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**If you have sold or transferred** all your shares in **BEIJING CAPITAL INTERNATIONAL AIRPORT COMPANY LIMITED,** you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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北京首都國際機場股份有限公司

Beijing Capital International Airport Co., Ltd.

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

(Stock Code: 00694)

# (1) PROPOSED APPOINTMENT OF DIRECTORS OF THE NINTH SESSION OF THE BOARD OF THE COMPANY
# AND
# (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE
# AND
# (3) PROPOSED ISSUANCE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB4 BILLION AND SHORT-TERM DEBENTURES OF NOT MORE THAN RMB4 BILLION IN THE PRC
# AND
# (4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 11 of this circular.

The Company will convene the EGM at 2:00 p.m. on Thursday, 28 August 2025 at Conference Room 112, the Office Building of the Company, No. 9 Siwei Road, Capital Airport, Beijing, the PRC. The notice convening the EGM is set out on pages 48 to 50 of this circular and proxy form is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time scheduled for holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and/or voting in person at the EGM or at any adjournment thereof should you so wish.

11 August 2025

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

| | |
|---|---|
| "Articles of Association" | the articles of association of the Company |
| "Audit and Risk Management Committee" | the audit and risk management committee of the Board |
| "Board" | the board of Directors |
| "CAAC" | Civil Aviation Administration of China |
| "Company" | Beijing Capital International Airport Company Limited (北京首都國際機場股份有限公司), a foreign-invested joint stock limited company incorporated in the PRC with limited liability, and the H Shares of which are listed on the Stock Exchange |
| "Company Law" | the Company Law of the People's Republic of China* (《中華人民共和國公司法》) |
| "controlling shareholder" | has the meaning ascribed to it under the Listing Rules |
| "Director(s)" | the director(s) of the Company |
| "EGM" | the extraordinary general meeting of the Company to be held at 2:00 p.m. on Thursday, 28 August 2025 at Conference Room 112, the Office Building of the Company, No. 9 Siwei Road, Capital Airport, Beijing, the PRC |
| "H Share(s)" | overseas listed foreign share(s) of nominal value of RMB1.00 each in the registered share capital of the Company |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |
| "Latest Practicable Date" | 5 August 2025, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information referred to in this circular |
| "Listing Rules" | The Rules Governing the Listing of Securities on the Stock Exchange |
| "NAFMII" | National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) |
| "Nomination Committee" | nomination committee of the Board |

| | |
|---|---|
| "Parent Company" | Capital Airports Holdings Limited* (首都機場集團有限公司), an enterprise established in the PRC and the controlling shareholder of the Company |
| "PRC" or "China" | the People's Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macao Special Administrative Region of the People's Republic of China and Taiwan |
| "Proposed Amendments" | the proposed amendments to the Articles of Association, details of which are set out in the Appendix to this circular |
| "Proposed Issuance" | the proposed issuance by the Company of the medium-term notes of not more than RMB4 billion and the short-term debentures of not more than RMB4 billion in the PRC |
| "Share(s)" | ordinary share(s) of RMB1.00 each in the registered share capital of the Company |
| "Shareholder(s)" | the holder(s) of the Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Supervisory Committee" | the supervisory committee of the Company |

* *For identification purposes only*



# 北京首都國際機場股份有限公司
# Beijing Capital International Airport Co., Ltd.

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

(Stock Code: 00694)

*Executive Directors:*
Mr. Song Kun
Mr. Han Zhiliang

*Non-executive Directors:*
Mr. Du Qiang
Mr. Wang Changyi
Mr. Jia Jianqing

*Independent non-executive Directors:*
Mr. Zhang Jiali
Mr. Stanley Hui Hon-chung
Mr. Wang Huacheng
Ms. Duan Donghui

*Registered office:*
Capital Airport, Beijing
The PRC

*Principal place of business in Hong Kong:*
37/F, One Taikoo Place
Taikoo Place
979 King's Road, Quarry Bay
Hong Kong

11 August 2025

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF DIRECTORS OF THE NINTH SESSION OF THE BOARD OF THE COMPANY**
**AND**
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE**
**AND**
**(3) PROPOSED ISSUANCE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB4 BILLION AND SHORT-TERM DEBENTURES OF NOT MORE THAN RMB4 BILLION IN THE PRC**
**AND**
**(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

## I. INTRODUCTION

The EGM of the Company will be held at 2:00 p.m. on Thursday, 28 August 2025 at Conference Room 112, the Office Building of the Company, No. 9 Siwei Road, Capital Airport, Beijing, the PRC.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the EGM for the Shareholders' consideration and approval.

## II. PROPOSED APPOINTMENT OF DIRECTORS

### (a) Candidates proposed for appointment as Directors

Reference is made to the announcement of the Company dated 26 June 2025 in relation to, among other things, the proposed appointment of Directors.

On 26 June 2025, the Board resolved to propose the appointment of (i) Mr. Xue Rongguo (薛榮國) ("**Mr. Xue**") as a non-executive Director of the ninth session of the Board; (ii) Mr. Shen Lancheng (沈蘭成) ("**Mr. Shen**") as a non-executive Director of the ninth session of the Board; and (iii) Mr. Li Yongbing (李勇兵) ("**Mr. Li**") as an executive Director of the ninth session of the Board.

The Board has fully considered the views of the Nomination Committee in evaluating the proposed appointment. Having considered the nomination policy and Board diversity policy of the Company with reference to objective criteria, including but not limited to gender, age group, educational background, and professional experience, skills and knowledge, the Nomination Committee recommended the Board to propose such candidates for consideration and appointment by the Shareholders at the EGM.

Ordinary resolutions will be proposed at the EGM in respect of the proposed appointment of each of Mr. Xue, Mr. Shen and Mr. Li as a non-executive Director, a non-executive Director, and an executive Director, respectively. Upon approval of the above resolutions at the EGM, the term of each of Mr. Xue, Mr. Shen and Mr. Li will be effective from the date of conclusion of the EGM and will end on the expiry of the term of the ninth session of the Board (i.e. the conclusion of the annual general meeting of the Company for the year ending 31 December 2025).

