, where less than three (3) years have elapsed since the date of the cancellation of the business license;	Article ~~131~~ 116 A person may not serve as a director~~, supervisor, general manager~~ or senior officer of the Company if any of the following circumstances apply: (1) a person who does not have or who has limited capacity for civil conduct; (2) a person who has been found guilty of for corruption, bribery, infringement or misappropriation of property or other crimes which destroy the social economic order, ~~and the sentence is enforced for less than five (5) years~~ or a person who has been deprived of his/her political rights and not more than ~~five~~ (5) years have elapsed since the sentence was served; **or a person has been sentenced to probation and less than two years have elapsed since the expiration of the probation period** (3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than ~~three~~ (3) years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who are personally liable, where less than ~~three~~ (3) years have elapsed since the date of the cancellation of the business license **and has been ordered to close down;**

No.	Provision before the amendment	Provision after the amendments
	(5) a person who has a relatively large amount of debts which have become due and outstanding; (6) a person who is currently under investigation by the judicial authorities for violation of criminal law; (7) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise; (8) a person other than a natural person; and (9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five (5) years have elapsed since the date of such convictions.	(5) a person who has a relatively large amount of debts which have become due and outstanding **and has been identified by the people' s court as a person subject to enforcement for dishonesty** (6) a person who is currently under investigation by the judicial authorities for violation of criminal law; **(7) a person who has been subject to market entry restrictions imposed by the China Securities Regulatory Commission, and the restriction period has not yet expired;** **(8) a person who has been publicly deemed by a stock exchange as unsuitable to serve as a director or senior management personnel of a listed company, and the restriction period has not yet expired;** **(9) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;** **(10) a person other than a natural person; and** (11) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than ~~five~~ (5) years have elapsed since the date of such convictions. **(12) other circumstances as prescribed by laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company is listed.**

No.	Provision before the amendment	Provision after the amendments
162.	Article 132 Independent directors must have independence and the following people shall not act as an independent director: (1) persons employed by the Company or its subsidiaries and their immediate family members and major social connections (immediate family members mean spouse, parents and issues, etc. and major social connections mean siblings, parents-in-law, sons/daughters-in-law, spouse of siblings, siblings of spouse, etc.); (2) natural person shareholders who directly or indirectly hold 1% or more of the Company's issued shares or who are top ten shareholders and their immediate family members; (3) persons employed by the shareholder company who directly or indirectly hold 5% or more of the Company's issued shares or who are top five shareholders and their immediate family members; (4) persons who once belonged to the preceding three items in the past year; (5) persons who provide financial, legal or consulting service to the Company or its subsidiaries; and (6) other persons determined by the securities regulatory authority of the State Council.	Delete

No.	Provision before the amendment	Provision after the amendments
163.	Article 133 Where the directors, general manager and other senior management personnel of the Company act on behalf of the Company, the effectiveness of such act against any third party acting in good faith shall not be affected by the non-compliance in terms of incumbency, election or qualification of such person.	Delete
164.	Article 134 Apart from the obligations prescribed in the laws, administrative regulations or listing rules of the securities exchange where the Company' s shares are listed, the director, supervisor, general manager and other senior management personnel of the Company shall also assume the following obligations towards every shareholder, when exercising their functions and powers granted by the Company: (1) not operating business beyond the business scope specified in the Company' s business license; (2) acting in good faith with a view to maximize the Company' s interests; (3) not depriving the Company of its properties by any means, including (but not limited to) favorable opportunities for the Company; and (4) not depriving shareholders of personal rights and interests, including (but not limited to) the rights of distribution and voting, excluding the restructuring of the Company submitted to the general meeting of shareholders for approval pursuant to the Articles of Association.	Delete

No.	Provision before the amendment	Provision after the amendments
165.	Article 135 When exercising their rights or performing their obligations, the director, supervisor, general manager and other senior management personnel of the Company shall be responsible for behaving with prudence, diligence and skills a reasonably prudent person would exercise under similar circumstances.	Delete
166.	Article 136 When performing their duties, the director, supervisor, general manager and other senior management personnel of the Company shall observe the principle of good faith, and shall not place themselves in a position where their interest may conflict with their obligations. The principle includes (without limitation) the following obligations: (1) acting in good faith with a view to maximize the Company's interests; (2) exercising rights within the scope of authority, without exceeding such scope; (3) personally exercising the discretionary power without manipulated by other persons; the discretionary power shall not be assigned to any other person, unless as approved by law, administrative regulations, or the informed general meeting of shareholders;	Delete

No.	Provision before the amendment	Provision after the amendments
	(4) equally treating shareholders of the same class and fairly treating those of different class; (5) except as otherwise provided in the Articles of Association or approved by the informed general meeting of shareholders, not to sign contracts, conduct transactions or make arrangements with the Company; (6) without approval of the informed general meeting of shareholders, not to utilize the Company's property by any means for their own interests; (7) not to take advantage of the position to accept bribes or other illegal income, or misappropriate the property of the Company by any means, including (but not limited to) favorable opportunities for the Company; (8) without approval of the informed general meeting of shareholders, not to accept commissions related to the Company's transactions; (9) observing the Articles of Association, faithfully performing their responsibilities and protecting interests of the Company, and not to take advantage of their position and power to seek personal interests;	

No.	Provision before the amendment	Provision after the amendments
	(10) without approval of the informed general meeting of shareholders, not to compete with the Company by any means; (11) not to misappropriate the Company's funds or to lend such funds to other persons, not to deposit the Company's funds in the account opened in personal name or otherwise, or utilize the assets of the Company to provide guarantee for the personal debt of the Company's shareholders or other persons; and (12) without approval of the informed general meeting of shareholders, not to reveal the confidential information of the Company gained during their term of office; unless for the interest of the Company, not to take advantage of such information, however, in any one of the following circumstances; such information may be disclosed to the court or other governmental authorities: 1. provided by law; 2. required for public interests; and 3. required by the director, supervisor, general manager and other senior management personnel for his/her own interests.	

No.	Provision before the amendment	Provision after the amendments
167.	Article 137 The director, supervisor, general manager and other senior management personnel of the Company shall not instigate the following persons or institutions (collectively "related persons") to do anything that they are forbidden to do: (1) the spouse or minor children of the director, supervisor, general manager and other senior management personnel of the Company; (2) trustees of the director, supervisor, general manager and other senior management personnel of the Company and those specified in item (1) of this Article; (3) partners of the director, supervisor, general manager and other senior management personnel of the Company and those specified in items (1) and (2) of this Article; (4) companies in which the director, supervisor, general manager and other senior management personnel of the Company, whether alone or jointly with those specified in items (1), (2) and (3) of this Article or other directors, supervisors, general manager and other senior management personnel of the Company, has de facto controlling interest; and (5) the directors, supervisors, general managers and other senior management personnel of the controlled companies specified in item (4) of this Article.	Delete

No.	Provision before the amendment	Provision after the amendments
168.	New article	**Article 117 Directors and senior management personnel shall comply with laws, administrative regulations, and the Articles of Association, and owe the Company the following fiduciary duties:** **(1) shall not misappropriate Company assets or embezzle Company funds;** **(2) shall not open bank accounts in their own names or in the name of others to deposit Company funds;** **(3) shall not use their positions to solicit or accept bribes or other unlawful income;** **(4) shall not, without reporting to the Board of Directors or the general meeting and obtaining approval in accordance with the Articles of Association, directly or indirectly enter into contracts or conduct transactions with the Company;** **(5) shall not, without reporting to the Board of Directors or the general meeting and obtaining approval by resolution of the general meeting, take advantage of their positions to seek business opportunities that belong to the Company for themselves or others, unless such business opportunities cannot be utilized by the Company pursuant to laws, administrative regulations, or the Articles of Association;**

No.	Provision before the amendment	Provision after the amendments
		(6) shall not, without reporting to the Board of Directors or the general meeting and obtaining approval by resolution of the general meeting, operate for themselves or others any business similar to that of the Company; **(7) shall not accept commissions from counterparties in transactions with the Company and take such commissions as their own;** **(8) shall not disclose Company secrets without authorization;** **(9) shall not harm the interests of the Company by taking advantage of their related-party relationships;** **(10) shall comply with other fiduciary duties as prescribed by laws, administrative regulations, departmental rules, and these Articles of Association.** **Any income obtained by directors or senior management personnel in violation of this Article shall belong to the Company; where their performance of duties violates laws, administrative regulations, departmental rules, or the Articles of Association and causes losses to the Company, they shall be liable for compensation.** **The spouses and close relatives of directors and senior management personnel, as well as enterprises directly or indirectly controlled by them or their close relatives, and other related parties having associated relationships with them, shall also be subject to Item (4) of the first paragraph of this Article when entering into contracts or conducting transactions with the Company.**

No.	Provision before the amendment	Provision after the amendments
169.	New article	**Article 118 Directors and senior management personnel shall comply with the provisions of laws, administrative regulations, and these Articles of Association, and shall owe a duty of diligence to the Company. In performing their duties, they shall act in the best interests of the Company and exercise the level of care, prudence, and diligence that a reasonably prudent manager would exercise under similar circumstances. The duty of diligence owed by directors and senior management personnel includes the following:** **(1) They shall prudently, carefully, and diligently exercise the rights conferred upon them by the Company to ensure that the Company' s commercial activities comply with national laws, administrative regulations, and economic policies, and do not exceed the scope of business specified in the Company' s business license;** **(2) They shall treat all shareholders fairly;** **(3) They shall stay informed in a timely manner about the Company' s business operations and management status;** **(4) They shall provide written confirmation on the Company' s periodic reports, ensuring that the information disclosed by the Company is true, accurate, and complete;** **(5) They shall truthfully provide relevant information and materials to the Audit Committee, and shall not obstruct the Audit Committee in exercising its powers;** **(6) They shall perform other duties of diligence as prescribed by laws, administrative regulations, departmental rules, and these Articles of Association.**

No.	Provision before the amendment	Provision after the amendments
170.	Article 138 The obligations of good faith of the director, supervisor, general manager and other senior management personnel of the Company shall not necessarily terminate upon expiration of their term of office, and their obligations to hold the business secrets of the Company confidential shall remain valid after the expiration of their tenures of office. The duration of other obligations shall be decided in accordance with the principle of fairness, depending on the interval between the date when an event arises and the date when they leave their post, and depending on the circumstances and conditions under which their relationship with the Company terminates.	Article ~~138~~119 ~~The obligations of good faith of~~ the **resignation of** the director, ~~supervisor, general manager and other~~ senior management personnel of the Company ~~shall not necessarily terminate upon expiration of their term of office, and their obligations to hold the business secrets of the Company confidential shall remain valid after the expiration of their tenures of office.~~ **becomes effective or his/her term of office expires, he/she shall complete all handover procedures with the Board of Directors. The fiduciary duties owed by the director to the Company and its shareholders shall not be automatically discharged upon the expiration of his/her term of office or resignation.** The duration of other obligations shall be decided in accordance with the principle of fairness, depending on the interval between the date when an event arises and the date when they leave their post, and depending on the circumstances and conditions under which their relationship with the Company terminates.
171.	Article 139 The responsibilities borne by the director, supervisor, general manager and other senior management personnel of the Company due to violation of a certain obligation may be discharged by the informed general meeting of shareholders, with the exception of the circumstances specified in Article 46 of these Articles.	Delete

No.	Provision before the amendment	Provision after the amendments
172.	Article 140 Where the director, supervisor, general manager and other senior management personnel of the Company has direct or indirect material interest with the contracts, transactions or arrangements (except the employment contracts between the Company and its directors, supervisors, general manager and other senior management personnel) signed or planned by the Company, such person shall notify the board of directors of the nature and degree of the interest as soon as possible, regardless of whether such matter, in general, shall be subject to approval of the board of directors. Unless the interested directors, supervisors, general manager and other senior management personnel have informed the board of directors of the matter in accordance with the requirements specified in the preceding paragraph, and the board of directors has approved it at a meeting where such persons are neither included in the quorum nor participated in the voting, the Company has the right to cancel such contracts, transactions or arrangements, save the counterparty is an innocent party who is unaware of the violation of their obligations by the related directors, supervisors, general manager and other senior management personnel. When the related persons of the director, supervisor, general manager and other senior management personnel of the Company have an interest with a certain contract, transaction or arrangement, it shall be deemed that the director, supervisor, general manager and other senior management personnel have an interest as well.	Delete

No.	Provision before the amendment	Provision after the amendments
173.	Article 141 Before a contract, transaction or arrangement is first taken into consideration by the Company, if the interested directors, supervisors, general manager and other senior management personnel of the Company have notified the board of directors in writing form, declaring that because of the reasons specified in the notification, they have an interest with the contract, transaction or arrangement of the Company in the future, it shall be deemed that they have made the disclosure as required in the preceding article hereof, within the scope of the disclosure of the notification.	Delete
174.	Article 142 The Company shall not pay taxes for its directors, supervisors, general manager and other senior management personnel by any means.	Delete

No.	Provision before the amendment	Provision after the amendments
175.	Article 143 The Company shall not, directly or indirectly, provide loans or loan guarantee for the directors, supervisors, general manager and other senior management personnel of the Company and its holding company, nor shall it provide the same to their related persons. This Article shall be inapplicable to the following circumstances: (1) the Company provides loans or loan guarantee for its subsidiaries; (2) pursuant to the employment contracts approved by the general meeting of shareholders, the Company provides loans, loan guarantee or other funds for its directors, supervisors, general manager and other senior management personnel, to enable them to make payment for the Company or for the expenses arising from the performance of their duties; and (3) if the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may provide loans or loan guarantee for its directors, supervisors, general manager and other senior management personnel and their related persons in the ordinary course of its business on normal commercial terms.	Delete

No.	Provision before the amendment	Provision after the amendments
176.	Article 144 Where the Company provides loans in violation of the preceding article, the payee shall return the loans immediately, regardless of the loan conditions.	Delete
177.	Article 145 The Company shall be free of compulsory execution of the loan guarantee if it provides such loan guarantee in violation of the first clause of Article 139 of this Chapter, except for the following circumstances: (1) when providing loans to the related persons of the director, supervisor, general manager and other senior management personnel of the Company and its holding company, the provider is not aware of the circumstances; and (2) the collateral provided by the Company has been legally sold by the loan provider to a purchaser acting in good faith.	Delete
178.	Article 146 The guarantee referred to in the preceding article includes the activities whereby the guarantor bears the responsibility or provides property to ensure the obligation performance of the guarantee.	Delete

No.	Provision before the amendment	Provision after the amendments
179.	Article 147 In case when the director, supervisor, general manager and other senior management personnel of the Company violate their obligations towards the Company, apart from the rights and remedial measures provided by law and administrative regulations, the Company has the right to take the following measures: (1) requiring relevant directors, supervisors, general manager and other senior management personnel to compensate the Company for the losses resulted from their dereliction of duty; (2) cancelling any contract or transaction between the Company and relevant directors, supervisors, general manager and other senior management personnel and that between the Company and a third party (if the third party have known or should have known that the relevant directors, supervisors, general manager and other senior management personnel had violated their obligations towards the Company); (3) requiring relevant directors, supervisors, general manager and other senior management personnel to hand over the proceeds generated in violation of their obligations; (4) recovering related directors, supervisors, general manager and other senior management personnel for the funds that originally should be collected by the Company, including (but not limited to) commissions; and (5) requiring relevant directors, supervisors, general manager and other senior management personnel to return the interest generated by or possibly generated by the fund that originally should be turned over to the Company.	Delete

No.	Provision before the amendment	Provision after the amendments
180.	Article 148 With the prior approval of the general meeting of shareholders, the Company shall sign written contracts with its directors and supervisors in respect of compensation. The matter of compensation aforesaid includes: (1) compensation of directors, supervisors or senior management personnel of the Company (2) compensation of directors, supervisors or senior management personnel of the Company' s subsidiaries; (3) compensation of other services supporting the management of the Company and its subsidiaries; and (4) compensatory amounts for the loss of office or retirement of a director or supervisor. Except for the aforesaid contracts, the director and supervisor shall not file any lawsuit against the Company and claim the benefits they shall obtain for the foregoing matters.	Article ~~148~~ 120 ~~With the prior approval of the general meeting of shareholders, the Company shall sign written contracts with its directors and supervisors in respect of compensation. The matter of compensation aforesaid includes:~~ ~~(1) compensation of directors, supervisors or senior management personnel of the Company;~~ ~~(2) compensation of directors, supervisors or senior management personnel of the Company' s subsidiaries;~~ ~~(3) compensation of other services supporting the management of the Company and its subsidiaries; and~~ ~~(4) compensatory amounts for the loss of office or retirement of a director or supervisor.~~ ~~Except for the aforesaid contracts, the director and supervisor shall not file any lawsuit against the Company and claim the benefits they shall obtain for the foregoing matters.~~ **The Company shall enter into a written contract with its directors regarding their remuneration plans, which shall be subject to approval by the general meeting of shareholders. The remuneration plans for senior management personnel shall be approved by the Board of Directors and reported to the general meeting of shareholders for information.** **The Board of Directors shall determine the performance appraisal results of senior management personnel based on the recommendations made by the Remuneration and Appraisal Committee concerning the evaluation of remuneration and performance. The performance appraisal results of directors shall be subject to approval by the general meeting of shareholders.**

No.	Provision before the amendment	Provision after the amendments
181.	Article 149 The compensation contracts between the Company and its directors and supervisors shall provide that when the Company is acquired, with the prior approval of the general meeting of shareholders, directors and supervisors of the Company have the right to obtain the compensatory or other amounts to which they are entitled due to losing their post or retirement. The acquisition referred to above means any one of the following circumstances: (1) any person makes an offer of acquisition to all shareholders; and (2) any person makes an offer of acquisition with the aim to make the offer become the controlling shareholder of the Company. The controlling shareholder is defined in Article 47 hereof. If relevant directors and supervisors violate the provisions of this Article, any fund received by them shall be owned by the persons who accept the foregoing offer and sell their shares and meanwhile the directors and supervisors shall bear the expense incurred by allocation of the fund proportionally. The expenses shall not be subtracted from the fund.	Delete
182.	**Chapter 15 Financial and Accounting Systems and Profit Distribution**	**Chapter ~~15~~ 12 Financial and Accounting Systems and Profit Distribution**
183.	Article 150 The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and the provisions of PRC accounting standards formulated by the competent financial authority of the State Council.	Article ~~150~~ 121 The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and the provisions of PRC accounting standards **for Business Enterprises** formulated by the competent financial authority of the State Council.
184.	Article 152 The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by local governments and competent authorities require the Company to prepare.	Delete

No.	Provision before the amendment	Provision after the amendments
185.	Article 153 The Company shall make the financial report available at the Company for examination by its shareholders twenty (20) days prior to the convening of the annual general meeting of shareholders. Every shareholder of the Company has the right to obtain the financial report mentioned in this Chapter. The Company shall send the board of directors' report and the aforesaid report to each holder of overseas-listed foreign-invested shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual general meeting of shareholders, and the address registered in the register of shareholders shall be the address of the recipient. The directors' report and the financial report may also be sent to each holder of overseas-listed foreign-invested shares by such other ways as prescribed in these Articles.	Article ~~153~~ 123 The Company shall make the financial report available at the Company for examination by its shareholders ~~twenty~~ (20) days prior to the convening of the ~~annual~~ general meeting of shareholders. Every shareholder of the Company has the right to obtain the financial report mentioned in this Chapter. The Company shall send the board of directors' report and the aforesaid report to each holder of overseas-listed foreign-invested shares by pre-paid post at least ~~twenty-one~~ (21) days prior to the convening of the **annual** general meeting of shareholders, and the address registered in the register of shareholders shall be the address of the recipient. The directors' report and the financial report may also be sent to each holder of overseas-listed foreign-invested shares by such other ways as prescribed in these Articles.
186.	Article 154 The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with international accounting standards. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the notes of the financial statements. In distributing its profits after tax for the relevant accounting year, the lower of the two amounts shown in the aforesaid financial statements shall be adopted.	Article ~~154~~ 124 The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards **for Business Enterprises** and regulations, be prepared in accordance with ~~international accounting standards~~ **International Financial Report.** If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the notes of the financial statements. In distributing its profits ~~after tax~~ **distributable** for the relevant accounting year, the lower of the two amounts shown in the aforesaid financial statements shall be adopted.
187.	Article 155 Interim results, annual results or relevant financial information to be announced or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations and also in accordance with the international accounting standards.	Article ~~155~~ 125 Interim results, annual results or relevant financial information to be announced or disclosed by the Company shall be prepared in accordance with PRC accounting standards **for Business Enterprises** and regulations and also in accordance with ~~international accounting standards~~ **International Financial Report.**