### (b) Biographical details of the candidates proposed for appointment

**Mr. Xue Rongguo (薛榮國)**, aged 54, graduated from Renmin University of China with a Bachelor of Laws degree majoring in laws. Mr. Xue started his career at the Beijing Capital Airport Public Security Sub-bureau in July 1992. He successively served as an officer, the deputy director officer, the director officer and the deputy director in the Office of the Public Security Bureau of CAAC from December 1993 to June 2004. From June 2004 to July 2009, he successively served as the deputy director and the director of the Office of the Public Security Bureau of CAAC (the Aviation Security Regulations and Standards Division). From

July 2009 to November 2011, he successively served as the director of the Office of the Public Security Bureau of CAAC and the director of the Aviation Security Regulations and Standards Division of CAAC. From November 2011 to March 2012, he served as a political commissar of the Air Police Headquarters and the director of the Political Department of the Public Security Bureau of the CAAC (Political Department of the Air Police Headquarters). From March 2012 to January 2017, he served as a member of the Party Committee of the Public Security Bureau of the CAAC, and a political commissar of the Air Police Headquarters and the director of the Political Department of the Public Security Bureau of the CAAC (Political Department of the Air Police Headquarters). From January 2017 to April 2017, he served as a member of the Party Committee of the Public Security Bureau of the CAAC, the commander of the Air Police Headquarters and the director of the Political Department of the Air Police Headquarters of the Public Security Bureau of the CAAC. From April 2017 to August 2024, he successively served as the deputy secretary of the Party Committee and secretary of the Discipline Inspection Commission of the Public Security Bureau of the CAAC, the commander of the Air Police Headquarters, and the director of the Political Department of the Public Security Bureau of the CAAC (Political Department of the Air Police Headquarters) and first-level inspector. He has been a member of the Party Committee and Deputy Secretary of the Parent Company since August 2024.

**Mr. Shen Lancheng (沈蘭成)**, aged 54, a senior accountant, certified public accountant, and Australian certified public accountant. Mr. Shen graduated from Northeast University with a Ph.D. Degree in management majoring in management science and engineering, and holds a master's degree in international accounting from Deakin University as well as a master's degree in business administration from Tsinghua University. Mr. Shen started his career in July 1993 and successively served as the accountant of the Finance and Billing Division of the Financial Office, accountant of the Financial Management Division, deputy director of the Revenue Settlement Division, and the chief of the Financial Division of Equipment Management Department of Beijing Capital International Airport from July 1994 to December 1999. From December 1999 to February 2003, he served as the manager of the Financial Department of Beijing Bowei Airport Support Company Limited. From February 2003 to February 2005, he successively served as the head, the assistant to the general manager of the Investment and Management Department and the assistant to the general manager of Planning and Development Department of the Parent Company. From February 2005 to January 2006, he served as the chief financial officer of Chongqing Airports Group Company. From January 2006 to July 2016, he successively served as the general manager of Legal Affairs and Auditing Department, the general manager of Auditing and Supervision Department, and the general manager of Operation Management Department of the Parent Company. From July 2016 to December 2019, he served as the chief financial officer and a member of the Party Committee of the Company. From December 2019 to March 2025, he served as the chief accountant of the Parent Company. He has been the chief accountant and a member of the Party Committee of the Parent Company since March 2025. Mr. Shen has concurrently served as the chairman of Beijing Capital Airport Group Finance Company Limited since April 2020.

**Mr. Li Yongbing (李勇兵)**, aged 54, graduated from the School of Law at Wuhan University majoring in Economic Law. He holds legal professional qualification, and has a Master of Business Administration degree from Wuhan University. Mr. Li started his career in July 1992 and successively served as the assistant and deputy section chief of the Labor Section of the Human Resources and Education Department of the Civil Aviation Administration of Hubei Province from July 1992 to January 1999. From January 1999 to January 2005, he successively served as the section chief and deputy manager of the Labor Section of the Labor and Personnel Training Department, and deputy director and director of the General Manager's Office of Wuhan Tianhe Airport. From January 2005 to November 2013, he successively served as the assistant to the general manager of the Airport Department, and general manager of the General Manager's Office, general manager of the Enterprise Management Department, general manager of the Operations Management Department, general manager of the Planning and Development Department, general manager of the Strategic Development Department (concurrently served as director of the Office from December 2010 to July 2011), director of the Office, and general manager of the Human Resources Department, of the Parent Company. From November 2013 to July 2018, he successively served as the deputy commander, a member of the Party Committee, deputy secretary of the Party Committee, secretary of the Discipline Inspection Commission, and chairman of the Trade Union of the Command Center of Beijing New Airport Construction Headquarters. From July 2018 to December 2018, he served as the deputy secretary of the Party Committee and secretary of the Discipline Inspection Commission of the Command Center of Beijing New Airport Construction Headquarters, and deputy secretary of the Party Committee and secretary of the Discipline Inspection Commission of the Management Center of Beijing New Airport. From December 2018 to August 2019, he served as the secretary of the Party Committee and deputy commander of the Command Center of Beijing New Airport Construction Headquarters. From August 2019 to May 2020, he served as the secretary of the Party Committee and deputy commander of the Command Center of Beijing New Airport Construction Headquarters, and the secretary of the Party Committee and deputy general manager of Beijing Daxing International Airport. From May 2020 to June 2025, he served as the secretary of the Party Committee and deputy general manager of Beijing Daxing International Airport. He has been a member of the Party Committee of the Parent Company since May 2025. He has been the general manager of the Company since June 2025.

**(c) Further details of the proposed appointment of Directors**

If elected, each of Mr. Xue and Mr. Shen will enter into an appointment letter with the Company and Mr. Li will enter into a service contract with the Company for a term commencing from the date of conclusion of the EGM and ending on the expiry of the term of the ninth session of the Board (i.e. the date of the annual general meeting of the Company for the year ending 31 December 2025), and will be subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association. No remuneration will be paid by the Company to Mr. Xue and Mr. Shen for their positions as non-executive Directors of the Company. The remuneration of Mr. Li will be determined by the Board with reference to, among other factors, the prevailing market conditions, his responsibilities and experience, and the overall remuneration level of an executive director of the Company based on the authorisation to be granted by the Shareholders at the EGM.

Save as disclosed above, as at the Latest Practicable Date, each of Mr. Xue, Mr. Shen and Mr. Li (i) had not held any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) did not have any relationship with any directors, supervisors, senior management, or substantial or controlling shareholder of the Company; (iii) did not hold any other positions in the Company; and (iv) did not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Xue, Mr. Shen and Mr. Li as Directors that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

## III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE

Reference is made to the announcement of the Company dated 31 July 2025 in relation to the Proposed Amendments and the abolishment of the Supervisory Committee.

In order to optimise the Company's corporate governance structure, pursuant to the relevant provisions of the Company Law, and in light of the actual operational and management needs of the Company, the Board resolved on 31 July 2025 to propose amendments to the Articles of Association. Upon completion of the amendments to the Articles of Association, the Company will no longer maintain the Supervisory Committee and the positions of supervisors. The functions and powers of the Supervisory Committee as stipulated under the Company Law shall be exercised by the Audit and Risk Management Committee, and the Rules of Procedures for the Supervisory Committee of the Company will be repealed accordingly.

The Proposed Amendments relate to (i) the abolishment of the Supervisory Committee and the positions of supervisors, with the Audit and Risk Management Committee exercising the functions and powers of the Supervisory Committee as stipulated under the Company Law; (ii) the addition of the position of employee director of the Company and the election procedures thereof; and (iii) other housekeeping amendments.

According to the Articles of Association and the relevant laws and regulations, the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the EGM. The special resolution relating to the Proposed Amendments will be proposed at the EGM. The amended Articles of Association will take effect upon such resolution being passed by the Shareholders at the EGM.

The Company has received a confirmation from its Hong Kong legal advisers, Eversheds Sutherland, confirming that the Proposed Amendments conform with the requirements of the Listing Rules governing the articles of association of listed companies. The Company has also received a confirmation from its PRC legal advisers, Beijing Junhe Law Offices, confirming that the Proposed Amendments conform with the relevant laws and regulations of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

For full particulars of the Proposed Amendments, please refer to the Appendix to this circular. Save for the Proposed Amendments disclosed in the Appendix, the other chapters and articles of the Articles of Association remain unchanged.

The Proposed Amendments are written in Chinese. There is no official English translation in respect thereof. Therefore, the English version of the Proposed Amendments is unofficial and for reference only. In the event of any discrepancy, the Chinese version shall prevail.

## IV. PROPOSED ISSUANCE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB4 BILLION AND SHORT-TERM DEBENTURES OF NOT MORE THAN RMB4 BILLION IN THE PRC

To broaden funding channels and alleviate pressure on funds, after taking into account the existing funds and liabilities of the Company, the Board proposes that the Company shall issue medium-term notes (the "**Medium-Term Notes**") and short-term debentures (the "**Short-Term Debentures**") in the PRC, each in an aggregate principal amount of not more than RMB4 billion with a valid registration period of two years and to be issued in tranches within such valid registration period.

The Proposed Issuance by the Company is subject to approval of the Shareholders by way of a special resolution. The Proposed Issuance shall also need to be registered with and approved by NAFMII.

### (a) Details of the Proposed Issuance

Details of the Medium-Term Notes and the Short-Term Debentures proposed to be issued by the Company are as follows:

(i) Issuer: the Company;

(ii) Size of issuance: the total principal amount of the issuance of each of the Medium-Term Notes and the Short-Term Debentures shall be not more than RMB4 billion (inclusive), with the final size of issuance being subject to registration with and approval by NAFMII;

(iii) Term of issuance: depending on the financial market conditions and the actual funding needs for the operation and development of the Company, each of the Medium-Term Notes and the Short-Term Debentures is to be issued in tranches within the valid registration period of two years and the approved size of issuance, with each tranche of not more than 10 years for the Medium-Term Notes, and not more than one year for the Short-Term Debentures;

(iv) Interest rate: to be determined based on market conditions at the time of issuance;

(v) Targets of issuance: qualified institutional investors in China's inter-bank bond markets (excluding those investors prohibited by relevant PRC laws and regulations);

(vi) Method of issuance: public issuance in China's inter-bank bond markets;

(vii) Use of proceeds: to be utilised in accordance with the funding needs for the operation and development of the Company and the relevant laws and regulations and requirements of regulatory authorities (including but not limited to the replenishment of liquidity, investment in fixed assets, and undertaking of liabilities); and

(viii) Conditions precedent: the Proposed Issuance is subject to the Shareholders' approval by way of a special resolution at the EGM, the completion of registration with NAFMII, and receipt of the notification of acceptance of registration.

**(b) Authorisation and mandate to be granted to the Board in respect of the Proposed Issuance**

To ensure the proper completion of the Proposed Issuance, it is proposed that a special resolution be passed by the Shareholders generally and unconditionally at the EGM to grant the authorisation to the Board and its authorised persons to deal with all such matters relating to the Proposed Issuance, including but not limited to the following:

(i) so far as permitted by laws and regulations according to the actual conditions of the Company and the market, to determine the actual plans for the Proposed Issuance, and amend or adjust the plans and relevant terms of the registration and issuance, including but not limited to specific matters such as the timing, method, quantity, price and term of the issuance, interest rate of issuance, tranche structure and use of proceeds;

(ii) to make all necessary and incidental arrangements for the Proposed Issuance, including but not limited to obtaining approvals, engaging intermediaries, determination of underwriting arrangements, preparation and dissemination of relevant application documents to regulatory authorities and obtaining approvals from the regulatory authorities, and execution of all requisite documents and disclosures of relevant information in accordance with the applicable laws;

(iii) should there be any changes in the policies of the PRC regulatory authorities in relation to the Proposed Issuance or any changes in market conditions, save for those matters subject to the resolutions passed at general meetings as stipulated by the relevant laws, regulations and the Articles of Association, to amend the specific proposal for the Proposed Issuance based on the feedback (if any) from the relevant PRC regulatory authorities or updates on the market conditions, or to exercise discretion to postpone or suspend the whole or any part of the Proposed Issuance; and

(iv) subject to the approval and authorisation of above items (i) to (iii) at the EGM, to propose and submit to the EGM to approve the delegation of the authority by the Board to the general manager of the Company to deal with such matters relating to the Proposed Issuance within the scope of the aforementioned authorisation, taking effect at the same time.

The grant of authorisation to the Board to deal with the above matters will be valid from the date of the passing of such resolution at the EGM to the expiry of the valid registration period of the Medium-Term Notes and the Short-Term Debentures.

The Board believes that the Proposed Issuance will provide additional sources of funding for the Company, improve the debt structure and reduce financing costs. The Board considers that the Proposed Issuance is in the interest of the Company and its shareholders as a whole.

## V. EGM

A notice convening the EGM is set out on pages 48 to 50 of this circular. A proxy form for use at the EGM is enclosed with this circular. To be valid, the proxy form must be completed in accordance with the instructions printed thereon and if such proxy form is signed by another person authorised by the appointor, together with a notarially certified copy of the power of attorney or other authorizing document, must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time scheduled for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and/or voting in person at the EGM or any adjournment thereof should you so wish.