No.	Provision before the amendment	Provision after the amendments
188.	Article 156 The Company shall publish its financial reports four (4) times in each accounting year, that is, the report for the first quarter shall be published within thirty (30) days after the end of the first three (3) months of each accounting year, the interim financial report shall be published within sixty (60) days after the end of the first six (6) months of each accounting year, the report for the third quarter shall be published within thirty (30) days after the end of the first nine (9) months of each accounting year, and the annual financial report shall be published within one hundred and twenty (120) days after the end of each accounting year.	Article ~~156~~ 126 ~~The Company shall publish its financial reports four (4) times in each accounting year, that is, the report for the first quarter shall be published within thirty (30) days after the end of the first three (3) months of each accounting year, the interim financial report shall be published within sixty (60) days after the end of the first six (6) months of each accounting year, the report for the third quarter shall be published within thirty (30) days after the end of the first nine (9) months of each accounting year, and the annual financial report shall be published within one hundred and twenty (120) days after the end of each accounting year.~~ **The Company shall, within four months from the end of each fiscal year, submit and disclose its annual report to the local office of the China Securities Regulatory Commission and the stock exchange.** **Within two months from the end of the first half of each fiscal year, the Company shall submit and disclose its interim report to the local office of the China Securities Regulatory Commission and the stock exchange.** **Within one month from the end of the first three months and the first nine months of each fiscal year, the Company shall submit and disclose its quarterly reports to the local office of the China Securities Regulatory Commission and the stock exchange.** **The aforementioned annual report, interim report, and quarterly reports shall be prepared in accordance with the relevant laws, administrative regulations, rules of the China Securities Regulatory Commission, and the rules of the stock exchange.**
189.	Article 157 The Company shall not have any account book except its statutory ones.	Article ~~157~~ 127 The Company shall not have any account book except its statutory ones. **The Company' s funds shall not be deposited into any account opened in the name of any individual.**

No.	Provision before the amendment	Provision after the amendments
190.	Article 159 In allocating dividends after taxes are paid in accordance with the provisions of the taxation law, the principle of the Company is: (1) The after-tax profits of the Company shall be first used for making up losses on the previous year. No profit shall be available for allocation before losses on the previous year are covered. Undistributed profits in the previous year may be incorporated into the profits of the current year for allocation. (2) After making up the losses, the Company's after-tax profits shall be allocated in the following order of priority pursuant to relevant laws: 1. contributing to the statutory reserve fund; 2. contributing to the discretionary reserve fund; and 3. paying dividends to shareholders of ordinary shares. (3) When allocating the after-tax profits of the current year, the Company shall allocate 10% of its profits to the statutory reserve fund. Where the accumulated statutory reserve fund of the Company has reached 50% or more of the registered capital of the Company, no allocation is needed. (4) The proposal for allocating profits to the discretionary reserve fund and for paying dividends to shareholders of ordinary shares mentioned in item (2) of this Article shall be drafted by the board of directors and shall be approved by shareholders in the general meeting.	Article ~~159~~ 129 In allocating dividends after taxes are paid in accordance with the provisions of the taxation law, the principle of the Company is: (1) The after-tax profits of the Company shall be first used for making up losses on the previous year. No profit shall be available for allocation before losses on the previous year are covered. Undistributed profits in the previous year may be incorporated into the profits of the current year for allocation. (2) After making up the losses, the Company's after-tax profits shall be allocated in the following order of priority pursuant to relevant laws: 1. contributing to the statutory reserve fund; 2. contributing to the discretionary reserve fund; and 3. paying dividends to shareholders of ordinary shares (3) When allocating the ~~after-tax~~ profits of the current year, the Company shall allocate 10% of its profits to the statutory reserve fund. Where the accumulated statutory reserve fund of the Company has reached 50% or more of the registered capital of the Company, no allocation is needed. (4) The proposal for allocating profits to the discretionary reserve fund and for paying dividends to shareholders of ordinary shares mentioned in item (2) of this Article shall be drafted by the board of directors and shall be approved by shareholders in the general meeting.

No.	Provision before the amendment	Provision after the amendments
191.	Article 161 The Company may pay cash dividends in any year when its earnings and accumulated undistributed profits are positive and its cash flows are sufficient for the normal conduct of business and sustainable development of the Company, provided that the profits to be distributed by the Company in cash shall, in principle, not be less than 50% of the distributable profits realized in that year as indicated in the consolidated accounts. Where the Company operates well and the Board believes that the Company' s share price does not match with its equity scale and that the distribution of cash dividends will be conducive to the interest of the Company and its shareholders as a whole, then subject to satisfying the condition for cash dividends as mentioned above, the Company may propose to profit distribution policy for cash dividends.	Article ~~161~~ 131 The Company may pay cash dividends in any year when its earnings and accumulated undistributed profits are positive and its cash flows are sufficient for the normal conduct of business and sustainable development of the Company, provided that the profits to be distributed by the Company in cash shall, in principle, not be less than 50% of the distributable profits realized in that year as indicated in the consolidated accounts. Where the Company operates well and the Board believes that the Company' s share price does not match with its equity scale and that the distribution of cash dividends will be conducive to the interest of the Company and its shareholders as a whole, then subject to satisfying the condition for cash dividends as mentioned above, the Company may propose to profit distribution policy for cash dividends.

No.	Provision before the amendment	Provision after the amendments
	The profit distribution plan of the Company shall be prepared by the management and submitted to the Board and the Board of Supervisors for approval. The Board shall fully discuss the reasonableness of the plan and submit its decision to the general meeting for approval. Where the Company decides not to pay cash dividends under special circumstances, the Board shall explain the reasons for not paying cash dividends and clarify the purpose of use of the Company' s retained earnings, its anticipated investment income, etc. Such clarification and explanation, along with the comments on them from the independent directors, shall be submitted to the general meeting for approval and to make disclosure. With respect to any adjustment to the Company' s profit distribution policy, the Board shall conduct a special discussion to demonstrate the reasons for such adjustment and form a report to be reviewed by the independent directors, which shall then be submitted to the general meeting for approval by way of special resolution. Where the Board does not propose distribution of cash dividends despite the profitability of the Company or where the Company adjusts its cash dividend policy, online voting shall be made accessible to the shareholders in determining such proposal(s). After the resolution in respect of the profit distribution plan is approved at the general meeting, the Board shall complete the distribution of dividends (or bonus shares) within two months after the meeting. The Company shall establish various channels of communication to grant the minority shareholders an opportunity to give their opinions on the Company' s profit distributions and the changes in the Company' s profit distribution policy.	The profit distribution plan of the Company shall be prepared by the management and submitted to the Board and ~~the Board of Supervisors~~ **the Audit Committee** for approval. The Board shall fully discuss the reasonableness of the plan and submit its decision to the general meeting for approval. Where the Company decides not to pay cash dividends under special circumstances, the Board shall explain the reasons for not paying cash dividends and clarify the purpose of use of the Company' s retained earnings, its anticipated investment income, etc. Such clarification and explanation, ~~along with the comments on them from the independent directors~~, shall be submitted to the general meeting for approval and to make disclosure. With respect to any adjustment to the Company' s profit distribution policy, the Board shall conduct a special discussion to demonstrate the reasons for such adjustment and form a report ~~to be reviewed by the independent directors~~, which shall then be submitted to the general meeting for approval by way of special resolution. Where the Board does not propose distribution of cash dividends despite the profitability of the Company or where the Company adjusts its cash dividend policy, online voting shall be made accessible to the shareholders in determining such proposal(s). After the resolution in respect of the profit distribution plan is approved at the general meeting, the Board shall complete the distribution of dividends (or bonus shares) within two months after the meeting. The Company shall establish various channels of communication to grant the minority shareholders an opportunity to give their opinions on the Company' s profit distributions and the changes in the Company' s profit distribution policy.

No.	Provision before the amendment	Provision after the amendments
192.	New article	**Article 134 The Company shall implement an internal audit system, which shall specify the leadership structure, duties and authorities, staffing, funding, application of audit results, and accountability mechanisms for internal audit work.** **The internal audit system of the Company shall be implemented upon approval by the Board of Directors and shall be disclosed to the public.**
193.	New article	**Article 135 The internal audit department of the Company shall supervise and inspect matters relating to the Company' s business operations, risk management, internal control, and financial information.**
194.	New article	**Article 136 The internal audit department shall be accountable to the Board of Directors.** **During the process of supervising and inspecting the Company' s business operations, risk management, internal control, and financial information, the internal audit department shall be subject to the supervision and guidance of the Audit Committee. If the internal audit department discovers any material issues or leads, it shall report them directly to the Audit Committee without delay.**
195.	New article	**Article 137 The internal audit department shall be responsible for organizing and implementing the internal control evaluation of the Company. Based on the evaluation report issued by the internal audit department and reviewed by the Audit Committee, together with relevant materials, the Company shall issue an annual internal control evaluation report.**

No.	Provision before the amendment	Provision after the amendments
196.	New article	**Article 138 The internal audit department shall actively cooperate and provide necessary support and assistance when the Audit Committee communicates with external audit institutions such as accounting firms and national audit authorities.**
197.	New article	**Article 139 The Audit Committee shall participate in the performance appraisal of the head of the internal audit department.**
198.	**Chapter 16 Appointment of Accounting Firms**	**Chapter ~~16~~ 13 Appointment of Accounting Firms**
199.	Article 164 The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State to audit or review the financial reports of the Company.	**Article ~~164~~140** ~~The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State to audit or review the financial reports of the Company.~~ **The Company shall engage an accounting firm that meets the requirements of the Securities Law to perform audit services for its financial statements, verification of net assets, and other related consultancy services. The term of engagement shall be one year and may be renewed.**
200.	Article 165 The term of appointment of the accounting firm shall begin at the close of the current annual general meeting of shareholders and end at the close of the next annual general meeting of shareholders.	Delete

No.	Provision before the amendment	Provision after the amendments
201.	Article 166 The accounting firm appointed by the Company shall enjoy the following rights: (1) examining the books, records and vouchers of the Company at any time, and requiring the directors, general manager or other senior management personnel of the Company to provide relevant information and explanations; (2) requiring the Company to adopt all reasonable measures to obtain from its subsidiaries information and explanations that are required for the performance of duties; and (3) attending the general meeting of shareholders, receiving notice of general meeting of shareholders or other information in relation to the general meeting of shareholders and giving speeches at the meeting with regard to matters involving its duties as an accounting firm appointed by the Company.	**Article ~~166~~141** ~~The accounting firm appointed by the Company shall enjoy the following rights:~~ ~~(1) examining the books, records and vouchers of the Company at any time, and requiring the directors, general manager or other senior management personnel of the Company to provide relevant information and explanations;~~ ~~(2) requiring the Company to adopt all reasonable measures to obtain from its subsidiaries information and explanations that are required for the performance of duties; and~~ ~~(3) attending the general meeting of shareholders, receiving notice of general meeting of shareholders or other information in relation to the general meeting of shareholders and giving speeches at the meeting with regard to matters involving its duties as an accounting firm appointed by the Company.~~ **The Company shall ensure that it provides the engaged accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports, and other accounting materials. The Company shall not refuse, conceal, or provide false information.**
202.	Article 167 If a vacancy occurs on the post of accounting firm, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the general meeting of shareholders. Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.	Delete

No.	Provision before the amendment	Provision after the amendments
203.	Article 168 The general meeting of shareholders may decide to dismiss an accounting firm by adopting ordinary resolution before the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Company. If the relevant accounting firm has the right to make claim to the Company due to its dismissal, such right shall not be affected.	Delete
204.	Article 169 The compensation of the accounting firm or the method of determining the compensation shall be decided by the general meeting of shareholders. The compensation of the accounting firm appointed by the board of directors shall be decided by the board of directors.	Article ~~169~~142 ~~The compensation of the accounting firm or the method of determining the compensation shall be decided by the general meeting of shareholders. The compensation of the accounting firm appointed by the board of directors shall be decided by the board of directors.~~ **The audit fees of the accounting firm shall be determined by the general meeting of shareholders.**

No.	Provision before the amendment	Provision after the amendments
205.	Article 170 The decision on engaging, dismissing or not renewing the appointment of an accounting firm shall be made by the general meeting of shareholders, and reported to the securities regulatory authority of the State Council for filing. If the general meeting of shareholders plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm appointed by the board of directors to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions must be satisfied: (1) The relevant proposal on engagement or dismissal shall be sent to the accounting firm proposed to be engaged or proposing to leave the post or the firm which has left the post in the relevant accounting year before the issuance of the notice of general meeting of shareholders. (2) If the accounting firm about to leave the post makes a written statement, and asks the Company to inform the shareholders of its statement, unless the time of receiving the written statement is too late, the Company must adopt the following measures: 1. stating in the notice issued for making resolutions that the accounting firm about to leave the post has made a statement; and 2. sending the duplicate copy of the statement in the form of an attachment to the notice to shareholders in a way stipulated by the Articles of Association.	**Article** ~~170~~**143** ~~The decision on engaging, dismissing or not renewing the appointment of an accounting firm shall be made by the general meeting of shareholders, and reported to the securities regulatory authority of the State Council for filing.~~ ~~If the general meeting of shareholders plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm appointed by the board of directors to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions must be satisfied:~~ ~~(1) The relevant proposal on engagement or dismissal shall be sent to the accounting firm proposed to be engaged or proposing to leave the post or the firm which has left the post in the relevant accounting year before the issuance of the notice of general meeting of shareholders.~~ ~~(2) If the accounting firm about to leave the post makes a written statement, and asks the Company to inform the shareholders of its statement, unless the time of receiving the written statement is too late, the Company must adopt the following measures:~~ ~~1. stating in the notice issued for making resolutions that the accounting firm about to leave the post has made a statement; and~~ ~~2. sending the duplicate copy of the statement in the form of an attachment to the notice to shareholders in a way stipulated by the Articles of Association.~~

No.	Provision before the amendment	Provision after the amendments
.	(3) If the Company fails to send the statement of the relevant accounting firm according to the provisions of item (2) of this Article, the accounting firm may ask the statement be read at the general meeting of shareholders and make further appeal. (4) An accounting firm about to leave the post has the right to attend the following meetings: 1. general meeting of shareholders at which its term of office shall expire; 2. general meeting of shareholders at which the vacancy due to its dismissal is to be filled up; and 3. general meeting of shareholders convened due to its resignation from its post. The accounting firm about to leave the post has the right to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches at the aforesaid meetings with regard to matters involving its duties as the previous accounting firm appointed by the Company.	~~(3) If the Company fails to send the statement of the relevant accounting firm according to the provisions of item (2) of this Article, the accounting firm may ask the statement be read at the general meeting of shareholders and make further appeal. (4) An accounting firm about to leave the post has the right to attend the following meetings:~~ ~~1. general meeting of shareholders at which its term of office shall expire;~~ ~~2. general meeting of shareholders at which the vacancy due to its dismissal is to be filled up; and~~ ~~3. general meeting of shareholders convened due to its resignation from its post.~~ ~~The accounting firm about to leave the post has the right to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches at the aforesaid meetings with regard to matters involving its duties as the previous accounting firm appointed by the Company.~~ **The appointment, dismissal, or non-renewal of an accounting firm by the Company shall be subject to the approval of more than half of all members of the Audit Committee, followed by review and approval by the Board of Directors, and shall ultimately be decided by the general meeting of shareholders. The Board of Directors shall not appoint any accounting firm before a resolution is passed by the general meeting of shareholders**.

No.	Provision before the amendment	Provision after the amendments
206	Article 171 Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm has the right to make representations at the general meeting of shareholders. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company. An accounting firm may resign its office by depositing at the Company' s legal domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements: 1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or 2. a statement of any such circumstances.	Article ~~171~~ 144 Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm has the right to make representations at the general meeting of shareholders. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company. ~~An accounting firm may resign its office by depositing at the Company' s legal domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:~~ ~~1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or~~ ~~2. a statement of any such circumstances.~~

No.	Provision before the amendment	Provision after the amendments
207.	The Company shall send copies of the aforesaid written notice to relevant competent authorities within fourteen (14) days from the date of receiving the aforesaid notice. If the notice carries the statements mentioned in item (2) of the preceding clause, the Company shall deposit the duplicate copy of the statements in the Company for shareholders' reference. The Company shall also send the duplicate copy of the aforesaid statements to each shareholder of overseas-listed foreign-invested shares by prepaid post, and the address registered in the register of shareholders shall be the address of the recipient. If the resignation notice of an accounting firm carries any statement stated in item (2) above, the accounting firm may ask the board of directors to convene an extraordinary general meeting of shareholders to listen to its explanation on relevant circumstances of its resignation.	~~The Company shall send copies of the aforesaid written notice to relevant competent authorities within fourteen (14) days from the date of receiving the aforesaid notice. If the notice carries the statements mentioned in item (2) of the preceding clause, the Company shall deposit the duplicate copy of the statements in the Company for shareholders' reference. The Company shall also send the duplicate copy of the aforesaid statements to each shareholder of overseas-listed foreign-invested shares by prepaid post, and the address registered in the register of shareholders shall be the address of the recipient.~~ ~~If the resignation notice of an accounting firm carries any statement stated in item (2) above, the accounting firm may ask the board of directors to convene an extraordinary general meeting of shareholders to listen to its explanation on relevant circumstances of its resignation.~~
	Chapter 17 Merger and Division	**Chapter ~~17~~14 Merger and Division**
208.	Article 172 For a merger or division of the Company, the board of directors shall put forward a proposal, and the formalities for approval shall be handled according to law after the proposal has been adopted according to the procedures specified in these Articles. Shareholders who oppose the Company' s merger or division plans have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders and shall be sent by prepaid post to holders of the overseas-listed foreign-invested shares. The address registered in the register of shareholders shall be the address of the recipient.	Delete

No.	Provision before the amendment	Provision after the amendments
209.	Article 173 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date of adoption of the resolution on the merger and shall publish a public announcement in newspaper within thirty (30) days from the date of the resolution. After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.	Article ~~173~~ 145 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. **Where the consideration paid for a merger does not exceed 10% of the Company' s net assets, the merger may be conducted without a resolution of the general meeting of shareholders, unless otherwise provided in these Articles of Association.** **A merger conducted without a resolution of the general meeting pursuant to the preceding paragraph shall be subject to a resolution of the Board of Directors.** In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ~~ten~~ (10) days from the date of adoption of the resolution on the merger and shall publish a public announcement in newspaper **or through the National Enterprise Credit Information Publicity System** within ~~thirty~~ (30) days from the date of the resolution. **Creditors may, within 30 days from the date of receipt of the notice, or within 45 days from the date of the public announcement if no such notice is received, request the Company to settle its debts or provide corresponding guarantees.** After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.