The register of shareholders of the Company will be temporarily closed from Monday, 25 August 2025 to Thursday, 28 August 2025 (both days inclusive), during which period no transfer of the Shares will be registered. Shareholders whose names appear on the register of shareholders of the Company on Thursday, 28 August 2025 will be entitled to attend and vote at the EGM.

In order to qualify for the entitlement to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall lodge the transfer documents together with the relevant share certificates with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 4:30 p.m. of Friday, 22 August 2025.

## VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. The chairman of the EGM shall therefore demand that voting on the resolutions set out in the notice of the EGM be taken by way of poll pursuant to Article 64 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the register of shareholders. A Shareholder entitled to more than one vote needs not cast all his/her/its votes in the same manner.

## VII. RECOMMENDATION

The Board (including independent non-executive Directors) considers that all the resolutions proposed for consideration and approval by the Shareholders at the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

## VIII. RESPONSIBILITY STATEMENT

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

Yours faithfully,
By order of the Board of
**Beijing Capital International Airport Company Limited**
**Li Bo**
*Secretary to the Board*

The following are the Proposed Amendments to the existing Articles of Association, with the deletions shown in strikethrough or, where the relevant article or chapter is to be deleted in its entirely, stated as "Deleted", and the additions or revisions shown in bold and underline.

As the Proposed Amendments involve additions and deletions of articles and chapter and adjustment of the order of articles and chapter, the numbering of the amended Articles of Association shall be re-numbered accordingly. The amended Articles of Association will also be revised accordingly for any changes in the numbering of articles and chapter with cross reference made in the existing Articles of Association.

Unless otherwise specified, all capitalised terms in the Proposed Amendments contained in this Appendix are terms defined in the existing Articles of Association which shall have the corresponding meanings ascribed to them in the existing Articles of Association.

The Articles of Association are written in Chinese. In case of any inconsistencies between the Chinese and the English version, the Chinese version shall prevail.

| **Articles of Association currently in force** | **Proposed to be amended as** |
|---|---|
| CHAPTER 1 GENERAL PRINCIPLES | CHAPTER 1 GENERAL PRINCIPLES |
| Article 9 These Articles of Association of the Company are binding on the Company, its shareholders, directors, supervisors, managers and other senior management officers. All the aforementioned persons may, pursuant to these Articles of Association, raise any claims relating to the affairs of the Company.<br><br>Shareholders may bring actions against the Company in accordance with these Articles of Association. The Company may bring actions against shareholders in accordance with these Articles of Association. The shareholders may bring actions against each other in accordance with these Articles of Association. A shareholder may bring actions against the directors, supervisors, managers and other senior management officers in accordance with these Articles of Association. For the purpose of this Article, "action" includes taking court proceedings or application for arbitration. | Article 9 These Articles of Association of the Company are binding on the Company, its shareholders, directors, ~~supervisors,~~ managers and other senior management officers. All the aforementioned persons may, pursuant to these Articles of Association, raise any claims relating to the affairs of the Company.<br><br>Shareholders may bring actions against the Company in accordance with these Articles of Association. The Company may bring actions against shareholders in accordance with these Articles of Association. The shareholders may bring actions against each other in accordance with these Articles of Association. A shareholder may bring actions against the directors, ~~supervisors,~~ managers and other senior management officers in accordance with these Articles of Association. For the purpose of this Article, "action" includes taking court proceedings or application for arbitration. |

| Articles of Association currently in force | Proposed to be amended as |
|---|---|
| CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS | CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS |
| Article 45 A shareholder of the Company shall have the following rights:<br><br>(1) to receive dividends and distribution of profits in any other form in proportion to the number of shares held;<br><br>(2) to request, convene, host, attend or appoint proxy to attend shareholders' meetings, speak and exercise the corresponding voting rights thereat in accordance with the laws;<br><br>(3) to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;<br><br>(4) to transfer, gift or pledge shares in accordance with the laws, administrative regulations, the listing rules of the place(s) where the Company's shares are listed and these Articles of Association;<br><br>(5) to inspect and copy these Articles of Association, the register of shareholders, minutes of shareholders' meetings, resolutions of meetings of the board of directors, resolutions of meetings of the supervisory committee, and the audited financial accounting reports;<br><br>(6) to participate in the distribution of the remaining property of the Company in proportion to the number of shares held by them in the event of the termination or liquidation of the Company;<br><br>(7) to request the Company to acquire shares held by shareholders who voted against the resolutions passed at a shareholders' meeting on the merger or division of the Company;<br><br>(8) other rights provided by the laws, administrative regulations and these Articles of Association. | Article 45 A shareholder of the Company shall have the following rights:<br><br>(1) to receive dividends and distribution of profits in any other form in proportion to the number of shares held;<br><br>(2) to request, convene, host, attend or appoint proxy to attend shareholders' meetings, speak and exercise the corresponding voting rights thereat in accordance with the laws;<br><br>(3) to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;<br><br>(4) to transfer, gift or pledge shares in accordance with the laws, administrative regulations, the listing rules of the place(s) where the Company's shares are listed and these Articles of Association;<br><br>(5) to inspect and copy these Articles of Association, the register of shareholders, minutes of shareholders' meetings, resolutions of meetings of the board of directors, ~~resolutions of meetings of the supervisory committee,~~ and the audited financial accounting reports;<br><br>(6) to participate in the distribution of the remaining property of the Company in proportion to the number of shares held by them in the event of the termination or liquidation of the Company;<br><br>(7) to request the Company to acquire shares held by shareholders who voted against the resolutions passed at a shareholders' meeting on the merger or division of the Company;<br><br>(8) other rights provided by the laws, administrative regulations and these Articles of Association. |