No.	Provision before the amendment	Provision after the amendments
210.	Article 174 In the case of a division of the Company, its assets shall be divided accordingly. In the case of a division of the Company, the parties to the division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date of adoption of the resolution on the division and shall publish a public notice in newspaper within thirty (30) days from the date of the resolution. The companies which exist after the division shall be jointly and severally liable for the debts of the Company prior to the division, except when the Company has reached a written agreement on debt settlement with the creditors before the division.	Article ~~174~~ 146 In the case of a division of the Company, its assets shall be divided accordingly. In the case of a division of the Company, ~~the parties to the division shall execute a division agreement and~~ shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within (10) days from the date of adoption of the resolution on the division and shall publish a public notice in newspaper **or through the National Enterprise Credit Information Publicity System** within (30) days from the date of the resolution. The companies which exist after the division shall be jointly and severally liable for the debts of the Company prior to the division, except when the Company has reached a written agreement on debt settlement with the creditors before the division.
211.	**Chapter 18 Dissolution and Liquidation**	**Chapter ~~18~~15 Dissolution and Liquidation**

No.	Provision before the amendment	Provision after the amendments
212.	Article 176 The Company shall be dissolved and liquidated according to law upon the occurrence of any one of the following events: (1) the period of business expires; (2) a resolution regarding the dissolution is passed by the general meeting of shareholders; (3) dissolution is necessary due to a merger or division of the Company; (4) the Company is legally declared insolvent due to its failure to repay debts as they become due; (5) the Company is revoked of its business license, ordered to be closed down or deregistered according to law; and (6) where the Company encounters serious difficulties in its operation and management, its continued existence causes material harm to shareholders' interest, and the problems could not be solved through other means, the Company is dissolved by the people' s court according to law upon the request of shareholders who hold 10% or more of all voting shares of the Company.	Article ~~176~~148 The Company shall be dissolved and liquidated according to law upon the occurrence of any one of the following events: (1) **Upon** expiration of the business term **as prescribed in these Articles of Association or occurrence of other dissolution events as provided herein.** (2) a resolution regarding the dissolution is passed by the general meeting of shareholders; (3) dissolution is necessary due to a merger or division of the Company; (4) the Company is legally declared insolvent due to its failure to repay debts as they become due; (5) the Company is revoked of its business license, ordered to be closed down or deregistered according to law; and (6) where the Company encounters serious difficulties in its operation and management, its continued existence causes material harm to shareholders' interest, and the problems could not be solved through other means, the Company is dissolved by the people' s court according to law upon the request of shareholders who hold 10% or more of all voting shares of the Company.

No.	Provision before the amendment	Provision after the amendments
213.	Article 177 Where the Company is dissolved due to items (1), (2), (5) and (6) of the preceding article, a liquidation committee shall be formed within fifteen (15) days from the date of occurrence of the reason for the dissolution and the members of the liquidation committee shall be determined by the general meeting of shareholders through ordinary resolution. Where the Company is dissolved due to item (4) of the preceding article, the people' s court shall, in accordance with relevant legal provisions, organize the shareholders and relevant bodies and professionals to form a liquidation committee to carry out liquidation.	Article ~~177~~ 149 Where the Company falls under the circumstances set out in Items (1) or (2) of the preceding Article but has not yet distributed its assets to shareholders, it may continue to exist by amending these Articles of Association or by a resolution of the general meeting of shareholders. Amendments to these Articles of Association or resolutions of the general meeting made pursuant to the preceding paragraph shall be passed by shareholders representing not less than two-thirds of the voting rights held by the shareholders present at the general meeting. Where the Company is dissolved due to items (1), (2), (5) and (6) of the preceding article, **it shall undergo liquidation. The directors shall be the obligors of liquidation and shall,** a liquidation committee shall be formed within ~~fifteen~~ (15) days from the date of occurrence of the reason for the dissolution ~~and the members of the liquidation committee shall be determined by the general meeting of shareholders through ordinary resolution.~~ Where the Company is dissolved due to item (4) of the preceding article, the people' s court shall, in accordance with relevant legal provisions, organize the shareholders and relevant bodies and professionals to form a liquidation committee to carry out liquidation.

No.	Provision before the amendment	Provision after the amendments
214.	Article 178 If the board of directors decides that the Company shall carry out liquidation (except for liquidation resulting from the Company' s declaration of bankruptcy), it shall state in the notice of general meeting of shareholders convened for this purpose that the board of directors has conducted comprehensive investigation on the Company' s conditions and believes that the Company is able to pay off all its debts within twelve (12) months following the commencement of liquidation. The functions and powers of the board of directors of the Company shall terminate immediately when the general meeting of shareholders adopts the resolution on liquidation. The liquidation committee shall follow the directions of the general meeting of shareholders to report on its income and expenditures, the Company' s business and progress of liquidation at least once a year to the general meeting of shareholders and make a final report to the general meeting of shareholders at the end of liquidation.	Delete

No.	Provision before the amendment	Provision after the amendments
215.	Article 179 The liquidation committee shall inform its creditors within ten (10) days from the date of its establishment, and shall publish a public announcement in newspaper within sixty (60) days from the date of its establishment. The liquidation committee shall register the creditors' rights.	Article ~~179~~ 150 The liquidation committee shall inform its creditors within ~~ten~~(10) days from the date of its establishment, and shall publish a public announcement in newspaper **or through the National Enterprise Credit Information Publicity System** within ~~sixty~~ (60) days from the date of its establishment. ~~The liquidation committee shall register the creditors' rights.~~ **Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the notice, or within 45 days from the date of the public announcement if no such notice is received.** **When declaring their claims, creditors shall provide relevant details of the claims and submit supporting documents. The liquidation committee shall register the claims accordingly.** **During the period for declaration of claims, the liquidation committee shall not make any repayment to creditors.**

No.	Provision before the amendment	Provision after the amendments
216.	Article 180 The liquidation committee shall exercise the following functions and powers during the period of liquidation: (1) to categorize the Company' s assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify the creditors or to publish public announcements; (3) to dispose of and liquidate any unfinished businesses of the Company; (4) to pay all outstanding taxes and taxes incurred in the course of liquidation; (5) to settle claims and debts; (6) to deal with the surplus assets remaining after repayment by the Company of its debts; and (7) to represent the Company in any civil proceedings.	Article ~~180~~ 151 The liquidation committee shall exercise the following functions and powers during the period of liquidation: (1) to categorize the Company' s assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify the creditors or to publish public announcements; (3) to dispose of and liquidate any unfinished businesses of the Company; (4) to pay all outstanding taxes and taxes incurred in the course of liquidation; (5) to settle claims and debts; (6) to **distribute** ~~deal with~~ the surplus assets remaining after repayment by the Company of its debts; and (7) to represent the Company in any civil proceedings.

No.	Provision before the amendment	Provision after the amendments
217.	Article 181 After the liquidation committee has sorted the Company' s assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and submit it to the general meeting of shareholders or the people' s court for confirmation. The Company' s assets shall be used to pay off its debts in the following order: (1) outstanding workers' and staff salaries, social insurance premiums and statutory compensatory amounts for the three (3) years before the date of liquidation; (2) outstanding and additional taxes, funds and other payables that should be settled in accordance with applicable administrative regulations; and (3) bank loans, debentures and other debts. Any surplus assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding article shall be distributed to its shareholders according to the class of shares and the proportion of shares held. The Company shall continue to exist during the period of liquidation. However, it shall not conduct any business activities having no relevance to liquidation.	Article ~~181~~ 152 After the liquidation committee has sorted the Company' s assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and submit it to the general meeting of shareholders or the people's court for confirmation. The Company's assets shall be used to pay off its debts in the following order: (1) outstanding workers' and staff salaries, social insurance premiums and statutory compensatory amounts for the three (3) years before the date of liquidation; (2) outstanding and additional taxes, funds and other payables that should be settled in accordance with applicable administrative regulations; and (3) bank loans, debentures and other debts. Any surplus assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding article shall be distributed to its shareholders according to the class of shares and the proportion of shares held. The Company shall continue to exist during the period of liquidation. However, it shall not conduct any business activities having no relevance to liquidation.

No.	Provision before the amendment	Provision after the amendments
218.	Article 182 In the case of liquidation as a result of dissolution of the Company, if the liquidation committee, having sorted the Company' s assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the people' s court forthwith for a declaration of bankruptcy of the Company. Upon the declaration of bankruptcy of the Company by the people' s court, the liquidation committee shall hand over the liquidation matters to the people' s court.	Article ~~182~~ 153 In the case of liquidation as a result of dissolution of the Company, if the liquidation committee, having sorted the Company' s assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the people' s court forthwith for ~~a declaration of~~ bankruptcy of the Company. ~~Upon the declaration of bankruptcy of the Company by the people' s court~~ **After a bankruptcy petition is accepted by the People' s Court,** the liquidation committee shall hand over the liquidation matters to the **bankruptcy administrator appointed by** the People' s Court.
219.	Article 183 Upon the completion of liquidation, the liquidation committee shall prepare a liquidation report and an income and expenditure statement and financial account for the period of liquidation and, after they are certified by a Chinese certified public accountant, submit them to the general meeting of shareholders or the relevant competent authority for confirmation. The liquidation committee shall, within thirty (30) days from the date of confirmation by the general meeting of shareholders or the relevant competent authority, submit the aforesaid documents to the company registration authority for cancellation of the Company' s registration and announce the Company' s termination.	Article ~~183~~ 154 Upon the completion of liquidation, the liquidation committee shall prepare a liquidation report and an income and expenditure statement and financial account for the period of liquidation and, after they are certified by a Chinese certified public accountant, submit them to the general meeting of shareholders or the relevant competent authority for confirmation. The liquidation committee shall, within thirty (30) days from the date of confirmation by the general meeting of shareholders or the relevant competent authority, submit the aforesaid documents to the company registration authority for cancellation of the Company' s registration and announce the Company' s termination.
220.	**Chapter 19 Procedures for Amendment of the Articles of Association**	**Chapter ~~19~~16 Procedures for Amendment of the Articles of Association**

No.	Provision before the amendment	Provision after the amendments
221.	Article 184 The Company may make amendments to the Articles of Association in accordance with law, administrative regulations and the provisions of the Articles of Association.	Article ~~184~~ 155 ~~The Company may make amendments to the Articles of Association in accordance with law, administrative regulations and the provisions of the Articles of Association.~~ **The Company shall amend its Articles of Association under any of the following circumstances:** **1. Where amendments to the Company Law or other relevant laws or administrative regulations cause any provisions of the Articles of Association to conflict with such amended laws or regulations;** **2. Where changes occur in the Company' s circumstances, resulting in inconsistency with matters recorded in the Articles of Association;** **3. Where the general meeting of shareholders resolves to amend the Articles of Association.**

No.	Provision before the amendment	Provision after the amendments
222.	Article 185 Amendment of the Articles of Association involving the contents of the Mandatory Provisions shall become effective upon the approval of the department responsible for the examination and approval of companies as authorized by the State Council. Those involving the registered particulars of the Company shall be made for the change in registration in accordance with law.	Article ~~185~~ 156 ~~Amendment of the Articles of Association involving the contents of the Mandatory Provisions shall become effective upon the approval of the department responsible for the examination and approval of companies as authorized by the State Council.~~ **Where any amendment to the Articles of Association approved by the general meeting of shareholders is subject to approval by the competent authority, such amendment shall be submitted to the competent authority for approval.** Those involving the registered particulars of the Company shall be made for the change in registration in accordance with law.
223.	New article	**Article 157 The Board of Directors shall amend the Articles of Association in accordance with the resolution of the general meeting of shareholders and the approval opinion of the relevant competent authority.** **Where the amendments to the Articles of Association involve matters required by laws or regulations to be disclosed, such matters shall be publicly announced in accordance with applicable provisions.**

No.	Provision before the amendment	Provision after the amendments
224.	**Chapter 20 Notice**	**Chapter ~~20~~17 Notice**
225.	Article 186 (1) Notices, materials or written statements which are issued by the Company to shareholders may be delivered in any of the following ways: (a) by hand; (b) by mail; (c) by facsimile transmission or e-mail; (d) by way of announcement; (e) by posting on the websites designated by the Company and/or the stock exchanges; (f) by such other means as previously agreed by the Company or the addressee or as recognized by the addressee after receiving the notice; or (g) by such other means as recognized by securities regulators and stock exchanges in places where the Company's securities are listed or as provided for in these Articles.	Article 158 **The Company's notices and announcements shall comply with the provisions of laws, administrative regulations, the regulatory rules of the place where the Company is listed, and the Articles of Association:** (1) Notices, materials or written statements which are issued by the Company ~~to shareholders~~ may be delivered in any of the following ways: (a) by hand; (b) by mail; (c) by facsimile transmission or e-mail; (d) by way of announcement; (e) by posting on the websites designated by the Company and/ or the stock exchanges; (f) by such other means as previously agreed by the Company or the addressee or as recognized by the addressee after receiving the notice; or (g) by such other means as recognized by securities regulators and stock exchanges in places where the Company』s securities are listed or as provided for in these Articles. (2) If sent by mail, the notice shall be deemed delivered to the recipient when it is clearly addressed, postage pre-paid and put into envelopes before being posted by mail and shall be deemed received by the recipient in five (5) working days from the date of delivery of the mail.

No.	Provision before the amendment	Provision after the amendments
	(2) If sent by mail, the notice shall be deemed delivered to the recipient when it is clearly addressed, postage pre-paid and put into envelopes before being posted by mail and shall be deemed received by the recipient in five (5) working days from the date of delivery of the mail. (3) Notices, instructions, documents, materials or written statements which are issued by the shareholders or directors to the Company shall be deposited or delivered by registered mail to the Company's legal domicile or the registered agent of the Company. (4) Notices, instructions, documents, materials or written statements which are issued by the shareholders or directors to the Company may be proven to have delivered within the specified period under normal postal conditions based upon the date of delivery of such mails and may be proven to have arrived when they are clearly addressed and postage pre-paid. With regard to the exercise of power in terminating the delivery of dividend warrants by mail, if a dividend warrant has not been exercised, such power shall be exercised only when the dividend warrant has not been exercised for two consecutive occasions. However, such power may be exercised after the dividend warrant has withdrawn due to the failure in reaching the recipient in the first occasion.	(3) Notices, instructions, documents, materials or written statements which are issued by the shareholders or directors to the Company shall be deposited or delivered by registered mail to the Company』s legal domicile or the registered agent of the Company. (4) Notices, instructions, documents, materials or written statements which are issued by the shareholders or directors to the Company may be proven to have delivered within the specified period under normal postal conditions based upon the date of delivery of such mails and may be proven to have arrived when they are clearly addressed and postage pre-paid. With regard to the exercise of power in terminating the delivery of dividend warrants by mail, if a dividend warrant has not been exercised, such power shall be exercised only when the dividend warrant has not been exercised for two consecutive occasions. However, such power may be exercised after the dividend warrant has withdrawn due to the failure in reaching the recipient in the first occasion.

No.	Provision before the amendment	Provision after the amendments
	With regard to the exercise of power in disposing shares held by untraceable shareholders, such power shall be exercised only when the following provisions are met: (1) dividends have been distributed in respect of the relevant shares at least three (3) times within twelve (12) years and no person has claimed the dividends during such period; and (2) upon the end of the twelve (12) years, an advertisement is published by the Company in newspaper describing its intent to dispose the shares and the Hong Kong Stock Exchange is being notified.	With regard to the exercise of power in disposing shares held by untraceable shareholders, such power shall be exercised only when the following provisions are met: (1) dividends have been distributed in respect of the relevant shares at least three (3) times within twelve (12) years and no person has claimed the dividends during such period; and (2) upon the end of the twelve (12) years, an advertisement is published by the Company in newspaper describing its intent to dispose the shares and the Hong Kong Stock Exchange is being notified.

No.	Provision before the amendment	Provision after the amendments
226.	**Chapter 21 Settlement of Disputes**	**Whole chapter is deleted**
227.	Article 187 (1) Whenever any disputes or claims arises between holders of overseas-listed foreign-invested shares and the Company, or between holders of overseas-listed foreign-invested shares and the directors, supervisors, managers or other senior management personnel of the Company, or between holders of overseas-listed foreign-invested shares and holders of domestic-invested shares in respect of any disputes or claims in relation to the affairs of the Company as a result of any rights or obligations arising from the Articles of Association, the Company Law or other relevant laws or administrative regulations, such disputes or claims shall be referred by the relevant parties to arbitration. Where a dispute or claim of rights aforesaid is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the settlement of such dispute or claim, shall, where such person is the Company or the Company' s shareholder, director, supervisor, general manager or other senior management personnel, comply with the decisions made in the arbitration. Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be settled by arbitration.	Delete

No.	Provision before the amendment	Provision after the amendments
	(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre. (3) Unless otherwise provided in the laws and administrative regulations, the laws of the People's Republic of China shall apply for any disputes or claims referred to in item (1) which are settled by way of arbitration. (4) The judgment of the arbitral body shall be final and binding on all parties.	

No.	Provision before the amendment	Provision after the amendments
228.	Article 188 It shall be the responsibility of the board of directors to interpret these Articles. Issues not covered in these Articles shall be dealt with in accordance with the relevant provisions of laws, administrative regulations, departmental rules, and securities regulatory rules in places where the Company' s securities are listed, taking into account the actual circumstances of the Company. In the event of any conflict between these Articles and any newly promulgated and implemented or amended laws, administrative regulations, departmental rules and regulations, or the relevant securities regulatory rules of the places where the Company' s securities are listed, the latter shall prevail. These Articles are written in Chinese and English and, in case of any divergence, the Chinese version shall prevail. The Chinese version is binding and enforceable by law.	Article 188 It shall be the responsibility of the board of directors to interpret these Articles. Issues not covered in these Articles shall be dealt with in accordance with the relevant provisions of laws, administrative regulations, departmental rules, and ~~securities~~ regulatory rules in places where the Company's securities are listed, taking into account the actual circumstances of the Company. In the event of any conflict between these Articles and any newly promulgated and implemented or amended laws, administrative regulations, departmental rules and regulations, or the relevant ~~securities~~ regulatory rules of the places where the Company's securities are listed, the latter shall prevail. These Articles are written in Chinese and English and, in case of any divergence, the Chinese version shall prevail. The Chinese version is binding and enforceable by law.

No.	Provision before the amendment	Provision after the amendments
1.	Article 15 Shares which the Company issues to domestic investors for subscription in Renminbi are called domestic-invested shares. Shares which the Company issues to foreign investors for subscription in foreign currencies are called foreign-invested shares. Foreign-invested shares which are listed overseas are called overseas-listed foreign-invested shares.	Article 17 Shares which the Company issues to domestic investors for subscription in Renminbi are called domestic-invested shares. Shares which the Company issues to foreign investors for subscription in foreign currencies are called foreign-invested shares. ~~Foreign-invested shares which are listed overseas are called overseas-listed foreign-invested shares.~~ **Except as otherwise provided by applicable laws, administrative regulations and/or the regulatory rules of the place where the Company is listed, domestic shares and foreign shares shall not be deemed as different classes of shares.**
2.	Article 76 Shareholders requiring for the convening of an extraordinary general meeting or a class meeting shall take the following procedures: (1) Two (2) or more shareholders representing a total of 10% or more shares carrying the right to vote at the meeting to be convened may sign one or more written requests of the same format and contents, with the agenda of the meeting clearly indicated, to be submitted to the board of directors for the convening of an extraordinary general meeting or a class meeting. The board of directors shall forthwith convene the extraordinary general meeting or class meeting upon the receipt of the written request aforesaid. The number of holding shares referred to above shall be calculated based upon the date of submission of the shareholders' written requests.	Article 75 ~~Shareholders requiring for the convening of an extraordinary general meeting or a class meeting shall take the following procedures:~~ (1) ~~Two (2) or more~~ shareholders ~~representing a total of~~ **who individually or jointly hold** 10% or more **of the total** shares carrying the right to vote at the **general** meeting to be convened may ~~sign one or more written requests of the same format and contents, with the agenda of the meeting clearly indicated, to be submitted to~~ **request** the board of directors ~~for the convening of~~ **to convene** an extraordinary general meeting ~~or a class meeting~~ **by submitting a written request to the board of directors**. The board of directors**, in accordance with laws, administrative regulations, the regulatory rules of the place where the Company is listed, and the Articles of Association,** shall ~~forthwith~~ **provide a written response on whether or not to** convene the extraordinary general meeting ~~or class meeting~~ **within 10 days** upon the receipt of the written request aforesaid. The number of holding shares referred to above shall be calculated based upon the date of submission of the shareholders' written requests.