| Articles of Association currently in force | Proposed to be amended as |
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| CHAPTER 8 SHAREHOLDERS' MEETINGS | CHAPTER 8 SHAREHOLDERS' MEETINGS |
| Article 48 The shareholders' meeting shall exercise the following powers:<br><br>(1) to elect and replace directors and to determine the remuneration of the directors;<br><br>(2) to elect and replace supervisors who are representatives of the shareholders and to determine the remuneration of such supervisors;<br><br>(3) to consider and to approve the report of the board of directors;<br><br>(4) to consider and to approve the report of the supervisory committee;<br><br>(5) to consider and to approve the plan for profit distribution and plan for making up losses;<br><br>(6) to resolve on the increase in or reduction of the registered capital of the Company;<br><br>(7) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;<br><br>(8) to resolve on the issuance of bonds by the Company;<br><br>(9) to resolve on the appointment, dismissal or termination of appointment of an accounting firm;<br><br>(10) to amend the Articles of Association of the Company; | Article 48 The shareholders' meeting shall exercise the following powers:<br><br>(1) to elect and replace directors **(excluding employee director)** and to determine the remuneration of the directors;<br><br>~~(2) to elect and replace supervisors who are representatives of the shareholders and to determine the remuneration of such supervisors;~~<br><br>(~~3~~**2**) to consider and to approve the report of the board of directors;<br><br>~~(4) to consider and to approve the report of the supervisory committee;~~<br><br>(~~5~~**3**) to consider and to approve the plan for profit distribution and plan for making up losses;<br><br>(~~6~~**4**) to resolve on the increase in or reduction of the registered capital of the Company;<br><br>(~~7~~**5**) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;<br><br>(~~8~~**6**) to resolve on the issuance of bonds by the Company;<br><br>(~~9~~**7**) to resolve on the appointment, dismissal or termination of appointment of an accounting firm;<br><br>(~~10~~**8**) to amend the Articles of Association of the Company; |

| Articles of Association currently in force | Proposed to be amended as |
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| (11) to consider the motion put forward by the shareholders who individually or collectively hold 1% or more of the shares of the Company carrying voting rights; | (~~11~~**9**) to consider the motion put forward by the shareholders who individually or collectively hold 1% or more of the shares of the Company carrying voting rights; |
| (12) to consider matters relating to the purchases and disposals of material assets or the provisions of guarantees to others by the Company with an amount exceeding 30% of the latest audited total assets of the Company within one year; | (1~~2~~**0**) to consider matters relating to the purchases and disposals of material assets or the provisions of guarantees to others by the Company with an amount exceeding 30% of the latest audited total assets of the Company within one year; |
| (13) to consider the share incentive schemes of the Company; | (1~~3~~**1**) to consider the share incentive schemes of the Company; |
| (14) other matters to be resolved at the shareholders' meeting as required by the laws, administrative regulations, the listing rules of the place(s) where the Company's shares are listed and these Articles of Association.<br><br>The shareholders' meeting may authorize or appoint the board of directors to effect those matters authorised or appointed by the shareholders' meeting. | (1~~4~~**2**) other matters to be resolved at the shareholders' meeting as required by the laws, administrative regulations, the listing rules of the place(s) where the Company's shares are listed and these Articles of Association.<br><br>The shareholders' meeting may authorize or appoint the board of directors to effect those matters authorised or appointed by the shareholders' meeting. |
| Article 49 Unless the Company is in a special situation such as a crisis, without the prior approval by the shareholders' meeting, the Company shall not enter into contract with any person other than a director, supervisor, manager or other senior management officers of the Company whereby such person undertakes the management and administration of the whole or any substantial part of the business of the Company. | Article 49 Unless the Company is in a special situation such as a crisis, without the prior approval by the shareholders' meeting, the Company shall not enter into contract with any person other than a director~~,~~ ~~supervisor~~, manager or other senior management officers of the Company whereby such person undertakes the management and administration of the whole or any substantial part of the business of the Company. |

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| Article 50 Shareholders' meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' meetings shall be convened by the board of directors. Annual general meeting shall be convened once every year and shall be held within 6 months after the preceding financial year ends.<br><br>Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within 2 months thereof:<br><br>(1) when the number of directors falls below the number required by the Company Law or two-thirds of the number required by these Articles of Association;<br><br>(2) when the losses of the Company which have not been made up amount to one-third of the total share capital of the Company;<br><br>(3) upon requisition of shareholders individually or collectively holding 10% or more of the issued shares of the Company carrying voting rights for the convening of an extraordinary general meeting;<br><br>(4) when the board of directors deems necessary;<br><br>(5) when more than half of independent directors propose to convene the same;<br><br>(6) when the supervisory committee proposes to convene the same;<br><br>(7) other circumstances stipulated by laws, regulations or these Articles of Association. | Article 50 Shareholders' meetings are divided into annual ~~general~~**shareholders'** meetings and extraordinary general meetings. Shareholders' meetings shall be convened by the board of directors. Annual ~~general~~**shareholders'** meeting shall be convened once every year and shall be held within 6 months after the preceding financial year ends.<br><br>Under any of the following circumstances, the ~~board of directors~~ **Company** shall convene an extraordinary general meeting within 2 months **from the date upon which the circumstance occurs** ~~thereof~~:<br><br>(1) when the number of directors falls below the number required by the Company Law or two-thirds of the number required by these Articles of Association;<br><br>(2) when the losses of the Company which have not been made up amount to one-third of the total share capital of the Company;<br><br>(3) upon requisition of shareholders individually or collectively holding 10% or more of the issued shares of the Company carrying voting rights for the convening of an extraordinary general meeting;<br><br>(4) when the board of directors deems necessary;<br><br>(5) when more than half of independent **non-executive** directors propose to convene the same;<br><br>(6) ~~when the supervisory committee proposes to convene the same~~ **when the audit and risk management committee proposes to convene the same**;<br><br>(7) other circumstances stipulated by laws, regulations or these Articles of Association. |

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| Article 51 The shareholders' meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.<br><br>If the board of directors is unable or fails to perform the duty of convening the shareholders' meeting, the supervisory committee shall convene and preside over the meeting promptly. If the supervisory committee does not convene or preside over the meeting, the shareholders who individually or collectively hold 10% or more of the shares of the Company for 90 or more consecutive days may convene and preside over such meetings on their own initiative.<br><br>Where shareholders who individually or collectively hold 10% or more of the shares of the Company request to convene an extraordinary general meeting, the board of directors and the supervisory committee shall, within 10 days after receipt of such request, decide whether to convene the extraordinary general meeting and reply to the shareholders in writing. | Article 51 The shareholders' meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.<br><br>If the board of directors is unable or fails to perform the duty of convening the shareholders' meeting, the **audit and risk management committee** ~~supervisory committee~~ shall convene and preside over the meeting promptly. If the **audit and risk management committee** ~~supervisory committee~~ does not convene or preside over the meeting, the shareholders who individually or collectively hold 10% or more of the shares of the Company for 90 or more consecutive days may convene and preside over such meetings on their own initiative.<br><br>Where shareholders who individually or collectively hold 10% or more of the shares of the Company request to convene an extraordinary general meeting, **such request shall be made in writing to the board of directors. The board of directors shall, in accordance with the provisions of the laws, administrative regulations, and these Articles of Association, give a written response on whether or not it agrees to convene an extraordinary general meeting within 10 days after receiving the request.**<br><br>**In the event that the board of directors agrees to convene an extraordinary general meeting, a notice of the shareholders' meeting shall be issued within 5 days after such resolution of the board of directors is made. Alterations to the original request in the notice shall be approved by the relevant shareholders.**<br><br>**In the event that the board of directors disagrees with the convening of an extraordinary general meeting, or fails to give a response within 10 days after receiving the request, shareholders who individually or collectively hold 10% or more of** |

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| | **the shares of the Company shall propose to the audit and risk management committee for the convening of an extraordinary general meeting, and such proposal shall be made in writing to the audit and risk management committee.**<br><br>**In the event that the audit and risk management committee agrees to convene an extraordinary general meeting, a notice of the shareholders' meeting shall be issued within 5 days after receiving the request. Alterations to the original request in the notice shall be approved by the relevant shareholders.**<br><br>**In the event that the audit and risk management committee does not issue a notice of the shareholders' meeting within the specified timeframe, the audit and risk management committee shall be considered to be unwilling to convene and preside over the shareholders' meeting, and the shareholders who individually or collectively hold 10% or more of the shares of the Company for 90 or more consecutive days may convene and preside over the meeting on their own initiative** ~~the board of directors and the supervisory committee shall, within 10 days after receipt of such request, decide whether to convene the extraordinary general meeting and reply to the shareholders in writing~~.<br><br>**The chairman of the audit and risk management committee shall preside over the shareholders' meeting convened by the audit and risk management committee on its own initiative. In the event that the chairman of the audit and risk management committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member of the audit and risk management committee jointly elected by more than half of the members of the audit and risk management committee.**<br><br>**Where a shareholders' meeting is convened by the audit and risk management committee or the shareholders on their own initiative, necessary costs of the meeting shall be borne by the Company, and the board of directors and the secretary of the board of directors shall provide assistance.** |

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| Article 56 When a shareholders' meeting is convened by the Company, the board of directors, supervisory committee and shareholders who individually or collectively hold 1% or more of the shares of the Company shall be entitled to make proposals to the Company. The contents of the proposals shall fall within the functions and powers of the shareholders' meeting, have clear agenda and specific resolution matters, and comply with relevant requirements of laws, administrative regulations and these Articles of Association.<br><br>Shareholders, who individually or collectively hold 1% or more of the shares of the Company, may submit ad hoc proposals in writing to the board of directors 10 days before the convening of the shareholders' meeting. The ad hoc proposals shall include a clear agenda and specific resolution matters. The board of directors shall issue a supplemental notice of the shareholders' meeting within 2 days after the receipt of the proposals and announce the contents of the ad hoc proposals, unless the ad hoc proposals violate the laws, administrative regulations or provisions of these Articles of Association, or do not fall within the functions and powers of the shareholders' meeting. If there are other requirements under the listing rules of the place(s) where the Company's shares are listed, such requirements shall also be satisfied. | Article 56 When a shareholders' meeting is convened by the Company, the board of directors, **audit and risk management committee** ~~supervisory committee~~ and shareholders who individually or collectively hold 1% or more of the shares of the Company shall be entitled to make proposals to the Company. The contents of the proposals shall fall within the functions and powers of the shareholders' meeting, have clear agenda and specific resolution matters, and comply with relevant requirements of laws, administrative regulations and these Articles of Association.<br><br>Shareholders, who individually or collectively hold 1% or more of the shares of the Company, may submit ad hoc proposals in writing to the board of directors 10 days before the convening of the shareholders' meeting. The ad hoc proposals shall include a clear agenda and specific resolution matters. The board of directors shall issue a supplemental notice of the shareholders' meeting within 2 days after the receipt of the proposals and announce the contents of the ad hoc proposals, unless the ad hoc proposals violate the laws, administrative regulations or provisions of these Articles of Association, or do not fall within the functions and powers of the shareholders' meeting. If there are other requirements under the listing rules of the place(s) where the Company's shares are listed, such requirements shall also be satisfied. |
| Article 66 The following matters shall be resolved by an ordinary resolution at a shareholders' meeting:<br><br>(1) the working reports of the board of directors and the supervisory committee;<br><br>(2) plan for distribution of profits and plans for making up losses prepared by the board of directors;<br><br>(3) the appointment and removal of the members of the board of directors and the supervisory committee and their remuneration and method of payment; | Article 66 The following matters shall be resolved by an ordinary resolution at a shareholders' meeting:<br><br>(1) the working report~~s~~ of the board of directors ~~and the supervisory committee~~;<br><br>(2) plan for distribution of profits and plans for making up losses prepared by the board of directors;<br><br>(3) the appointment and removal of the members of the board of directors ~~and the supervisory committee~~ and their remuneration and method of payment; |

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| (4) matters not otherwise required by the laws, administrative regulations or these Articles of Association to be passed by special resolutions. | (4) matters not otherwise required by the laws, administrative regulations or these Articles of Association to be passed by special resolutions. |
| CHAPTER 10 PARTY COMMITTEE | CHAPTER 10 PARTY COMMITTEE |
| Article 78 The Company shall establish the Party Committee. The Party Committee shall consist of one secretary, and the number of deputy secretaries and members of the Party Committee shall be determined in accordance with official approval and reply from the Party organizations of higher levels. The secretary, deputy secretary and members of the Party Committee shall be elected or appointed in accordance with the Constitution of the China Communist Party and related provisions. Eligible members of the Party Committee may serve as members of the board of directors, the supervisory committee and the management through legal procedures, while eligible Party members of the board of directors, the supervisory committee and management may also join the Party Committee pursuant to relevant provisions and procedures. Meanwhile, the disciplinary inspection committee shall be established in accordance with the provisions. | Article 78 The Company shall establish the Party Committee. The Party Committee shall consist of one secretary, and the number of deputy secretaries and members of the Party Committee shall be determined in accordance with official approval and reply from the Party organizations of higher levels. The secretary, deputy secretary and members of the Party Committee shall be elected or appointed in accordance with the Constitution of the China Communist Party and related provisions. Eligible members of the Party Committee may serve as members of the board of directors~~, the supervisory committee~~ and the management through legal procedures, while eligible Party members of the board of directors~~, the supervisory committee~~ and management may also join the Party Committee pursuant to relevant provisions and procedures. Meanwhile, the disciplinary inspection committee shall be established in accordance with the provisions. |