No.	Provision before the amendment	Provision after the amendments
	(2) If the board of directors has not delivered the notice for the convening of the meeting within thirty (30) days upon the receipt of the written request aforesaid, shareholders requiring such may call the meeting on their own within four (4) months upon the receipt of such request by the board of directors. The meeting shall be conducted in a manner which is as similar as possible to that of general meetings of shareholders convened by the board of directors. Where a meeting is convened by shareholders on their own due to the board of directors' failure to convene the meeting in response to the request referred to above, reasonable expenses incurred shall be borne by the Company and the same shall be deducted from the Company's payables to any director who is guilty of dereliction of duty.	~~(2) If the board of directors has not delivered the notice for the convening of the meeting within thirty (30) days upon the receipt of the written request aforesaid, shareholders requiring such may call the meeting on their own within four (4) months upon the receipt of such request by the board of directors. The meeting shall be conducted in a manner which is as similar as possible to that of general meetings of shareholders convened by the board of directors.~~ **If the board of directors agrees to convene an extraordinary general meeting, it shall issue the notice of the general meeting within 5 days after the board resolution is made. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.** **If the board of directors does not agree to convene an extraordinary general meeting, or fails to provide a response within 10 days after receiving the request, shareholders who individually or jointly hold 10% or more of the total voting shares of the Company shall have the right to propose to the audit committee to convene an extraordinary general meeting, and such request shall be submitted to the audit committee in writing.**

No.	Provision before the amendment	Provision after the amendments
		If the audit committee agrees to convene the extraordinary general meeting, it shall issue the notice of the general meeting within 5 days after receiving the request. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders. **If the audit committee fails to issue the general meeting notice within the prescribed time limit, it shall be deemed as the audit committee's refusal to convene and preside over the meeting. In such case, shareholders who have individually or jointly held 10% or more of the total voting shares of the Company for more than 90 consecutive days may convene and preside over the meeting themselves.** ~~Where a meeting is convened by shareholders on their own due to the board of directors' failure to convene the meeting in response to the request referred to above, reasonable expenses incurred shall be borne by the Company and the same shall be deducted from the Company's payables to any director who is guilty of dereliction of duty.~~
3.	**Chapter 9 Special Procedures for Voting by a Class of Shareholders**	**Delete the whole chapter.**
4.	Article 82 Shareholders who hold different classes of shares shall be class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association.	Delete
5.	Article 83 Rights conferred on any class shareholder shall not be varied or abrogated except with the approval of a special resolution of shareholders in a general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Article 83 to 87.	Delete

No.	Provision before the amendment	Provision after the amendments
6.	Article 84 The following circumstances shall be deemed to be variation or abrogation of the rights attaching to a particular class of shares: (1) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting or distribution rights or privileges equal or superior to those of the shares of that class; (2) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class; (3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of that class; (4) to reduce or remove preferential rights attached to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;	Delete

No.	Provision before the amendment	Provision after the amendments
7.	Article 85 Affected class shareholders, whether or not otherwise having the right to vote at the general meeting of shareholders, shall have the right to vote at class meetings in respect of matters concerning items (2) to (8) and items (11) to (12) of Article 82 hereof, but interested shareholders shall not be entitled to vote at such class meetings. The interested shareholder referred to in the preceding paragraph means: (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company on a pro rata basis or by way of public dealing on a securities exchange pursuant to Article 25 hereof, an "interested shareholder" is a controlling shareholder as defined in Article 47 hereof; (2) in the case of a repurchase of shares by way of a contractual agreement outside the securities exchange pursuant to Article 25 hereof, an "interested shareholder" is a holder of the shares to which the proposed agreement relates; and (3) in the case of a restructuring of the Company, an "interested shareholder" is a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interest of the shareholders of that class.	Delete

No.	Provision before the amendment	Provision after the amendments
8.	Article 86 Resolutions of a class of shareholders shall be passed by votes representing two-thirds or more of the voting rights of shareholders of that class represented at the relevant meeting who, according to Article 83, are entitled to vote thereat.	Delete
9.	Article 87 A written notice of a class meeting in respect of the matters to be considered at such meeting as well as the date and the place of the class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five (45) days before the date of the class meeting. A shareholder who intends to attend the class meeting shall deliver his/her written reply in respect thereof to the Company twenty (20) days before the date of the class meeting. If the shareholders who intend to attend such class meeting represent one-half or more of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matter to be considered as well as the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.	Delete
10.	Article 88 Notice of class meetings need only be delivered to shareholders entitled to vote thereat. Class meetings shall be conducted in a manner which is as similar as possible to that of general meetings of shareholders. Provisions of the Articles of Association relating to the manner for the conduct of general meetings of shareholders are also applicable to class meetings	Delete

No.	Provision before the amendment	Provision after the amendments
11.	Article 89 Apart from the holders of other classes of shares, the holders of domestic-invested shares and overseas-listed foreign-invested shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its issued and outstanding domestic-invested shares and overseas-listed foreign-invested shares; and (2) where the Company's plan to issue domestic-invested shares and overseas-listed foreign-invested shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities regulatory authority of the State Council.	Delete

No.	Provision before the amendment	Provision after the amendments
1.	**Rules of Procedure for the General Meeting of Shareholders of Huaneng Power International, Inc.**	**Rules of Procedure for the General Meeting ~~of~~ ~~Shareholders~~ of Huaneng Power International, Inc.**
2.	**CHAPTER 1 GENERAL PROVISIONS**	**CHAPTER 1 GENERAL PROVISIONS**
3.	Article 1 In order to safeguard the legitimate interests of Huaneng Power International, Inc. (hereinafter referred to as the "Company") and its shareholders, to specify the duties, responsibilities and permission right of the shareholders' general meetings, to ensure the proper, efficient and smooth operation of the shareholders' general meeting and to ensure the shareholders' general meeting exercises its functions and powers according to law, these Rules are formulated according to the "Company Law of the People's Republic of China" (hereinafter referred to as "Company Law"), "Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas", "Standards for the Governance of Listed Companies" and "Rules for General Meetings of Listed Companies" and the Articles of Association of Huaneng Power International, Inc. (hereinafter referred to as "Articles of Association").	Article 1 In order to safeguard the legitimate interests of Huaneng Power International, Inc. (hereinafter referred to as the "Company") and its shareholders, to **regulate the Company's conduct and** specify the duties, responsibilities and permission right of the ~~shareholders'~~ general meetings, to ensure the proper, efficient and smooth operation of the shareholders' general meeting and to ensure the shareholders' general meeting exercises its functions and powers according to law, these Rules are formulated according to the "Company Law of the People's Republic of China" (hereinafter referred to as "Company Law"), ~~"Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas",~~ **"Securities Law of the People's Republic of China**" (hereinafter referred to as the "**Securities Law"),** "Standards for the Governance of Listed Companies" and "Rules for General Meetings of Listed Companies" and the Articles of Association of Huaneng Power International, Inc. (hereinafter referred to as "Articles of Association").
4.	Article 2 These Rules apply to the general meetings of the Company and shall be binding on the Company, all shareholders, authorised proxies of the shareholders, directors, supervisors and other relevant personnel present at the meeting.	Article 2 These Rules apply to **matters relating to the convening, proposal submission, notification, and holding of** the general meetings of the Company and shall be binding on the Company, all shareholders, authorised proxies of the shareholders, directors, ~~supervisors~~ **senior management personnel** and other relevant personnel present at the meeting.

No.	Provision before the amendment	Provision after the amendments
5.	Article 3 The board of directors of the Company shall convene the general meeting in strict compliance with requirements for convening general meetings as set out in the relevant laws and regulations and the Articles of Association. The board of directors shall not hinder the proper exercise of the power and authority of general meeting.	Article 3 ~~The board of directors of the Company shall convene the general meeting in strict compliance with requirements for convening general meetings as set out in the relevant laws and regulations and the Articles of Association. The board of directors shall not hinder the proper exercise of the power and authority of general meeting.~~ **The Company shall convene the general meeting in strict accordance with the provisions of laws, administrative regulations, the regulatory rules of the place where the Company is listed, the Articles of Association, and these rules, to ensure that shareholders can exercise their rights in accordance with the law.** **The board of directors shall diligently perform its duties and conscientiously organize the general meeting in a timely manner. All directors of the Company shall act with due diligence and responsibility to ensure the proper convening of the general meeting and the lawful exercise of its powers.**
6.	Article 4 Shareholders who legally and validly holds the shares of the Company are entitled to attend the general meeting in person or by proxy, and is entitled to enjoy the rights of speech, requisition, and voting, etc. Shareholders or their proxies who attend the general meeting shall comply with the relevant laws and regulations, the Articles of Association and the rules stipulated herein and shall take initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.	Integrate into Article 24 below.
7.	Article 5 The Capital Market Department of the Company is responsible for organizing the holding of general meeting and the relevant matters.	Article 4 The Capital Market Department of the Company is responsible for organizing the holding of general meeting and the relevant matters.

No.	Provision before the amendment	Provision after the amendments
8.	Article 6 The convening of general meeting shall follow the general principle of simplicity and shall not provide extra economic benefit to the shareholders (and their proxies) who have attended the general meeting.	Adjust to Article 29 below.
9.	Article 7 Those matters which in accordance with laws, administrative regulations and the Articles of Association shall be determined at the shareholders' general meeting shall then be considered at the general meeting, so as to protect shareholders' right of determination on such matters. If necessary and in reasonable circumstances, in case that the details of the matters to be resolved cannot be determined at the general meeting, the shareholders may authorize the board of directors to make relevant decision within the scope of authority conferred by the shareholders. For the shareholders' authorization to the board of directors on ordinary resolutions, it shall be approved by more than one-half of the voting rights of the shareholders who attend (including their proxies) the general meeting. For the shareholders' authorization on special resolutions, it shall be approved by more than two-third of the voting right of the shareholders who attend (including their proxies) the general meeting. The authorization shall be clear and specific. The general meeting shall exercise its functions and powers to the extent as permitted by the Company Law. It shall not interfere with shareholders in respect of their own rights.	Article 5 Those matters which in accordance with laws, administrative regulations, **the regulatory rules of the place where the Company is listed,** and the Articles of Association shall be determined at the ~~shareholders'~~ general meeting shall then be considered at the general meeting, so as to protect shareholders' right of determination on such matters. If necessary and in reasonable circumstances, in case that the details of the matters to be resolved cannot be determined at the general meeting, the shareholders may authorize the board of directors to make relevant decision within the scope of authority conferred by the ~~shareholders~~ **general meeting**. **However, the general meeting shall not delegate to the board of directors any powers that are legally required to be exercised by the general meeting itself.** For the ~~shareholders~~ **general meeting**' authorization to the board of directors on ordinary resolutions, it shall be approved by more than ~~one-~~half of the voting rights of the shareholders who attend (including their proxies) the general meeting. For the shareholders' authorization on special resolutions, it shall be approved by more than two-third of the voting right of the shareholders who attend (including their proxies) the general meeting. The authorization shall be clear and specific. The general meeting shall exercise its functions and powers to the extent as permitted by the Company Law. It shall not interfere with shareholders in respect of their own rights.

No.	Provision before the amendment	Provision after the amendments
10.	**CHAPTER 2 TYPES OF GENERAL MEETING**	**Delete the heading**
11.	Article 8 There are two types of general meeting, i.e. annual general meeting (hereinafter referred to as "AGM") and extraordinary general meeting. All shareholders of the Company are entitled to the right to attend the AGMs and extraordinary general meetings. In case of the occurrence of the events as stipulated in the Articles of Association of the Company shall convene class shareholders' meetings. Shareholders holding different classes of shares are class shareholders. Except other class shareholders, domestic shareholders and holders of overseas listed foreign invested shares are regarded as different classes of shareholders.	Article 6 There are two types of general meeting, i.e. annual general meeting ~~(hereinafter referred to as "AGM")~~ and extraordinary general meeting. ~~All shareholders of the Company are entitled to the right to attend the AGMs and extraordinary general meetings.~~ In case of the occurrence of the events as stipulated in the Articles of Association of the Company shall convene class shareholders' meetings. Shareholders holding different classes of shares are class shareholders. Except other class shareholders, domestic shareholders and holders of overseas listed foreign invested shares are regarded as different classes of shareholders. **Annual general meetings are held once every year and within six (6) months from the end of the preceding accounting year. Extraordinary general meetings shall be convened on an ad hoc basis and must be held within two(2) months upon the occurrence of circumstances that, in accordance with the Company Law, require the convening of an extraordinary general meeting.**
12.	Article 9 AGMs are held once every year within six months from the end of the previous accounting year.	Combine with the preceding article.

No.	Provision before the amendment	Provision after the amendments
13.	**CHAPTER 3 PROCEDURES FOR CONVENING A SHAREHOLDERS' GENERAL MEETING**	**CHAPTER ~~3~~2 PROCEDURES FOR CONVENING A ~~SHAREHOLDERS'~~ GENERAL MEETING**
14.	**Section 1 Putting Forward Proposals**	**Section 1 ~~Putting Forward~~ Proposer of the Proposals**
15.	Article 11 Proposals put forward in a general meeting shall be specific and shall relate to the matters which shall be discussed at a general meeting.	Combine with Article 12
16.	Article 12 Proposals at the general meeting shall be usually put forward by the board of directors.	Article 7 Proposals at the general meeting shall be usually put forward by the board of directors.
17.	Article 13 Where more than one-half of the independent directors request the board of directors to convene an extraordinary general meeting, they shall be responsible for putting forward the proposals to be examined at the meeting.	Article 8 Where more than ~~one-~~half of ~~the independent directors~~ **all independent directors agree to** request the board of directors to convene an extraordinary general meeting, they shall be responsible for putting forward the proposals to be examined at the meeting.
18.	Article 14 The shareholders individually or jointly holding more than 3% (including 3%) of the total voting shares of the Company are entitled to put forward provisional proposals at the general meeting in accordance with the relevant procedure specified in the applicable laws.	Adjust to Article 11 below.
19.	Article 15 Where the supervisory committee proposes to convene a general meeting, it shall be responsible for putting forward proposals.	Article 9 Where the ~~supervisory committee~~ **audit committee of the board** proposes to convene a general meeting, it shall be responsible for putting forward proposals.

No.	Provision before the amendment	Provision after the amendments
20.	Article 16 Where shareholders individually or jointly holding more than 10% (including 10%) of the Company's voting shares propose to convene a shareholders' general meeting, the proposing shareholders shall be responsible for putting forward the proposals.	Article 10 Where shareholders individually or jointly holding more than 10% (including 10%) of the Company's voting shares propose to convene a ~~shareholders'~~ general meeting, the proposing shareholders shall be responsible for putting forward the proposals.
21.	The original Article 14 has been moved to this article.	Article 11 The shareholders individually or jointly holding more than ~~3%~~ **1%** (including ~~3%~~ **1%**) of the total voting shares of the Company **may propose provisional motions to the convener in writing ten (10) days before the date of the meeting. The convener shall issue a supplementary notice of the general meeting in respect of the contents of the provisional motion within two (2) days upon the receipt of the proposal and submit them to the general meeting for consideration, unless such proposals violate laws, administrative regulations, or the Articles of Association, or do not fall within the scope of authority of the general meeting.** ~~are entitled to put forward provisional proposals at the general meeting in accordance with the relevant procedure specified in the applicable laws.~~ **Except as provided in the preceding paragraph, the convener shall not amend motions stated in or add new motions to the notice of the general meeting after such notice has been delivered.**

No.	Provision before the amendment	Provision after the amendments
22.	**Section 2 Collection and Examination Motions**	**Section 2 Collection and Examination Motions**
23.	Article 17 The proposals put forward at the general meeting shall meet the following conditions: (1) The content of the proposals shall be in compliance with requirements stipulated by laws, regulations and the Articles of Association and shall fall within the business scope of the Company and within the jurisdiction of general meeting; (2) The theme of the proposal shall be clear and specific; (3) The proposal shall be submitted to the board of directors in writing.	Article 12 The proposals put forward at the general meeting shall meet the following conditions: (1) The content of the proposals shall be in compliance with requirements stipulated by laws, regulations**, the regulatory rules of the place where the Company is listed** and the Articles of Association and shall fall within the ~~business scope of the Company and within the jurisdiction~~ **scope of authority** of general meeting; (2) The theme of the proposal shall be clear and specific; (3) The proposal shall be submitted to the board of directors in writing. **Proposals that are not specified in the notice of the general meeting or do not comply with the Company's Articles of Association or these rules shall not be voted on or resolved by the general meeting.**

No.	Provision before the amendment	Provision after the amendments
24.	Article 18 Shareholders individually or jointly holding more than 3% (including 3%) of the Company's voting shares are entitled to put forward proposals at the general meeting. The board of directors shall examine and approve such shareholders' proposals according to the following principles: (1) Relevance. The board of directors shall conduct examination of a proposal. If the proposal complies with laws, regulations and the Articles of Association and falls into the jurisdiction of general meeting, it shall be submitted to the general meeting for discussion. Otherwise no such submission shall be submitted to general meeting. (2) Procedures. The board of directors may decide on the procedural issues relating to the proposal. Where a proposal needs to be divided into different proposals or merged with other proposals to be voted on, consent of the person putting forward the original proposal is required. If the person putting forward the original proposal does not agree with any changes, the chairman of the general meeting may request the general meeting to decide on the procedural issues and conduct discussion according to the procedures decided by the general meeting.	Article 13 Shareholders individually or jointly holding more than **1**~~3~~% (including **1**~~3~~%) of the Company's voting shares are entitled to put forward proposals at the general meeting. The board of directors shall **have the right to** examine and approve such shareholders' proposals according to the following principles: (1) Relevance. The board of directors shall conduct examination of a proposal. If the proposal complies with laws, regulations**, the regulatory rules of the place where the Company is listed** and the Articles of Association and falls into the jurisdiction of general meeting, it shall be submitted to the general meeting for discussion. Otherwise no such submission shall be submitted to general meeting. (2) Procedures. The board of directors may decide on the procedural issues relating to the proposal. Where a proposal needs to be divided into different proposals or merged with other proposals to be voted on, consent of the person putting forward the original proposal is required. If the person putting forward the original proposal does not agree with any changes, the chairman of the general meeting may request the general meeting to decide on the procedural issues and conduct discussion according to the procedures decided by the general meeting.
25.	Article 19 Where the shareholders individually or jointly holding more than 10% (including 10%) of the Company's voting shares propose to convene an extraordinary general meeting or class shareholders' meeting, they may sign one or more written request(s) in identical form and contents stating the topics for discussion at the meeting, and at the same time submit proposals complying with the above requirements of these Rules to the board of directors.	Article 14 Where **more than half of the independent directors, the audit committee, or** the shareholders individually or jointly holding more than 10% (including 10%) of the Company's voting shares propose to convene an extraordinary general meeting or class shareholders' meeting, they may sign one or more written request(s) in identical form and contents stating the topics for discussion at the meeting, and at the same time submit proposals complying with the above requirements of these Rules to the board of directors.

No.	Provision before the amendment	Provision after the amendments
26.	**Section 3 Notice of Meeting**	**Section 3 Notice of Meeting**
27.	Article 21 A written notice shall be issued 45 days prior to a general meeting, informing all shareholders of the matters to be considered at the meeting, and the date and place of the meeting. The notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council during the period between the forty-fifth and the fifth days before the date of the meeting. Once the announcement is made, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Save and except for stipulations under the law, the above forty-five day notice period shall commence from the date when the notice is issued.	Article 15 ~~A written notice shall be issued 45 days prior to~~ **When the Company convenes** ~~a~~ **an annual** general meeting, ~~informing all shareholders of~~ **a notice of** the matters to be considered at the meeting, and the date and place of the meeting **shall be given to all registered shareholders not less than twenty-one (21) days before the date of an annual general meeting and not less than fifteen (15) days in the case of an extraordinary general meeting**. **Notice of general meetings shall be served on each shareholder (no matter how such shareholder is entitled to vote at the meeting) by way of a public announcement(s) or such other ways as prescribed in Articles of Association.** ~~The notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement.~~ ~~The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council during the period between the forty-fifth and the fifth days before the date of the meeting. Once the announcement is made, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.~~ ~~Save and except for stipulations under the law, the above forty-five day notice period shall commence from the date when the notice is issued.~~

No.	Provision before the amendment	Provision after the amendments
28.	Article 23 Where a resolution is prepared to be passed to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, to reappoint an accounting firm who was appointed by the board of directors to fill a casual vacancy or to remove an accounting firm before expiry of its term of office, a copy of the appointment or removal proposal shall be sent (before issue of the notice of meeting) to the firm proposed to be appointed or proposing to leave its post or the firm which have already left its post in the relevant fiscal year. If the accounting firm proposes to leave its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations have been received too late) take the following measures: 1. In any notice of the resolutions given to shareholders, state the fact of the representations having been made by the accounting firm leaving its post; and 2. Attach a copy of the representations to the notice and deliver it to the shareholders.	Delete

No.	Provision before the amendment	Provision after the amendments
29.	Article 24 The notice of a general meeting shall satisfy the following requirements: (1) in writing; (2) specify the place, date and time of the meeting; (3) set out the matters to be discussed; (4) provide the shareholders with such information and explanation as necessary to enable the shareholders to make an informed decision on the proposals put before them. Such a principle includes (but not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with contracts (if any) and the cause and effect of such proposal must be properly explained; (5) contain a disclosure of the nature and extent of the material interests of any director, supervisor, general manager and other senior officers in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of other shareholders of the same class; (6) contain the full text of any special resolution to be proposed at the meeting;	Article 16 **The notice of the general meeting shall include the following contents:** **(1) the time, venue, and duration of the meeting;** **(2) the matters and proposals to be submitted for deliberation at the meeting;** **(3) a clear statement that all holders of ordinary shares are entitled to attend the general meeting and may appoint a proxy in writing to attend the meeting and vote; such proxy need not be a shareholder of the Company;** **(4) the record date for shareholders entitled to attend the general meeting (once confirmed, the record date shall not be changed);** **(5) the name and telephone number of the standing contact person for the meeting;** **(6) the time and procedures for voting via online or other means.**

No.	Provision before the amendment	Provision after the amendments
	(7) contain a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such a proxy needs not be a shareholder;	**(7) Where the general meeting is to consider the election of directors, the notice of the general meeting shall fully disclose detailed information of the director candidates, including at least the following:** **1. Personal information such as educational background, work experience, and concurrent positions;** **2. Whether there is any relationship with the Company or the Company's controlling shareholders and actual controllers;** **3. The number of shares of the Company held;** **4. Whether the candidate has been subject to penalties by the China Securities Regulatory Commission (CSRC) or other relevant authorities, or disciplinary actions by any stock exchange;** **5. Whether there are any circumstances under which the candidate is prohibited from being nominated as a director or senior management personnel of a listed company under the requirements of the regulatory rules of the place where the Company is listed.** **Except for the election of directors through cumulative voting, each director candidate shall be proposed as a separate resolution.**

No.	Provision before the amendment	Provision after the amendments
	(8) specify the time and place for lodging proxy forms for the meeting.	**(8) Other information required to be included by laws, administrative regulations, and the regulatory rules of the place where the Company is listed.** ~~The notice of a general meeting shall satisfy the following requirements:~~ ~~(1) in writing;~~ ~~(2) specify the place, date and time of the meeting;~~ ~~(3) set out the matters to be discussed;~~ ~~(4) provide the shareholders with such information and explanation as necessary to enable the shareholders to make an informed decision on the proposals put before them. Such a principle includes (but not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with contracts (if any) and the cause and effect of such proposal must be properly explained;~~

No.	Provision before the amendment	Provision after the amendments
		~~(5) contain a disclosure of the nature and extent of the material interests of any director, supervisor, general manager and other senior officers in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of other shareholders of the same class;~~ ~~(6) contain the full text of any special resolution to be proposed at the meeting;~~ ~~(7) contain a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such a proxy needs not be a shareholder;~~ ~~(8) specify the time and place for lodging proxy forms for the meeting.~~

No.	Provision before the amendment	Provision after the amendments
30.	Article 25 The board of directors shall set out the matters to be discussed and considered at the general meeting in the notice of such a general meeting. If it is required to alter matters involved in the resolutions of the previous general meeting, the contents of the proposal shall be complete and not only include the contents of the changes. Items included under "any other business" without specific contents shall not be deemed as a proposal and the same shall not be voted at general meeting.	Article 17 ~~The board of directors shall set out the matters to be discussed and considered at the general meeting in the notice of such a general meeting.~~ **The notice and supplemental notice of the general meeting shall fully and completely disclose the specific contents of all proposals, as well as all information or explanations necessary for shareholders to make informed judgments on the matters to be discussed.** If it is required to alter matters involved in the resolutions of the previous general meeting, the contents of the proposal shall be complete and not only include the contents of the changes. Items included under "any other business" without specific contents shall not be deemed as a proposal and the same shall not be voted at general meeting.
31.	New article	Article 18 **For any proposal by the independent directors to convene an extraordinary general meeting, the board of directors shall, in accordance with laws, administrative regulations, the regulatory rules of the place where the Company is listed, and the provisions of these Articles of Association, provide written feedback indicating whether or not it agrees to convene such meeting within ten (10) days of receiving the proposal.** **If the board agrees to convene the extraordinary general meeting, it shall issue a notice of the general meeting within five (5) days after the board resolution is made; if the board does not agree, it shall state the reasons and make an announcement.**

No.	Provision before the amendment	Provision after the amendments
32.	Article 26 The board of directors shall issue a notice to convene the general meeting within fifteen days upon receipt of a written request for convening a general meeting from the supervisory committee which is in compliance with the relevant requirements.	Article 19 ~~The board of directors shall issue a notice to convene the general meeting within fifteen days upon receipt of a written request for convening a general meeting from the supervisory committee which is in compliance with the relevant requirements.~~ **When the audit committee proposes to convene an extraordinary general meeting, it shall submit the proposal to the board of directors in writing. The board of directors shall, in accordance with laws, administrative regulations, the regulatory rules of the place where the Company is listed, and the Articles of Association, provide written feedback indicating its agreement or disagreement within ten (10) days of receiving the proposal.** **If the board agrees to convene the extraordinary general meeting, it shall issue a notice of the general meeting within five (5) days after the board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the audit committee.** **If the board disagrees with convening the extraordinary general meeting, or fails to provide feedback within ten (10) days of receiving the proposal, the board shall be deemed as unable or unwilling to fulfill its duty to convene the general meeting. In such case, the audit committee may convene and preside over the meeting on its own.**

No.	Provision before the amendment	Provision after the amendments
33.	Article 27 After the board of directors has received a written request for convening an extraordinary general meeting from shareholders individually or jointly holding more than 10% (including 10%) of the Company's voting shares, it shall issue a notice to convene a shareholders' general meeting as soon as possible. Any alterations to the original proposal shall have the consent of the proposing shareholders. After the issue of the notice, the board of directors shall not propose any new proposals or changes or defer the time for holding the general meeting without the consent of the proposing shareholders.	Article 20 ~~After the board of directors has received a written request for convening an extraordinary general meeting from~~ shareholders individually or jointly holding more than 10% (including 10%) of the Company's voting shares **may request the board of directors to convene an extraordinary general meeting by submitting a written request to the board of directors.**~~, it shall issue a notice to convene a shareholders' general meeting as soon as possible. Any alterations to the original proposal shall have the consent of the proposing shareholders. After the issue of the notice, the board of directors shall not propose any new proposals or changes or defer the time for holding the general meeting without the consent of the proposing shareholders.~~ **The board of directors, in accordance with laws, administrative regulations, the regulatory rules of the place where the Company is listed, and the Articles of Association, shall provide a written response on whether or not to convene the extraordinary general meeting within ten (10) days upon the receipt of the written request aforesaid.** **If the board of directors agrees to convene an extraordinary general meeting, it shall issue the notice of the general meeting within five (5) days after the board resolution is made. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders. If the board of directors does not agree to convene an extraordinary general meeting, or fails to provide a response within ten (10) days after receiving the request, shareholders who individually or jointly hold more than 10% (including 10%) of the total voting shares of the Company shall have the right to propose to the audit committee to convene an extraordinary general meeting, and such request shall be submitted to the audit committee in writing.**

No.	Provision before the amendment	Provision after the amendments
		If the audit committee agrees to convene the extraordinary general meeting, it shall issue the notice of the general meeting within five (5) days after receiving the request. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders. **If the audit committee fails to issue the general meeting notice within the prescribed time limit, it shall be deemed as the audit committee's refusal to convene and preside over the meeting. In such case, shareholders who have individually or jointly held more than 10% (including 10%) of the total voting shares of the Company for more than ninety (90) consecutive days may convene and preside over the meeting themselves.**
34.	Article 28 Except for provisional proposal proposed by shareholder(s) who individually or jointly holding 3% (inclusive of 3%) or more of the Company's voting shares in the general meeting in accordance with the relevant procedure specified in the applicable laws, the board of directors cannot, after the notice of the general meeting is issued, make any alteration to the original proposals nor can it propose any new proposals which are not listed in the original notice.	Delete
35.	New article	Article 21 **The notice of the general meeting shall specify the time and venue of the meeting, and determine the shareholding record date. Subject to compliance with the regulatory rules of the place where the Company is listed, the interval between the record date and the meeting date shall not exceed seven (7) working days. Once confirmed, the record date shall not be changed.**

No.	Provision before the amendment	Provision after the amendments
36.	New article	Article 22 **After the notice of the general meeting is issued, the meeting shall not be postponed or cancelled without a legitimate reason, and the proposals listed in the notice shall not be withdrawn. In the event of a postponement or cancellation, the convener shall make an announcement and explain the reasons at least two (2) working days before the originally scheduled meeting date.**
37.	**Section 4 Convening and Postpone the Meeting**	**Section 4 ~~Convening and Postpone the Meeting~~ Meeting Venue and Attendees**
38.	Article 29 Shareholders and authorised proxies intending to attend a shareholders' general meeting shall deliver to the Company their written replies concerning their attendance at such a meeting twenty days before the date of the meeting. The Company shall, based on the written replies which it receives from the shareholders twenty days before the date of the general meeting, calculate the number of voting shares represented by the shareholders and the authorised proxies who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the general meeting; if not, then the Company shall, within five days, notify the shareholders again by way of public announcement of the matters to be considered at, and the place and date for, the meeting. The Company may then hold the general meeting after publication of such an announcement.	Delete

No.	Provision before the amendment	Provision after the amendments
39.	New article	**Article 23 The Company shall convene the general meeting of shareholders at the Company's domicile or at another location as specified in the Articles of Association.** **A physical venue shall be arranged for the general meeting to be held on-site. The Company shall also, as necessary and under the premise of ensuring the legality and validity of the general meeting, adopt secure, cost-effective, and convenient methods such as online or other means, including but not limited to online voting, electronic communication meetings permitted by the regulatory rules of the place where the Company is listed and Articles of Association, or other modern information technologies to facilitate shareholder participation. After the notice of the general meeting is issued, the location of the on-site meeting shall not be changed without proper reason. If a change is necessary, the convener shall make an announcement at least two (2) working days before the scheduled on-site meeting and explain the reason.** **Shareholders may attend the general meeting in person or appoint a proxy to attend and exercise voting rights within the authorized scope on their behalf.**

No.	Provision before the amendment	Provision after the amendments
40.	Relocate the original content of Article 4 to this section.	Article 24 **All shareholders registered in the shareholder register on the record date shall be entitled to attend the general meeting in person or authorize a proxy to attend and exercise their rights, including the right of speech, requisition, and voting, in accordance with relevant laws, regulations, the regulatory rules of the place where the Company is listed, the Articles of Association, and these rules.** **A shareholder (including his/her proxy), when voting at a general meeting may exercise such voting rights as attached to the number of voting shares which he/she represents in which case one (1) vote is attached to each share, except for the implementation of the cumulative voting system for the election of directors. Shares of the Company held by the Company shall not enjoy voting rights.** **Shareholders or their proxies who attend the general meeting shall comply with the relevant laws and regulations, the regulatory rules of the place where the Company is listed, the Articles of Association and the rules stipulated herein and shall take initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.**

No.	Provision before the amendment	Provision after the amendments
41.	Article 30 After the notice of the general meeting has been issued, the general meeting shall not be convened at an earlier date, nor shall it be postponed without reasons. Where a general meeting has to be postponed for special reasons, the board of directors shall publish a postponement notice at least two working days before the original date of the general meeting. The board of directors shall state the relevant reasons and the date for convening the meeting after the postponement in the postponement notice. Where the Company postpones the general meeting, it shall not change the shareholding record date for the shareholders who are entitled to attend the general meeting according to the original notice.	Delete
42.	**Section 5 Registration of a Meeting**	**Title Deleted**
43.	Article 31 A shareholder may attend the shareholders' general meeting in person or appoint a proxy to attend and vote on his behalf. The instrument appointing a proxy to attend the general meeting shall be in writing. Such instrument of proxy shall be under the hand of principal or its attorney duly authorized in writing, or if the principal is a legal person, either under seal or under the hand of a director or a duly authorized attorney. If several proxies are appointed, such written instrument shall clearly indicate the number of shares of the shareholder represented by each proxy.	Delete

No.	Provision before the amendment	Provision after the amendments
44.	Article 32 The proxy form shall be lodged with the Company' s premises or such other place as specified in the notice convening the meeting at least twenty-four hours prior to the relevant meeting for which the proxy is appointed to vote or twenty-four hours prior to the scheduled voting time. Where the proxy form is signed by a person authorised by the principal, the power of attorney or other authorisation documents shall be notarised. The notarised power of attorney and other authorisation documents, together with the proxy form, shall be lodged with the Company' s premises or such other place as specified in the notice convening the meeting.	Delete
45.	New Article	Article 25 Shareholders shall attend the shareholders' general meeting with their identity cards or other valid documents or certificates that can prove their identity. Proxies shall also submit a power of attorney issued by the shareholder and their own valid personal identification documents. The convener of the shareholders' meeting and the lawyer engaged by the Company shall jointly verify the legitimacy of shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing institution, and shall record the names (or entities) of shareholders and the number of voting shares they hold. The registration of attendees shall be closed before the presiding person of the meeting announces the number of shareholders and proxies present at the on-site meeting and the total number of voting shares they hold.

No.	Provision before the amendment	Provision after the amendments
46.	New Article	**Article 26 Where the shareholders' general meeting requires directors or senior management personnel to attend the meeting, such directors and senior management personnel shall attend and respond to shareholders' inquiries.**
47.	Article 33 The Company shall be responsible for preparing an attendance register, which will be signed by the personnel attending the meeting. The attendance register shall set out the names of persons present at the meeting (or names of units), identification document numbers, address domicile, the number of voting shares held or represented, names of the proxies (or names of the units) and so on.	**Article 29~~–~~27 The Company shall be responsible for preparing an ~~attendance~~ meeting register, which will be signed by the personnel attending the meeting. ~~The attendance~~ meeting register shall set out the names of persons present at the meeting (or names of units), identification document numbers, ~~address domicile,~~ the number of voting shares held or represented, names of the proxies (or names of the units) and so on.**
48.	Article 34 The board of directors and supervisory committee of the Company shall take all necessary measures to ensure the solemnity and proper order of the general meeting. The Company may refuse the admission of any persons (other than the shareholders (and their proxies) attending the general meeting, directors, supervisors, secretary to the board of directors, senior management, lawyers retained by the Company and invitees of the Company) to the venue of the general meeting. The Company shall take measures to prevent the occurrence of any interruption to order of the general meeting, disturbance and nuisance, and any conduct infringing the legitimate rights of the shareholders. The Company shall also report the same to the relevant government authorities for investigation.	Article ~~30~~ 28 The board of directors and **other conveners** ~~supervisory committee of the Company~~ shall take all necessary measures to ensure the solemnity and proper order of the general meeting. The Company may refuse the admission of any persons (other than the shareholders (and their proxies) attending **or observing** the general meeting, directors, ~~supervisors, secretary to the board of directors,~~ senior management, lawyers retained by the Company and invitees of the Company) to the venue of the general meeting. The Company shall take measures to prevent the occurrence of any interruption to order of the general meeting, disturbance and nuisance, and any conduct infringing the legitimate rights of the shareholders. The Company shall also report the same to the relevant government authorities for investigation.
49.	**Section 6 Convening a Meeting**	**Section ~~6~~ 5 Convening a Meeting**
50.	The original content of Article 6 is relocated here.	Article 29 The convening of general meeting shall follow the general principle of simplicity and shall not provide extra economic benefit to the shareholders (and their proxies) who have attended the general meeting.