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| Article 79 The Party Committee shall fulfill the following responsibilities in accordance with the Constitution of the Communist Party of China and other regulations as prescribed by the Party:<br><br>(1) To ensure and supervise the Company's implementation of the policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of the Party organizations of higher levels.<br><br>(2) To uphold the integration of the principle of the Party's management of cadres with the lawful selection of the management by the board of directors, as well as the lawful exercise of the management's power to select staff. The Party Committee shall consider the candidates nominated by the board of directors and the general manager and put forward opinions and suggestions, or recommend candidates to the board of directors and the general manager. The Party Committee shall evaluate candidates together with the board of directors, and put forward opinions and suggestions collectively.<br><br>(3) To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employees' interests, and provide comments and suggestions.<br><br>(4) To support the shareholders' general meeting, the board of directors, the supervisory committee and the management in performing their duties in accordance with the law.<br><br>(5) To lead the Company's ideological and political work, the united front work, the spiritual civilization construction, the corporate culture cultivation as well as the work of organisations such as the labor union and the Communist Youth League, as well as to support the employee representatives' meeting in carrying out its work. | Article 79 The Party Committee shall fulfill the following responsibilities in accordance with the Constitution of the Communist Party of China and other regulations as prescribed by the Party:<br><br>(1) To ensure and supervise the Company's implementation of the policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of the Party organizations of higher levels.<br><br>(2) To uphold the integration of the principle of the Party's management of cadres with the lawful selection of the management by the board of directors, as well as the lawful exercise of the management's power to select staff. The Party Committee shall consider the candidates nominated by the board of directors and the general manager and put forward opinions and suggestions, or recommend candidates to the board of directors and the general manager. The Party Committee shall evaluate candidates together with the board of directors, and put forward opinions and suggestions collectively.<br><br>(3) To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employees' interests, and provide comments and suggestions.<br><br>(4) To support the shareholders' general meeting, the board of directors, the **audit and risk management committee** ~~supervisory committee~~ and the management in performing their ~~duties~~ **functions and powers** in accordance with the law.<br><br>(5) To lead the Company's ideological and political work, the united front work, the spiritual civilization construction, the corporate culture cultivation as well as the work of organisations such as the labor union and the Communist Youth League, as well as to support the employee representatives' meeting in carrying out its work. |

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| (6) To undertake the responsibility to comprehensively and strictly administer Party, and lead the construction of the Party's conduct and its clean and honest administration, as well as to support the disciplinary inspection committee in earnestly performing its supervisory responsibilities. | (6) To undertake the responsibility to comprehensively and strictly administer Party, and lead the construction of the Party's conduct and its clean and honest administration, as well as to support the disciplinary inspection committee in earnestly performing its supervisory responsibilities. |
| CHAPTER 11 BOARD OF DIRECTORS | CHAPTER 11 BOARD OF DIRECTORS |
| Article 81 There shall be a board of directors comprising nine to fifteen members. External directors (being directors not internally employed by the Company, such term having the same meaning as hereinafter appearing) shall account for more than one-half in number of members of the board of directors, of which more than one-third shall be independent (non-executive) directors (being a director independent from the shareholders of the Company and not internally employed by the Company, such term having the same meaning as hereinafter appearing).<br><br>The board of directors shall have one chairman and eight to fourteen directors. Directors shall manage the affairs authorised by the board of directors. | Article 81 There shall be a board of directors comprising nine to fifteen members. External directors (being directors not internally employed by the Company, such term having the same meaning as hereinafter appearing) shall account for more than one-half in number of members of the board of directors, of which more than one-third shall be independent non-executive directors (being a director independent from the shareholders of the Company and not internally employed by the Company, such term having the same meaning as hereinafter appearing). **The Company shall have one employee director.**<br><br>The board of directors shall have one chairman and eight to fourteen directors. Directors shall manage the affairs authorised by the board of directors. |

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| Article 82 The board of directors of the Company shall be independent from the controlling organization and shall be free from interference by the controlling organization. The number of senior management officers of the controlling organization (chairman and executive director) who hold the office of the chairman of the Company and perform the role of directors shall not exceed two. Directors shall be elected at the shareholders' meeting for a term of three years. Upon the expiry of the term, a director shall be eligible for re-election.<br><br>In the case of failure to timely re-elect a director at the expiry of his term of office, or where a director has resigned during the term of office and as a result of which the number of members in the board of directors falls below the quorum, or is unable to satisfy the requirements of relevant laws, administrative regulations and the listing rules of the place(s) where the shares are listed, the original director shall, prior to the newly elected director taking office, perform the director's duties in accordance with the provisions of the laws, regulations and these Articles of Association. | Article 82 The board of directors of the Company shall be independent from the controlling organization and shall be free from interference by the controlling organization. The number of senior management officers of the controlling organization (chairman and executive director) who hold the office of the chairman of the Company and perform the role of directors shall not exceed two. Directors **(excluding employee director)** shall be elected at the shareholders' meeting**, whereas employee director shall be elected by the employees of the Company at the employee representative meeting, employee meeting or through other forms of democratic election. The term of office for the directors of the Company shall be** ~~for a term of~~ three years. Upon the expiry of the term, a director shall be eligible for re-election.<br><br>In the case of failure to timely re-elect a director at the expiry of his term of office, or where a director has resigned during the term of office and as a result of which the number of members in the board of directors falls below the quorum, or is unable to satisfy the requirements of relevant laws, administrative |