No.	Provision before the amendment	Provision after the amendments
51.	Article 35 The general meetings shall be convened by the board of directors and presided by the Chairman. Where the Chairman is unable to or does not perform the duty, the Vice Chairman shall preside the meeting. Where the Vice Chairman is unable to or does not perform the duty, the meeting shall be presided by a director nominated by more than one-half of the directors. If the board of directors is unable to or does not perform the duty to convene the general meeting, the Supervisory Committee shall convene and preside the meeting timely. If the Supervisory Committee does not convene and preside the meeting for a period longer than 90 consecutive days, any single shareholder or shareholders holding an aggregate of more than 10% total shares of the Company can convene and preside the meeting.	Article ~~35~~ 30 The general meetings shall be ~~convened by the board of directors and~~ presided by the Chairman, **and the Chairman shall act as the chairperson of the meeting.** Where the Chairman is unable to or does not perform the duty, the Vice Chairman shall preside the meeting **and act as the chairperson of the meeting**. Where the Vice Chairman is unable to or does not perform the duty, the ~~meeting shall be presided by a~~ director nominated by more than one-half of the directors shall **act as the chairperson and preside the meeting**. ~~If the board of directors is unable to or does not perform the duty to convene the general meeting, the Supervisory Committee shall convene and preside the meeting timely. If the Supervisory Committee does not convene and preside the meeting for a period longer than 90 consecutive days, any single shareholder or shareholders holding an aggregate of more than 10% total shares of the Company can convene and preside the meeting.~~ **Where the shareholders' general meeting is convened by the Audit Committee, the convener of the Audit Committee shall act as the chairperson of the meeting and preside over it. If the convener is unable or unwilling to perform such duties, a member of the Audit Committee jointly elected by more than half of its members shall act as the chairperson and preside over the meeting.** **Where the shareholders' general meeting is convened by shareholders themselves, the convener or a representative designated by the convener shall act as the chairperson of the meeting and preside over it.** **For shareholders' general meetings convened by the Audit Committee or shareholders themselves, the Board of Directors and the Board Secretary shall provide necessary coordination and assistance.**

No.	Provision before the amendment	Provision after the amendments
52.	Article 36 Where shareholders individually or jointly holding more than 10% (including 10%) of the Company' s voting shares of their own motion decide to convene an extraordinary general meeting, the board of directors and secretary to the board of directors shall earnestly perform their duties. The board of directors must attend the meeting and the board of directors shall ensure the meeting is held in proper order. The procedures for convening the general meeting shall meet the following requirements: The meeting shall be called by the board of directors. The secretary to the board of the directors is required to attend the meeting while directors and supervisors shall attend the meeting; The board of directors shall retain lawyers who are qualified to practice securities-related matters to issue legal opinion in accordance with the relevant rules and regulations; The procedures of the meeting shall comply with the applicable laws and the Article of Association.	Delete
53.	Article 37 After the chairman of the meeting has declared the opening of the meeting, he shall read out the proposals, and the proposer of the proposal in issue shall explain the motions in following manner: Where the motion is put forward by the board of directors, the proposal shall be explained by the chairman of the board of directors, other directors designated by the Chairman or secretary to the board of directors; Where the proposal is put forward by others, the proposal shall be explained by the person (or its proxy) putting forward the proposal.	Article 33 31 After the chairman of the meeting has declared the opening of the meeting, he shall read out the proposals, and the proposer of the proposal in issue shall explain the motions in following manner: (1) Where the motion is put forward by the board of directors, the proposal shall be explained by the chairman of the board of directors, other directors designated by the Chairman or secretary to the board of directors; (2) Where the proposal is put forward by others, the proposal shall be explained by the person (or its proxy) putting forward the proposal.

No.	Provision before the amendment	Provision after the amendments
54.	Article 38 At the AGM, the board of directors shall report on and make an announcement in relation to the situation of the conduct and execution of the matters assigned to the board of directors pursuant to the resolutions passed since last AGM.	Article ~~38~~ 32 ~~At the AGM, the board of directors shall report on and make an announcement in relation to the situation of the conduct and execution of the matters assigned to the board of directors pursuant to the resolutions passed since last AGM.~~ **At the AGM, the Board of Directors shall report to the shareholders on its work over the past year, and each independent director shall also deliver a performance report.**
55.	Article 39 At the AGM, the supervisory committee shall make a supervisory report on specific matters of the Company for the preceding year, the contents of which shall include: The result of the examination of the financial position of the Company; The situation of the due performance of the duties of the directors and senior management and the execution off the laws, rules and regulations, Articles of Association and the resolutions passed at general meeting; Other important events needed to report to the general meeting from the Supervisory Committee' s point of view. If the supervisory committee thinks necessary, it may provide its opinion on the proposals to be tabled at the general meeting and submit an independent report in relation thereto.	Delete

No.	Provision before the amendment	Provision after the amendments
56.	Article 40 In case the accountants of the Company provides an illustrative explanation to the financial statements of the Company, or makes an qualified opinion or indicates its failure to provide an opinion or have a negative opinion on the auditors report, the board of directors shall explain at the general meeting the details of the events which led the accountants forming such views and the impact thereof on the financial position and business situation of the Company. In case that such event(s) has direct impact on the profit of the relevant period, the directors shall, by application of the principle of lowest threshold, determine the profit distribution proposal and proposal of capitalization of reserve funds.	Article ~~40~~ 33 The Board of Directors shall provide an explanation to the shareholders' general meeting regarding any non-standard audit opinion issued by the certified public accountants on the Company' s financial reports ~~In case the accountants of the Company provides an illustrative explanation to the financial statements of the Company, or makes an qualified opinion or indicates its failure to provide an opinion or have a negative opinion on the auditors report, the board of directors shall explain at the general meeting the details of the events which led the accountants forming such views and the impact thereof on the financial position and business situation of the Company. In case that such event(s) has direct impact on the profit of the relevant period, the directors shall, by application of the principle of lowest threshold, determine the profit distribution proposal and proposal of capitalization of reserve funds.~~
57.	Article 41 Proposals included in the agenda shall be examined before voting. Reasonable time shall be given at the shareholders' general meeting for each proposal to be discussed.	Article ~~41~~ 34 Proposals included in the agenda shall be examined before voting. Reasonable time shall be given at the shareholders' general meeting for each proposal to be discussed.

No.	Provision before the amendment	Provision after the amendments
58.	Article 43 The board of directors and the Supervisory Committee shall answer such queries or suggestions raised by shareholders unless those relates to the Company' s business secret and shall not be disclosed at the general meeting.	Article ~~43~~ 36 ~~The board of directors and the Supervisory Committee shall answer such queries or suggestions raised by shareholders unless those relates to the Company' s business secret and shall not be disclosed at the general meeting.~~ **Directors and senior management personnel shall respond to and provide explanations regarding the inquiries and suggestions raised by shareholders at the shareholders' general meeting, except for matters involving the Company' s trade secrets that cannot be disclosed at the meeting.**
59.	**Section 7 Voting and Resolution**	**Section ~~7~~ 6 Voting and Resolution**
60.	Article 44 General meeting shall resolve the proposals already included in the agenda.	Article ~~44~~ 37 General meeting shall resolve the proposals already included in the agenda.
61.	Article 45 No alteration to the proposals will be allowed when they are being considered at the general meeting. Otherwise, the relevant changes should be deemed to be a new proposal which cannot be resolved at this general meeting.	Article ~~45~~ 38 No alteration to the proposals will be allowed when they are being considered at the general meeting. Otherwise, the relevant changes should be deemed to be a new proposal which cannot be resolved at this general meeting.
62.	Article 46 The general meeting shall consider and approve each and every proposal listed in the agenda. On the same matter with different proposals, consideration and approval of the same shall be in the order when the proposals are submitted. Except in the event of an act of God or other special reason resulting in the termination of the general meeting or that the resolutions cannot be voted upon, general meeting has no right to set aside or reserve the consideration and approval of the proposals.	Adjust to Article 42 below
63.	Article 47 In examining the proposals on the election of directors and supervisors at a general meeting, shareholders shall vote on the candidates for the office of directors or supervisors one by one.	Article ~~47~~ 39 In examining the proposals on the election of directors ~~and supervisors~~ at a general meeting, shareholders shall vote on the candidates for the office of directors ~~or supervisors~~ one by one.

No.	Provision before the amendment	Provision after the amendments
64.	Article 48 When the general meeting of shareholders votes on election of directors and supervisors (Supervisors in this clause do not include employee representative supervisors), the cumulative voting system shall be implemented. The cumulative voting system shall mean that when the general meeting of shareholders elects more than 2 directors or supervisors, each share shall represent the same number of voting rights identical the number of directors or supervisors to be elected. The shareholders can cast all of their votes for a single candidate or decentralize their votes to elect several candidates.	Article ~~48~~ 40 When the general meeting of shareholders votes on election of directors ~~and supervisors~~ (~~Supervisors in this clause~~ **do not include employee representative director** ~~representative supervisors~~), the cumulative voting system shall be implemented. The cumulative voting system shall mean that when the general meeting of shareholders elects more than 2 directors ~~or supervisors~~, each share shall represent the same number of voting rights identical the number of directors ~~or supervisors~~ to be elected. The shareholders can cast all of their votes for a single candidate or decentralize their votes to elect several candidates.
65.	Article 49 The specific voting methods of implementing the cumulative voting system for electing directors or supervisors are as follows: (1) When the number of directors or supervisors to be elected is above two, the cumulative voting system shall be implemented. (2) When the cumulative voting system is implemented, each share shall represent the same number of voting rights identical to the number of directors or supervisors to be elected. (3) The notice of the general meeting of shareholders shall inform the shareholders of the cumulative voting system for the directors and the supervisors' election proposal. The convener of the meeting shall prepare ballot paper suitable for the cumulative voting system. Written instructions and explanations for the cumulative voting system, the method of filling in the ballots, and the method of counting votes shall be provided.	Article ~~49~~ 41 The specific voting methods of implementing the cumulative voting system for electing directors (**do not include employee director**) ~~or supervisors~~ are as follows: (1) When the number of directors ~~or supervisors~~ to be elected is above two, the cumulative voting system shall be implemented. (2) When the cumulative voting system is implemented, each share shall represent the same number of voting rights identical to the number of directors ~~or supervisors~~ to be elected. (3) The notice of the general meeting of shareholders shall inform the shareholders of the cumulative voting system for the directors ~~and the supervisors'~~ election proposal. The convener of the meeting shall prepare ballot paper suitable for the cumulative voting system. Written instructions and explanations for the cumulative voting system, the method of filling in the ballots, and the method of counting votes shall be provided.

No.	Provision before the amendment	Provision after the amendments
	(4) When the general meeting of shareholders votes on election of directors and supervisors, the shareholder may vote for each director or supervisor candidate with the same voting rights as the shareholding; or cast all of their votes for one director or supervisor candidate which are the same as the number of directors or supervisors to be elected, or vote for a certain number of director or supervisor candidates respectively with the voting rights which are the same as the number of directors or supervisors to be elected.	(4) When the general meeting of shareholders votes on election of directors ~~and supervisors~~, the shareholder may vote for each director ~~or supervisor~~ candidate with the same voting rights as the shareholding; or cast all of their votes for one director ~~or supervisor~~ candidate which are the same as the number of directors ~~or supervisors~~ to be elected, or vote for a certain number of director ~~or supervisor~~ candidates respectively with the voting rights which are the same as the number of directors ~~or supervisors~~ to be elected.
	(5) Shareholders who have exercised all of their votes for one or several director or supervisor candidates which are the same as the number of directors or supervisors to be elected shall no longer own the voting rights for other director and supervisor candidates.	(5) Shareholders who have exercised all of their votes for one or several director ~~or supervisor~~ candidates which are the same as the number of directors ~~or supervisors~~ to be elected shall no longer own the voting rights for other director ~~and supervisor~~ candidates.
	(6) At the end of the voting at the general meeting of shareholders, if the total number of voting rights exercised by a shareholder for certain or several director and supervisor candidates is more than the voting rights of all the shares held by the shareholders, the shareholders' votes are invalid and deemed to be a waiver of the voting rights.	(6) At the end of the voting at the general meeting of shareholders, if the total number of voting rights exercised by a shareholder for certain or several director ~~and supervisor~~ candidates is more than the voting rights of all the shares held by the shareholders, the shareholders' votes are invalid and deemed to be a waiver of the voting rights.

No.	Provision before the amendment	Provision after the amendments
	(7) The director or supervisor candidates who have received the agreed votes, the number of which exceeds one-half of the total number of shares with voting rights at the general meeting of shareholders (subject to the number of unaccumulated shares), shall be the elected director or supervisor candidates. If the number of candidates for directors and supervisors elected at the general meeting of shareholders exceeds the number of directors and supervisors supposed to be elected, the candidates with the majority of the votes will be elected as directors and supervisors (but if the number of votes for the elected candidates with fewer votes is equal, and the fact that the candidates are elected will give rise to the result that the number of elected candidates will exceed the number of directors and supervisors supposed to be elected, then these candidates and those who ranked behind shall be considered as not elected). If the number of the directors and supervisors elected at the general meeting of shareholders could not reach the number of the directors and supervisors supposed to be elected, a separate general meeting shall be held to elect the vacant directors and supervisors. Where a general meeting of shareholders elects directors or supervisors by means of cumulative voting system, the voting of directors and supervisors shall be conducted separately, the voting of independent directors and non-independent directors shall be conducted separately.	(7) The director ~~or supervisor~~ candidates who have received the agreed votes, the number of which exceeds one-half of the total number of shares with voting rights at the general meeting of shareholders (subject to the number of unaccumulated shares), shall be the elected director ~~or supervisor~~ candidates. If the number of candidates for directors ~~and supervisors~~ elected at the general meeting of shareholders exceeds the number of directors ~~and supervisors~~ supposed to be elected, the candidates with the majority of the votes will be elected as directors ~~and supervisors~~ (but if the number of votes for the elected candidates with fewer votes is equal, and the fact that the candidates are elected will give rise to the result that the number of elected candidates will exceed the number of directors ~~and supervisors~~ supposed to be elected, then these candidates and those who ranked behind shall be considered as not elected). If the number of the directors ~~and supervisors~~ elected at the general meeting of shareholders could not reach the number of the directors ~~and supervisors~~ supposed to be elected, a separate general meeting shall be held to elect the vacant directors ~~and supervisors~~. Where a general meeting of shareholders elects directors ~~or supervisors~~ by means of cumulative voting system, ~~the voting of directors and supervisors shall be conducted separately,~~ the voting of independent directors and non-independent directors shall be conducted separately.

No.	Provision before the amendment	Provision after the amendments
66.	Article 46 The general meeting shall consider and approve each and every proposal listed in the agenda. On the same matter with different proposals, consideration and approval of the same shall be in the order when the proposals are submitted. Except in the event of an act of God or other special reason resulting in the termination of the general meeting or that the resolutions cannot be voted upon, general meeting has no right to set aside or reserve the consideration and approval of the proposals.	Article ~~46~~ 42 **Except for the cumulative voting system,** the general meeting shall consider and approve each and every proposal listed in the agenda. On the same matter with different proposals, consideration and approval of the same shall be in the order when the proposals are submitted. Except in the event of an act of God or other special reason resulting in the termination of the general meeting or that the resolutions cannot be voted upon, general meeting has no right to set aside or reserve the consideration and approval of the proposals.
67.	Article 50 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions. Ordinary resolutions shall be passed in the general meeting by votes representing more than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting. In case of equal vote, the chairman shall have a casting vote. Special resolutions shall be passed in the general meeting by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.	Article ~~50~~ 43 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions. Ordinary resolutions shall be passed in the general meeting by votes representing ~~more than one-half~~ **majority** of the voting rights represented by the shareholders (including proxies) present at the meeting. ~~In case of equal vote, the chairman shall have a casting vote.~~ Special resolutions shall be passed in the general meeting by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.

No.	Provision before the amendment	Provision after the amendments
68.	Article 51 Where a connected transaction is being considered at a shareholders' general meeting, the connected shareholders shall abstain from voting, and the voting rights represented by the shares held by them shall not be counted towards the total number of valid votes. The voting result of the non-connected shareholders shall be fully disclosed in the announcement in relation to the resolutions passed at the shareholders' general meeting.	Article ~~51~~ 44 ~~Where a connected transaction is being considered at a shareholders' general meeting, the connected shareholders shall abstain from voting, and the voting rights represented by the shares held by them shall not be counted towards the total number of valid votes. The voting result of the non-connected shareholders shall be fully disclosed in the announcement in relation to the resolutions passed at the shareholders' general meeting.~~ **When the shareholders' general meeting deliberates on material matters that affect the interests of minority investors, the votes of minority investors shall be counted separately. The results of the separate vote count shall be promptly disclosed to the public.**
69.	**New Article**	**Article 45 Prior to the voting, the chairperson of the shareholders' general meeting shall announce the number of shareholders and proxies attending the on-site meeting, as well as the total number of voting shares they hold. The number of shareholders and proxies present at the meeting and the total number of voting shares they represent shall be based on the meeting registration records.**

No.	Provision before the amendment	Provision after the amendments
70.	New Article	**Article 46 The same voting right may only be exercised through one method among on-site, online, or other voting means. In the case of duplicate voting using the same voting right, the result of the first vote cast shall prevail.** **Shareholders attending the shareholders' meeting shall express one of the following opinions on the proposals submitted for voting: agree, oppose, or abstain. Where the securities registration and clearing institution acts as the nominee holder of stocks under the Stock Connect mechanism between the Mainland and Hong Kong markets, it shall submit votes according to the instructions of the actual holders.** **Ballots that are unmarked, incorrectly filled out, or illegible, as well as uncast ballots, shall be deemed as waivers of voting rights by the voters. The number of shares corresponding to such ballots shall be counted as "abstentions" in the voting results.**
71.	New Article	**Article 47 Before voting on a proposal at the shareholders' general meeting, (2) shareholder representatives shall be elected to participate in the vote counting and scrutiny. Where the matters under review are related to a shareholder, such shareholder and their proxy shall not participate in the counting or scrutiny of votes.** **When voting on a proposal, the counting and scrutiny of votes shall be jointly conducted by a lawyer and shareholder representatives, and the voting results shall be announced on the spot.** **Shareholders of the Company or their proxies who vote via online or other means shall have the right to verify their own voting results through the corresponding voting system.**

No.	Provision before the amendment	Provision after the amendments
72.	Article 52 The chairman of the meeting shall be responsible for deciding whether or not a resolution is duly passed. The chairman' s decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting. The Company shall, in compliance with the applicable laws and the rules and regulations of the stock exchange on which the shares of the Company are listed, to publish announcements for resolutions passed at general meeting.	Article ~~52~~ 48 The chairman of the meeting shall be responsible for deciding whether or not a resolution is duly passed. The chairman' s decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting. The Company shall, in compliance with the applicable laws and **Administrative regulations and the regulatory rules of the place where the Company is listed**, to publish announcements for resolutions passed at general meeting. **The announcement of resolutions of the shareholders' general meeting shall specify the number of shareholders and proxies attending the meeting, the total number of voting shares they hold, the proportion of such shares to the total voting shares of the Company, the voting method, the voting results of each proposal, and the full text of the resolutions adopted.** **If a proposal is not adopted, or if the current shareholders' meeting modifies the resolutions of a previous shareholders' meeting, such matters shall be specifically highlighted in the resolution announcement.**

No.	Provision before the amendment	Provision after the amendments
73.	Article 53 The board of directors of the Company shall retain lawyer(s) to attend the general meeting to give legal opinions on the following matters: (1) whether the procedures of convening and holding the general meetings are incompliance with laws, regulations and the Articles of Association; (2) whether the persons attending the meeting and the convenor of the meeting are legally entitled to do so; (3) whether the procedures of voting in the general meeting and the voting results of the resolutions are valid; (4) the issue of any advice on any other matters requested by the Company. The Company may also retain notary public to attend the general meeting.	Article ~~53~~ 49 The ~~board of directors of the~~ Company shall retain lawyer(s) to attend the general meeting to give legal opinions on the following matters: (1) whether the procedures of convening and holding the general meetings are incompliance with laws, **Administrative** regulations and the Articles of Association; (2) whether the persons attending the meeting and the convenor of the meeting are legally entitled to do so; (3) whether the procedures of voting in the general meeting and the voting results of the resolutions are valid; (4) ~~the issue of any advice on any other matters requested by the Company.~~ **Legal opinions issued on other relevant matters as required by the Company.** The Company may also retain notary public to attend the general meeting.
74.	New Article	**Article 50 The closing time of the on-site session of the shareholders' general meeting shall not be earlier than that of the online or other voting methods. The chairperson of the meeting shall announce the voting results of each proposal at the meeting and declare whether the proposal is adopted based on the voting results. Before the official announcement of the voting results, all parties involved in the on-site, online, or other voting methods—including the Company, vote counters, vote scrutineers, shareholders, and online service providers—shall have a duty to maintain the confidentiality of the voting information.**

No.	Provision before the amendment	Provision after the amendments
75.	New Article	**Article 51 The convener shall ensure that the shareholders' general meeting is held continuously until final resolutions are adopted. In the event that the meeting is suspended or unable to reach resolutions due to force majeure or other exceptional circumstances, necessary measures shall be taken to resume the meeting as soon as possible or to terminate the meeting directly. A timely announcement shall be made accordingly. Meanwhile, the convener shall report the matter to the local office of the China Securities Regulatory Commission (CSRC) and the stock exchange where the Company' s shares are listed.**
76.	**Section 8 Post-meeting Affairs and Announcement**	**Section ~~8~~ 7 Post-meeting Affairs ~~and Announcement~~**
77.	Article 54 General meeting shall have its minutes, which shall include the following contents: (1) date, venue and agenda of the meeting as well as the name and title of the convenor; (2) name of the person who presided over the meeting, names of the directors, supervisors, secretary to the board of directors, managers and other senior management members who attended the meeting; (3) number of shareholders and proxies who attended the meeting, number of voting shares held by them and their proportion to the Company' s total number of shares; (4) consideration procedures, the main points of the discussion and the voting results on each of the resolutions considered;	Article ~~54~~ 52 General meeting shall have its minutes, (**The meeting minutes shall be responsibility of the board secretary**) which shall include the following contents: (1) date, venue and agenda of the meeting as well as the name and title of the convenor; (2) ~~name of the person who presided over the meeting,~~ names of the directors, ~~supervisors, secretary to the board of directors, managers~~ and ~~other~~ senior management members **who presided over the meeting** ~~who attended the meeting~~; (3) number of shareholders and proxies who attended the meeting, number of voting shares held by them and their proportion to the Company' s total number of shares; (4) consideration procedures, the main points of the discussion and the voting results on each of the resolutions considered;

No.	Provision before the amendment	Provision after the amendments
	(5) shareholders' queries or suggestions and the corresponding replies and explanations; (6) name(s) of the solicitor(s), the person-in-charge of vote-taking and the scrutineer(s); (7) other content required to be included in the minutes pursuant to the Articles of Association.	(5) shareholders' queries or suggestions and the corresponding replies and explanations; (6) name(s) of the solicitor(s), the person-in-charge of vote-taking and the scrutineer(s); (7) other content required to be included in the minutes pursuant to the Articles of Association.
78.	Article 55 Minutes of a general meeting shall be signed by the directors present at the meeting, secretary to the board of directors, convenor or his/her representative, the person who presided over the meeting and the minutes-taking officer and shall be kept as the Company' s document by the secretary to board of directors.	Article ~~55~~ 53 Minutes of a general meeting shall be signed by the directors present **or observe** at the meeting, secretary to the board of directors, convenor or his/her representative, the person who presided over the meeting and the minutes-taking officer and **ensure that the contents of the meeting minutes are true, accurate, and complete** ~~shall be kept as the Company' s document by the secretary to board of directors.~~ **The meeting minutes shall be kept together with the sign-in register of shareholders attending the on-site meeting, the powers of attorney for proxies, and valid materials relating to voting via online or other means, and shall be retained for no less than (10) years.**
79.	Article 56 The secretary to the board of directors shall be responsible for keeping written information such as the register of attendees, power of attorney, copies of identification documents, voting statistical sheet, minutes of the meeting, resolutions of the meeting.	Delete

No.	Provision before the amendment	Provision after the amendments
80.	New Article	**Article 54 Where the shareholders' general meeting adopts a proposal regarding the election of directors, the newly elected directors shall assume office in accordance with the provisions of the Articles of Association.** **Where the shareholders' general meeting adopts a proposal on profit distribution by way of cash dividends, bonus shares, or conversion of capital reserve into share capital, the Company shall implement the specific plan within two months after the conclusion of the meeting.** **Where otherwise provided by applicable laws, administrative regulations, departmental rules, or the regulatory rules of the place where the Company is listed, such provisions shall prevail.**
81.	**CHAPTER 4 SUPPLEMENTARY ARTICLES**	**CHAPTER ~~4~~3 SUPPLEMENTARY ARTICLES**
82.	**New article**	**Article 55 Unless otherwise specified, the terms used in these Rules shall have the same meanings as those defined in the Articles of Association of the Company.**
83.	Article 57 These Rules are formulated by the board of directors and shall come into effect upon the adoption by the general meeting. Any amendment 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 general meeting.	Article 56 These Rules are formulated by the board of directors and shall come into effect upon the adoption by the general meeting. Any amendment 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 general meeting.
84.	Article 58 The general meeting hereby authorises that the right to interpret these Rules shall rest with the board of directors.	Article 57 ~~The general meeting hereby authorises that the right to interpret these Rules shall rest with the board of directors~~ **These Rules shall be interpreted by the Board of Directors.**

No.	Provision before the amendment	Provision after the amendments
85.	Article 59 Where any relevant matters are not covered in these Rules or where these Rules are inconsistent with the relevant laws, administrative rules and other relevant regulatory documents as promulgated from time to time and the articles of association of the Company, those laws, administrative rules, other relevant regulatory documents and the Articles of Association shall prevail.	Article 58 Where any relevant matters are not covered in these Rules **shall be handled in accordance with the relevant provisions of applicable laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company is listed, and the Articles of Association of the Company, in light of the actual circumstances of the Company.** **In the event of any inconsistency between these Rules and the provisions of applicable laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company is listed, or the Articles of Association, such provisions shall prevail.**

No.	Provision before the amendment	Provision after the amendments
1.	Article 8 There are two types of general meeting, i.e. annual general meeting (hereinafter referred to as "AGM") and extraordinary general meeting. All shareholders of the Company are entitled to the right to attend the AGMs and extraordinary general meetings. In case of the occurrence of the events as stipulated in the Articles of Association of the Company shall convene class shareholders' meetings. Shareholders holding different classes of shares are class shareholders. Except other class shareholders, domestic shareholders and holders of overseas listed foreign invested shares are regarded as different classes of shareholders.	Article 6 There are two types of general meeting, i.e. annual general meeting ~~(hereinafter referred to as "AGM")~~ and extraordinary general meeting. ~~All shareholders of the Company are entitled to the right to attend the AGMs and extraordinary general meetings.~~ ~~In case of the occurrence of the events as stipulated in the Articles of Association of the Company shall convene class shareholders' meetings. Shareholders holding different classes of shares are class shareholders. Except other class shareholders, domestic shareholders and holders of overseas listed foreign invested shares are regarded as different classes of shareholders.~~ **Annual general meetings are held once every year and within six (6) months from the end of the preceding accounting year. Extraordinary general meetings shall be convened on an ad hoc basis and must be held within two(2) months upon the occurrence of circumstances that, in accordance with the Company Law, require the convening of an extraordinary general meeting.**
2.	Article 10 If the Company intends to alter or annul the rights of class shareholders, it shall, before undergoing the alteration and annulment, have such alteration or annulment approved by a special resolution at the general meeting and shall convene a class shareholders' meeting in accordance with the provisions of the Articles of Association.	Delete

No.	Provision before the amendment	Provision after the amendments
3.	Article 19 Where the shareholders individually or jointly holding more than 10% (including 10%) of the Company's voting shares propose to convene an extraordinary general meeting or class shareholders' meeting, they may sign one or more written request(s) in identical form and contents stating the topics for discussion at the meeting, and at the same time submit proposals complying with the above requirements of these Rules to the board of directors.	Article 14 Where **more than half of the independent directors, the audit committee, or** the shareholders individually or jointly holding more than 10% (including 10%) of the Company's voting shares propose to convene an extraordinary general meeting ~~or class shareholders' meeting~~, they may sign one or more written request(s) in identical form and contents stating the topics for discussion at the meeting, and at the same time submit proposals complying with the above requirements of these Rules to the board of directors.

No.	Provision before the amendment	Provision after the amendments
4.	Article 20 Proposals involving the following circumstances shall be deemed to be a change or abrogation of the rights of a class shareholder and the board of directors shall submit them to a class shareholders' meeting for examination: (1) to increase or decrease the number of shares of such a class, or to increase or decrease the number of shares of another class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such a class; (2) to change all or part of the shares of such a class into shares of another class or to change all or part of the shares of another class into shares of that class or to grant such a conversion right; (3) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such a class; (4) to reduce or remove preferential rights attached to shares of such a class to receive dividends or to the distribution of assets in the event that the Company is liquidated; (5) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the Company attached to shares of such a class; (6) to cancel or reduce rights to receive payment payable by the Company in a particular currency attached to shares of such a class; (7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such a class;	Delete

No.	Provision before the amendment	Provision after the amendments
5.	Article 22 The notice of a class shareholders' meeting shall be delivered only to the shareholders who are entitled to vote at such meeting.	Delete

No.	Provision before the amendment	Provision after the amendments
1.	**Chapter 1 General Principles**	**Chapter 1 General Principles**
2.	Article 1 These Rules are formulated by the Board of Directors pursuant to the Company Laws of the People's Republic of China, Mandatory Provisions of the Articles of Association of the Companies to be Listed Overseas, Governance Standards of Listed Companies and the stipulations of other relevant laws, administrative regulations of the State and the Articles of Association (hereinafter referred to as the "Articles of Association") of Huaneng Power International, Inc. (hereinafter referred to as "the Company") in order to standardise the operational procedures of the Board of Directors (hereinafter referred to as "the Board") of the Company and ensure the work efficiency and scientific policy-making of the Board.	Article 1 These Rules are formulated by the Board of Directors pursuant to the Company Laws of the People's Republic of China, ~~Mandatory Provisions of the Articles of Association of the Companies to be Listed Overseas,~~ **the Securities Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies,** Governance Standards of Listed Companies and ~~the stipulations of~~ other relevant laws, administrative regulations of the State, **the regulatory rules of the place where the Company is listed,** and the Articles of Association (hereinafter referred to as the "Articles of Association") of Huaneng Power International, Inc. (hereinafter referred to as "the Company") in order to standardise the operational procedures of the Board of Directors (hereinafter referred to as "the Board") of the Company and ensure the **implementation of resolutions of the general meeting, enhance the** work efficiency and **ensure** scientific policy-making of the Board.
3.	**Chapter 2 Internal Organs of the Board**	**Chapter 2 Internal Organs of the Board**
4.	Article 2 The Board shall have a Secretary of the Board. The Secretary of the Board shall possess the necessary professional knowledge and experience and shall be accountable to the Board. The Board shall have an office of Board ("**the Board Office**") which is a routine work organ for the performance of duties by the Secretary of the Board.	Article 2 The Board shall have a Secretary of the Board**, who shall be responsible for preparing general meetings and board meetings, maintaining relevant documents, managing shareholder information of the Company, handling information disclosure matters, and other related affairs.** The Secretary of the Board shall possess the necessary professional knowledge and experience and shall be accountable to the Board. The Board shall have an office of Board ("**the Board Office**") which is a routine work organ for the performance of duties by the Secretary of the Board.

No.	Provision before the amendment	Provision after the amendments
5.	Article 3 The Board may establish special committees including the strategy, auditing, nomination, remuneration and assessment committees according to the relevant resolutions of the general meetings. The special committees shall, according to the arrangements of the Board and the Chairman and proposals of the general manager, conduct investigations on the relevant specialized matters, render their opinions and proposals for reference by the Board during the course of policy making. All the members of the special committees shall be comprised of directors, of which the majority of the members of the auditing committee, nomination committee and remuneration and appraisal committee are independent directors and independent directors shall act as conveners. At least one independent director in the auditing committee shall be an accounting professional. The above special committees shall formulate the relevant work rules and submit the same to the Board for approval before becoming effective.	Article 3 The Board ~~may~~ **shall** ~~establish~~ **set up** special committees including the strategy, auditing, nomination, remuneration and assessment committees according to the relevant ~~resolutions of the general meetings~~ **provisions of the Articles of Association**. The special committees shall~~, according to the arrangements of the Board and the Chairman and proposals of the general manager, conduct investigations on the relevant specialized matters, render their opinions and proposals for reference by the Board during the course of policy making.~~ **perform their duties in accordance with the Articles of Association, the rules of procedure of each committee, and the authority delegated by the Board of Directors. Proposals made by specialized committees shall be submitted to the Board for deliberation and decision.** All the members of the special committees shall be comprised of directors~~,~~**. Members of the Audit Committee shall be directors who do not hold any senior management positions within the Company, and more than half of the Audit Committee members shall be independent directors. The convener of the Audit Committee shall be an independent director with expertise in accounting.** ~~of which the majority~~ **More than half** of the members of the ~~auditing committee,~~ nomination committee and remuneration and appraisal committee are independent directors and independent directors shall act as conveners. ~~At least one independent director in the auditing committee shall be an accounting professional. The above special committees shall formulate the relevant work rules and submit the same to the Board for approval before becoming effective.~~

No.	Provision before the amendment	Provision after the amendments
		The Company shall formulate rules of procedure for each special committee, which shall specify the composition, term of office of committee members, scope of responsibilities, rules of procedure, document retention, and other relevant matters, so as to regulate the operation of the special committees. Such rules shall be implemented upon approval by the Board of Directors.
6.	**Chapter 3 System of the Board Meeting**	**Chapter 3 System of the Board Meeting**
7.	Article 4 The board meetings shall include regular board meetings and interim board meetings. Regular board meetings shall include annual board meetings, half-yearly board meetings, first quarterly board meetings and third quarterly board meetings. (1) Regular Board Meetings 1. Annual Board Meetings The meeting shall be convened within 120 days after ending of the accounting year of the Company or at another time deemed appropriate by the Board. The main purpose of the meeting is to discuss and examine the proposals to be submitted for discussion and examination at the general meeting. The time for convening the annual board meeting shall warrant that the annual general meeting can be convened within 6 months after ending of the accounting year of the Company.	Article 4 The board meetings shall include regular board meetings and interim board meetings. Regular board meetings shall include annual board meetings, half-yearly board meetings, first quarterly board meetings and third quarterly board meetings. (1) Regular Board Meetings 1. Annual Board Meetings The meeting shall be convened within 120 days after ending of the accounting year of the Company or at another time deemed appropriate by the Board. The main purpose of the meeting is to discuss and examine the proposals to be submitted for discussion and examination at the general meeting. The time for convening the annual board meeting shall warrant that the annual general meeting can be convened within 6 months after ending of the accounting year of the Company.

No.	Provision before the amendment	Provision after the amendments
	2. Half-yearly Board Meetings The meetings shall be convened within 60 days after ending of the first 6-month period of the accounting year of the Company or another time deemed appropriate by the Board. The main purpose of the meeting is to discuss and examine the half-yearly report of the Company and deal with other relevant matters. 3. First Quarterly Board Meeting and Third Quarterly Board Meeting The meetings shall be convened in the first month of the second and fourth quarters of the Gregorian calendar each year. The main purpose of the meeting is to discuss and examine the quarterly report of the Company for the previous quarter.	2. Half-yearly Board Meetings The meetings shall be convened within 60 days after ending of the first 6-month period of the accounting year of the Company or another time deemed appropriate by the Board. The main purpose of the meeting is to discuss and examine the half-yearly report of the Company and deal with other relevant matters. 3. First Quarterly Board Meeting and Third Quarterly Board Meeting The meetings shall be convened in the first month of the second and fourth quarters of the Gregorian calendar each year. The main purpose of the meeting is to discuss and examine the quarterly report of the Company for the previous quarter.

No.	Provision before the amendment	Provision after the amendments
	(2) Interim Board Meetings In case of any of the following situation, the Chairman shall convene and chair the board meeting within 10 days: 1. proposed by shareholders holding more than 10% of the total voting rights; 2. the Chairman considers necessary; 3. jointly proposed by more than one-third of the directors; 4. proposed by the Supervisory Committee; 5. proposed by the general manager.	(2) Interim Board Meetings In case of any of the following situation, the Chairman shall convene and chair the board meeting within 10 days **upon receipt of a proposal**: 1. proposed by shareholders holding more than 10% of the total voting rights; 2. the Chairman considers necessary; 3. jointly proposed by more than one-third of the directors; **4. proposed by more than half of all independent directors;** ~~4~~**5**. proposed by the ~~Supervisory Committee~~ **Audit Committee**; ~~5~~**6**. proposed by the general manager. **7. Other circumstances as provided by laws, administrative regulations, the regulatory rules of the place where the Company is listed, and the Articles of Association.**

No.	Provision before the amendment	Provision after the amendments
8.	Article 5 The board meetings may be convened by way of on-the-spot meetings, telephone conferences and written resolutions, etc. Regular board meetings or interim meetings may be held by way of telephone conference or held with the support of similar communication equipment. All directors participating in the meeting shall be deemed to be attending the meeting in person provided that the directors participating in the meeting can hear clearly the speech of other directors and are able to conduct exchanges. If the directors cannot immediately sign the resolutions at such meetings, they may adopt the method of verbal voting and perform the signing formalities in writing as soon as possible.	Article 5 The board meetings may be convened by way of on-the-spot meetings, telephone conferences **by means of similar communication equipment** and written resolutions, etc. **In principle,** ~~Regular~~ **regular** board meetings or interim meetings **shall be held on-site. Provided that all attending directors can fully communicate and express their views, meetings** may be held by way of telephone conference or held with the support of similar communication equipment, **or through a combination of on-site and other forms of meetings**. **If a Board meeting is held by way of telephone conference or held with the support of similar communication equipment, all** ~~All~~ directors participating in the meeting shall be deemed to be attending the meeting in person provided that the directors participating in the meeting can hear clearly the speech of other directors and are able to conduct exchanges. If the directors cannot immediately sign the resolutions at such meetings, they may adopt the method of verbal voting and perform the signing formalities in writing as soon as possible. **A verbal vote by a director shall have the same effect as a written vote. However, the original written voting documents (if applicable), the subsequently signed written resolutions, and any opinions expressed in writing must be consistent with the verbal vote given during the meeting. In case of any inconsistency, the vote cast during the meeting shall prevail.**

No.	Provision before the amendment	Provision after the amendments
9.	**Chapter 4 Rules and Procedures of the Board**	**Chapter 4 Rules and Procedures of the Board**
10.	Article 6 Submitting Proposals Proposals are submitted at the board meetings mainly on the following bases: (1) matters proposed by the Chairman; (2) matters jointly proposed by one-third or above of the directors; (3) matters proposed by the Supervisory Committee; (4) matters proposed by the special committees of the Board; (5) matters proposed by the general manager; (6) matters proposed by more than half of the independent directors; (7) other conditions stipulated by the relevant laws, administrative regulations and the Articles of Association.	Article 6 Submitting Proposals Proposals are submitted at the board meetings mainly on the following bases: (1) matters proposed by the ~~Chairman~~ **directors**; (2) **proposed by more than half of all independent directors;** ~~(2) matters jointly proposed by one-third or above of the directors;~~ ~~(3) matters proposed by the Supervisory Committee;~~ (~~4~~**3**) matters proposed by the special committees of the Board; (~~5~~**4**) matters proposed by the general manager; ~~(6) matters proposed by more than half of the independent directors;~~ (~~7~~**5**) other conditions stipulated by the ~~relevant~~ laws, administrative regulations, **the regulatory rules of the place where the Company is listed,** and the Articles of Association.

No.	Provision before the amendment	Provision after the amendments
11.	Article 7 Collection of Proposals The Board Office shall be responsible for collecting the proposals for the matters to be discussed at the board meeting. All the relevant proposals and explanatory materials shall be submitted to the Board Office 15 days before the issue of the notice for the board meeting.	Article 7 Collection of Proposals The **Office** (**"the** Board Office**"**) shall be responsible for collecting the proposals for the matters to be discussed at the board meeting. All the relevant proposals and explanatory materials shall be submitted to the **Office** (**"the** Board Office**"**) 15 days before the issue of the notice for the board meeting. **Matters that, according to laws, administrative regulations, the regulatory rules of the place where the Company is listed, and the Articles of Association, require the consent of more than half of independent directors or more than half of all members of a Board committee before being submitted to the Board, must obtain such consent in advance.**

No.	Provision before the amendment	Provision after the amendments
12.	Article 8 Convening and Notices of the Meeting (1) The Board Meeting shall be convened by the Chairman. (2) A meeting notice shall be issued in advance to all the directors, all the supervisors and other personnel attending the meeting as non-voting delegates prior to the convening of the Board Meeting. (3) The Board Meeting shall be notified according to the following requirements and methods: 1. If the time and venue of the regular board meetings have previously been decided by the Board, unless the time and venue for the regular board meetings have to be changed due to certain reasons, it is not necessary to issue a notice for the convening of the meeting;	Article 8 Convening and Notices of the Meeting (1) The Board Meeting shall be convened by the Chairman. If the Chairman is unable to convene the meeting due to special reasons, the meetings shall be convened by the Vice Chairman. If both the Chairman and the Vice Chairman are unable to convene, ~~the meeting shall be convened by other directors designated by the Chairman~~ **more than half of the directors shall jointly recommend one director to convene the meeting**. (2) A meeting notice shall be issued in advance to all the directors~~, all the supervisors~~ and other personnel attending the meeting as non-voting delegates prior to the convening of the Board Meeting. (3) The Board Meeting shall be notified according to the following requirements and methods: 1. If the time and venue of the regular board meetings have previously been decided by the Board, unless the time and venue for the regular board meetings have to be changed due to certain reasons, it is not necessary to issue a notice for the convening of the meeting;

No.	Provision before the amendment	Provision after the amendments
	2. If the time and venue of the regular meetings of the Board have not previously been decided by the board of directors, a notice regarding the time and venue of the regular meeting has to be sent by the Chairman to all directors and supervisors at least 10 days but not more than 30 days prior to the date of convening the meeting. Notice regarding the time and venue of an interim board meeting has to be sent by the Chairman to all directors and supervisors three days prior to such meeting. There will be no time restriction on despatch of the notice in case of emergency. The abovementioned notice of meeting to directors and supervisors can be sent by way of telex, cable, fax, courier or registered post or in person; 3. The notice shall be written in Chinese with an English notice attached if necessary, and shall include the agenda and topics for discussion. Any director may waive the right to obtain the notice of the Board Meeting. If a director has attended a meeting and fails to raise any objection for the non-receipt of the meeting notice before the meeting or during the meeting, it shall be deemed that a meeting notice has been issued to him.	2. If the time and venue of the regular meetings of the Board have not previously been decided by the board of directors, a notice regarding the time and venue of the regular meeting has to be sent by the Chairman to all directors ~~and supervisors~~ at least 10 days but not more than 30 days prior to the date of convening the meeting. Notice regarding the time and venue of an interim board meeting has to be sent by the Chairman to all directors ~~and supervisors~~ three days prior to such meeting. There will be no time restriction on despatch of the notice in case of emergency. The abovementioned notice of meeting to directors ~~and supervisors~~ can be sent by ~~way of telex, cable,~~ **email,** ~~fax, courier or registered post or in person~~ **personal delivery, postal service, fax, or email, or by any other means recognized by the securities regulatory authorities and stock exchange at the company's place of listing or as stipulated in the Articles of Association**; 3. The notice shall be written in Chinese with an English notice attached if necessary, and shall include the agenda and topics for discussion. Any director may waive the right to obtain the notice of the Board Meeting. If a director has attended a meeting and fails to raise any objection for the non-receipt of the meeting notice before the meeting or during the meeting, it shall be deemed that a meeting notice has been issued to him.

No.	Provision before the amendment	Provision after the amendments
13.	Article 9 Coordination Before the Meeting The Board Office shall be responsible for communicating with and contacting all the directors during the period from the issue of the notice of the board meeting to the convening of the board meeting and shall, when requested, to supplement the information necessary for policy making by the directors in relation to the contents of the proposals to be discussed in a timely manner.	Article 9 Coordination Before the Meeting The **Office (“the** Board Office**”)** shall be responsible for communicating with and contacting all the directors during the period from the issue of the notice of the board meeting to the convening of the board meeting and shall, when requested, to supplement the information necessary for policy making by the directors in relation to the contents of the proposals to be discussed in a timely manner.
14.	Article 10 Attending the Meeting A board meeting shall only be held when being attended by more than half of the directors. A board meeting shall be attended by the directors in person. If a director is unable to attend due to certain reasons, he may appoint other directors to attend on his behalf in writing. The proxy form shall specify the name of the proxy, the matters to be dealt with by the proxy, authority and valid term, and shall be signed or chopped by the appointer. If a director is unable to attend a board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting.	Article 10 Attending the Meeting A board meeting shall only be held when being attended by more than half of the directors. A board meeting shall be attended by the directors in person. If a director is unable to attend due to certain reasons, he may appoint other directors to attend on his behalf in writing, **but must review the meeting materials in advance and form a clear opinion**. The proxy form shall specify the name of the proxy, the matters to be dealt with by the proxy, ~~authority~~ **the scope of authorization** and valid term, and shall be signed or chopped by the appointer. **Directors attending meetings on behalf of others shall exercise their rights as directors within the scope of their authorization. Where voting matters are involved, the appointer shall clearly state in the proxy form whether they agree, disagree or abstain on each matter. Directors shall not make or accept powers of attorney that do not indicate voting intentions, general proxies, or proxies with unclear authorization scopes.** If a director is unable to attend a board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting.

No.	Provision before the amendment	Provision after the amendments
	If an independent director fails to attend a board meeting in person consecutively for three times, the Board shall request the general meeting to remove the said director. If a director fails to attend the meeting in person consecutively for twice and fails to appoint other directors to attend the board meeting, the same shall be deemed to be failure to perform duties. The Board shall propose for his removal at the general meeting. The Board Meeting shall be chaired by the Chairman. If the Chairman is unable to chair the meeting, the meeting shall be chaired by the Vice Chairman. If both the Chairman and Vice Chairman are unable to chair the meeting, the meeting shall be chaired by other directors designated by the Chairman.	**A director may not accept proxies from more than two other directors to attend a Board Meeting, and independent directors may not appoint non-independent directors as proxies to attend meetings. When deliberating on related-party transactions, non-related directors may not appoint related directors as proxies to attend meetings. Directors' responsibilities for voting matters are not exempted by appointing other directors as proxies.** If an independent director fails to attend a board meeting in person consecutively for ~~three~~ **two** times, ~~the Board shall request the general meeting to remove the said director~~ **and also does not authorize another independent director to attend on his/her behalf, the Board shall propose to convene a general meeting to remove such independent director within thirty (30) days from the date such fact occurs**. If a director fails to attend the meeting in person consecutively for twice and fails to appoint other directors to attend the board meeting, the same shall be deemed to be failure to perform duties. The Board shall propose for his removal at the general meeting. **Attendance in person includes presence at the meeting in person or participation by means of communication.** The Board Meeting shall be chaired by the Chairman. If the Chairman is unable to chair the meeting, the meeting shall be chaired by the Vice Chairman. If both the Chairman and Vice Chairman are unable to chair the meeting, ~~the meeting shall be chaired by other directors designated by the Chairman~~ **more than half of the directors shall jointly recommend one director to preside over the meeting**.

No.	Provision before the amendment	Provision after the amendments
15.	Article 11 Discussing and Examining the Proposals The chairperson of the meeting shall announce the commencement of the meeting according to the time predetermined by the board meeting. The meeting shall be conducted with the chairperson chairing the meeting, and the relevant persons shall firstly explain the proposals to the Board. When the board meeting is discussing and examining the relevant proposals and matters, it may request the persons-in-charge of the relevant departments of the Company to attend the meeting as non-voting delegates and answer the relevant questions in order to understand the main points and conditions in detail. During the course of discussion and examination, if it is found that the situation is uncertain or the feasibility is questionable as regards certain topics for discussion, the Board may request to defer discussion of such topics. The Board shall establish strict examination and policy-making procedures in relation to risk investment. As regards significant investment projects, the Board shall appoint the relevant intermediary organs to provide professional opinions as the important basis for policy-making by the Board.	Article 11 Discussing and Examining the Proposals The chairperson of the meeting shall announce the commencement of the meeting according to the time predetermined by the board meeting. The meeting shall be conducted with the chairperson chairing the meeting, and the relevant persons shall firstly explain the proposals to the Board. **The meeting chairperson shall request the directors attending the board meeting to express clear opinions on each agenda item.** **Directors shall carefully review the relevant meeting materials and express their opinions independently and prudently based on a full understanding of the matters.** When the board meeting is discussing and examining the relevant proposals and matters, it may request the persons-in-charge of the relevant departments of the Company to attend the meeting as non-voting delegates and answer the relevant questions in order to understand the main points and conditions in detail. During the course of discussion and examination, if it is found that the situation is uncertain or the feasibility is questionable as regards certain topics for discussion, the Board may request to defer discussion of such topics.

No.	Provision before the amendment	Provision after the amendments
		The Board shall **define the authority limits for external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted wealth management, connected transactions, external donations, and other matters, and** establish strict examination and policy-making procedures ~~in relation to risk investment~~. As regards significant investment projects, the Board shall ~~appoint the relevant intermediary organs to provide professional opinions as the important basis for policy-making by the Board~~ **organize relevant experts and professionals for evaluation and submit the projects to the general meeting for approval**. **Within the scope of applicable laws, administrative regulations, the regulatory rules of the place where the Company is listed, the articles of association, and the authority granted by the shareholders' meeting, the Board of Directors shall make decisions collectively and exercise its powers prudently.** **The Board may delegate certain powers to the Chairman or the General Manager, except for matters that are required by laws, administrative regulations, or the regulatory rules of the place where the Company is listed to be decided by the Board itself. The exercise of delegated powers by the Board and the authorized persons shall comply with the relevant provisions of the authorization management system, which shall be formulated by the Board.**

No.	Provision before the amendment	Provision after the amendments
16.	Article 12 Independent directors shall express independent opinions in relation to the following at the board meeting or general meeting: (1) nominating or removing directors; (2) appointing or dismissing senior management personnel; (3) remuneration of the directors and senior management personnel of the Company; (4) matters which independent directors consider that the same may damage the interests of medium and small shareholders; (5) other matters governed by laws or the Articles of Association. Independent opinions expressed by independent directors shall include: consent; qualified opinions and their reasons; objections and their reasons; unable to express opinions and the impediments. If the relevant matters fall within the scope of matters required to be disclosed, the Company shall announce the opinions of the independent directors. If the opinions of the independent directors differ and a consensus cannot be reached, the Board shall disclose the opinions of each independent director respectively.	Delete

No.	Provision before the amendment	Provision after the amendments
17.	Article 13 Voting for the Proposals When the Board discusses and examines proposals of the board meeting, voting may be conducted by way of a show of hands or poll. All the directors attending the meeting must express their opinions to vote for, vote against or abstain from voting. The voting method to be adopted shall be determined by the chairperson of the board meeting. A director attending the meeting on behalf of others shall exercise the rights on behalf of the appointer within the authorised scope. If a director fails to attend a board meeting in person and has not appointed a representative to attend, the same shall be deemed to be a waiver of the voting right at such meeting. As regards the resolutions to be passed at a board meeting, except those matters shall be passed with the consent of more than two-thirds of all the directors in accordance with explicit requirements of the applicable laws and the Articles of Association of the Company, all other matters could be resolved with the consent of the majority all directors.	Article 12 Voting for the Proposals When the Board discusses and examines proposals of the board meeting, voting may be conducted by way of a show of hands **verbal,** or **written** poll. All the directors attending the meeting must express their opinions to vote for, vote against or abstain from voting. The voting method to be adopted shall be determined by the chairperson of the board meeting. ~~A director attending the meeting on behalf of others shall exercise the rights on behalf of the appointer within the authorised scope.~~ ~~If a director fails to attend a board meeting in person and has not appointed a representative to attend, the same shall be deemed to be a waiver of the voting right at such meeting.~~ As regards the resolutions to be passed at a board meeting, except ~~those matters shall be passed with the consent of more than two-thirds of all the directors in accordance with explicit requirements of~~ **as otherwise stipulated by** the applicable laws**, administrative regulations, the regulatory rules of the place where the Company is listed,** and the Articles of Association of the Company, all other matters ~~could~~ **must** be resolved with the consent of the majority all directors.

No.	Provision before the amendment	Provision after the amendments
	When the Board votes for the related transaction(s) of the Company, related directors who are interested in the transaction(s) shall not participate in the voting.	~~When the Board votes for the related transaction(s) of the Company, related directors who are interested in the transaction(s) shall not participate in the voting.~~ **When a director is associated with any enterprise or individual involved in a matter to be resolved at a board meeting, such director shall promptly submit a written report to the Board of Directors. The director with such association shall not vote on the resolution, nor shall he/she exercise voting rights on behalf of other directors. The board meeting may be held with the attendance of more than half of non-associated directors, and resolutions shall be passed by more than half of such non-associated directors. If the number of non-associated directors attending the board meeting is fewer than three (3), the matter shall be submitted to the general meeting of shareholders for consideration.**

No.	Provision before the amendment	Provision after the amendments
18.	Article 15 Minutes Minutes of the board meeting shall be official evidence of the resolutions for the matters discussed by the Board. The board meeting shall make detailed minutes for the matters discussed. Records shall include the following: (1) date and place of the meeting and the name of the chairperson; (2) names of the directors attending the meeting, names of the appointer handling the relevant formalities and names of the proxy; (3) agenda of the meeting; (4) main points of the speech of the directors; (5) method of voting and results for each resolution (the number of consenting, dissenting or abstention votes shall be set out in the voting results).	Article **14** Minutes Minutes of the board meeting shall be official evidence of the resolutions for the matters discussed by the Board. The board meeting shall make detailed minutes for the matters discussed. **Directors present at the meeting and the recorder shall sign their names on the minutes.** **Minutes** ~~Records~~ shall include the following: (1) date and place of the meeting and the name of the ~~chairperson~~ **convener**; (2) ~~names of the directors attending the meeting, names of the appointer handling the relevant formalities and names of the proxy~~ **names of the directors present and the names of directors (proxies) attending the meeting on behalf of others**; (3) agenda of the meeting; (4) main points of the speech of the directors **(including any concerns raised or dissenting opinions expressed by directors), and opinions of independent directors (if any);** (5) method of voting and results for each resolution (the number of consenting, dissenting or abstention votes shall be set out in the voting results). **(6) Other matters that attending directors consider necessary to be recorded.**

No.	Provision before the amendment	Provision after the amendments
	Minutes of each board meeting shall be provided to all the directors for review as soon as possible. Any director intending to amend or supplement the minutes shall submit the amendment opinions in writing to the Chairman within one week after receipt of the minutes. Minutes of the board meeting shall be properly kept at the residence of the Company as important files of the Company and a complete copy shall be sent to each director as soon as possible.	Minutes of each board meeting shall be provided to all the directors for review as soon as possible. Any director intending to amend or supplement the minutes shall submit the amendment opinions in writing to the Chairman within one week after receipt of the minutes. Minutes of the board meeting shall be properly kept at the residence of the Company as important files of the Company (**with a retention period of ten (10) years**) and a complete copy shall be sent to each director as soon as possible.
19.	**Chapter 5 Information Disclosure of the Board Meeting**	**Chapter 5 Information Disclosure of the Board Meeting**
20.	Article 16 The Board must strictly comply with the relevant laws and administrative regulations of the State and the information disclosure provisions of the stock exchange on which the shares of the Company are listed and traded, and correctly, accurately and completely disclose the matters discussed at the board meetings and/or resolutions in a timely manner.	Article **15** The Board must strictly comply with the relevant laws and administrative regulations of the State and the information disclosure provisions of the ~~stock exchange on which the shares of the Company are listed and traded~~ **regulatory rules of the place where the Company is listed**, and correctly, accurately and completely disclose the matters discussed at the board meetings and/or resolutions in a timely manner. **Matters relating to the announcement of Board resolutions shall be handled by the Board Secretary in accordance with the relevant regulatory rules of the place where the Company is listed. Prior to the disclosure of the resolution announcement, attending directors, as well as those present at the meeting for record-keeping and support purposes, shall be obligated to keep the contents of the resolutions confidential.**

No.	Provision before the amendment	Provision after the amendments
21.	**Chapter 6 Implementation of the Board Resolutions and Feedback**	**Chapter 6 Implementation of the Board Resolutions and Authorizations and Feedback**
22.	Article 17 After the Board has passed a resolution, if it falls within the scope of the duties of the general manager or matters to be handled by the general manager upon authorisation by the Board, the same shall be organised and implemented by the general manager and the implementation situation shall be reported to the Board. The Board shall arrange for the relevant departments to organise and implement matters other than those referred to above and hear the relevant reports. The Board Office shall be responsible for sending the above written report materials to the directors.	Article **16** After the Board has passed a resolution, if it falls within the scope of the duties of the general manager or matters to be handled by the general manager upon authorisation by the Board, the same shall be organised and implemented by the general manager and the implementation situation shall be reported to the Board. The Board shall arrange for the relevant departments to organise and implement matters other than those referred to above and hear the relevant reports. The **Office ("the** Board Office**")** shall be responsible for sending the above written report materials to the directors.
23.	**New article**	**Article 18 Directors shall have the right to raise inquiries with relevant personnel regarding the implementation of resolutions adopted at previous Board meetings.**
24.	Article 19 Each time when a board meeting is convened, the general manager or other relevant departments shall submit a written report to the Board in relation to the implementation of the previous board resolutions. The board meeting shall assess the implementation of the previous board resolutions.	Article 19 ~~Each time when a board meeting is convened,~~ **After the Board has adopted a resolution,** the general manager or other relevant departments shall **regularly report to the Board on the implementation status of the resolution** ~~submit a written report to the Board in relation to the implementation of the previous board resolutions~~. The board meeting shall assess the implementation of the ~~previous~~ board resolutions. **The Chairman and the General Manager shall regularly submit written reports to the Board on the implementation of matters authorized by the Board.**

No.	Provision before the amendment	Provision after the amendments
25.	**Chapter 7 Supplemental Rules**	**Chapter 7 Supplemental Rules**
26.	**New article**	**Article 21 Unless otherwise specified, the terms used in these Rules shall have the same meanings as those defined in the Articles of Association.**
27.	Article 21 The formulation and amendment of these Rules shall be effective after the same have been passed at the general meeting.	Article 22 The formulation and amendment of these Rules shall be effective after the same have been passed at the general meeting.
28.	Article 22 The general meeting shall have the right to interpret and amend these Rules.	Article 23 ~~The general meeting shall have the right to interpret and amend these Rules~~ **These Rules shall be interpreted by the Board of Directors**.
29.	Article 23 As regards any matters not being dealt with in these Rules or those which are inconsistent with the laws, administrative regulations, other regulatory documents, the Articles of Association and Rules of Procedures for the shareholders' meeting, the laws, administrative regulations, other regulatory documents, the Articles of Association and Rules of Procedures for the shareholders' meeting shall prevail.	Article **24** ~~As regards any matters not being dealt with in these Rules or those which are inconsistent with the laws, administrative regulations, other regulatory documents, the Articles of Association and Rules of Procedures for the shareholders' meeting, the laws, administrative regulations, other regulatory documents, the Articles of Association and Rules of Procedures for the shareholders' meeting shall prevail.~~ **Issues not covered in these Rules shall be dealt with in accordance with the relevant provisions of laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company is listed and the Articles of Association, taking into account the actual circumstances of the Company. In the event of any conflict between these Articles and laws, administrative regulations, departmental rules and regulations, or the relevant the regulatory rules of the place where the Company is listed and the Articles of Association, the latter shall prevail.**