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| Where a director resigns, he shall notify the Company in writing, and the resignation shall take effect on the date the Company receives the notice, provided that if any of the circumstances specified in the preceding paragraph exists, the director shall continue to perform his duties. A director whose term of office has not expired shall be liable to compensate the Company for its loss as a result of his resignation without approval.<br><br>The written notice of intention to nominate a candidate to be elected as a director and a notice by such candidate of his willingness to be nominated shall be delivered to the Company not earlier than the day after the dispatch of the notice of the shareholders' meeting and not later than 7 days prior to the date of the meeting.<br><br>The number of directors elected shall be not less than the number specified in Article 81 of these Articles of Association and not more than the maximum number of directors fixed by the ordinary resolution passed at the shareholders' meeting. If the number of directors voted for is more than the maximum number of directors prescribed, directors who obtained the highest number of votes with reference to the maximum number of directors so fixed shall be elected as directors.<br><br>Subject to the provisions of the relevant laws and regulations, the shareholders' meeting may by an ordinary resolution remove a director before the expiration of his term of office but without prejudice to any claim for damages under any contract, which shall take effect from the date on which the removal becomes effective as determined in the resolution.<br><br>The chairman shall be elected and removed by a simple majority of the directors. The term of office for the chairman and directors shall be three years and they shall be eligible for re-election.<br><br>External directors shall have sufficient time and the necessary knowledge and skills in order to be capable of performing their duties. | regulations and the listing rules of the place(s) where the shares are listed, the original director shall, prior to the newly elected director taking office, perform the director's duties in accordance with the provisions of the laws, regulations and these Articles of Association.<br><br>Where a director resigns, he shall notify the Company in writing, and the resignation shall take effect on the date the Company receives the notice, provided that if any of the circumstances specified in the preceding paragraph exists, the director shall continue to perform his duties. A director whose term of office has not expired shall be liable to compensate the Company for its loss as a result of his resignation without approval.<br><br>The written notice of intention to nominate a candidate to be elected as a director and a notice by such candidate of his willingness to be nominated shall be delivered to the Company not earlier than the day after the dispatch of the notice of the shareholders' meeting and not later than 7 days prior to the date of the meeting.<br><br>The number of directors elected shall be not less than the number specified in Article 81 of these Articles of Association and not more than the maximum number of directors fixed by the ordinary resolution passed at the shareholders' meeting. If the number of directors voted for is more than the maximum number of directors prescribed, directors who obtained the highest number of votes with reference to the maximum number of directors so fixed shall be elected as directors.<br><br>Subject to the provisions of the relevant laws and regulations, the shareholders' meeting may by an ordinary resolution remove a director **(excluding employee director)** before the expiration of his term of office but without prejudice to any claim for damages under any contract, which shall take effect from the date on which the removal becomes effective as determined in the resolution.<br><br>The chairman shall be elected and removed by a simple majority of the directors. The term of office for the chairman and directors shall be three years and they shall be eligible for re-election. |

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| When an external director performs his duties, the Company shall provide all the necessary information. Among other things, independent (nonexecutive) directors may report directly to the shareholders' meeting, the securities supervisory and regulatory body of the State Council and to other relevant authorities.<br><br>A director other than an external director or an independent (non- executive) director may assume the office of any other senior management officer of the Company save and except the office of supervisor.<br><br>A director shall not be required to hold any shares of the Company. | External directors shall have sufficient time and the necessary knowledge and skills in order to be capable of performing their duties.<br><br>When an external director performs his duties, the Company shall provide all the necessary information. Among other things, independent non-executive directors may report directly to the shareholders' meeting, the securities supervisory and regulatory body of the State Council and to other relevant authorities.<br><br>A director other than an external director or an independent non-executive director may assume the office of any other senior management officer of the Company~~ save and except the office of supervisor~~.<br><br>A director shall not be required to hold any shares of the Company. |
| Article 83 The board of directors shall exercise the following powers and duties:<br><br>(1) to be responsible for convening shareholders' meeting and to report on its work to the shareholders' meeting;<br><br>(2) to implement resolutions of the shareholders' meeting;<br><br>(3) to determine the business principles, business plans, investment plans and investment proposals of the Company;<br><br>(4) to consider the Company's annual and semi-annual financial accounting reports;<br><br>(5) to prepare plans for profit distribution and plans for making up losses for the Company;<br><br>(6) to formulate the Company's borrowing and financial policies, proposals for the increase in and reduction of registered capital and the issue of bonds of the Company; | Article 83 The board of directors shall exercise the following powers and duties:<br><br>(1) to be responsible for convening shareholders' meeting and to report on its work to the shareholders' meeting;<br><br>(2) to implement resolutions of the shareholders' meeting;<br><br>(3) to determine the business principles, business plans, investment plans and investment proposals of the Company;<br><br>(4) to consider the Company's annual and semi-annual financial accounting reports;<br><br>(5) to prepare plans for profit distribution and plans for making up losses for the Company;<br><br>(6) to formulate the Company's borrowing and financial policies, proposals for the increase in and reduction of registered capital and the issue of bonds of the Company; |

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| (7) to formulate proposals for major acquisitions or disposals and to prepare proposals for the merger, division and dissolution of the Company; | (7) to formulate proposals for major acquisitions or disposals and to prepare proposals for the merger, division and dissolution of the Company; |
| (8) to decide on the internal management structure of the Company; | (8) to decide on the internal management structure of the Company; |
| (9) to appoint or dismiss the manager and to appoint or dismiss the deputy manager, the financial officer upon the nominations from the manager and to determine their remuneration; | (9) to appoint or dismiss the manager and to appoint or dismiss the deputy manager, the financial officer upon the nominations from the manager and to determine their remuneration; |
| (10) to set up the basic management systems of the Company, including the financial management and personnel management systems; | (10) to set up the basic management systems of the Company, including the financial management and personnel management systems; |
| (11) to formulate proposals for amendments of the Articles of Association; | (11) to formulate proposals for amendments of the Articles of Association; |
| (12) to consider adjustments in significant accounting policies and changes in accounting estimates of the Company (excluding those adjustments made due to national policy); | (12) to consider adjustments in significant accounting policies and changes in accounting estimates of the Company (excluding those adjustments made due to national policy); |
| (13) to decide the establishment of special committees of the board of directors and their compositions; | (13) to decide the establishment of special committees of the board of directors and their compositions; **and** |
| (14) other powers conferred by the shareholders' meeting and these Articles of Association. | (14) other powers conferred by the shareholders' meeting and these Articles of Association. |
| The board of directors' resolutions in respect of proposals for major acquisitions or disposals, amendments to the Articles of Association, increase or decrease of registered capital, or resolutions in respect of the merger, division, dissolution or change of corporate form of the Company shall call for the approval of two-thirds or more of the directors, and the board of directors' resolutions in respect of all other matters may be passed by more than one half of the directors. The board of directors shall seek opinions from the Party Committee before making decisions on the material issues of the Company. Board resolutions in relation to connected transactions shall take effect only after the approval of two-thirds or more of the independent non-executive directors. | The board of directors' resolutions in respect of proposals for major acquisitions or disposals, amendments to the Articles of Association, increase or decrease of registered capital, or resolutions in respect of the merger, division, dissolution or change of corporate form of the Company shall call for the approval of two-thirds or more of the directors, and the board of directors' resolutions in respect of all other matters may be passed by more than one half of the directors. The board of directors shall seek opinions from the Party Committee before making decisions on the material issues of the Company. Board resolutions in relation to connected transactions shall take effect only after the approval of two-thirds or more of the independent non-executive directors. |

| Articles of Association currently in force | Proposed to be amended as |
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| Article 85 Meeting of the board of directors shall be held at least four times every year and shall be convened by the chairman. The notice for such meeting shall be given to all directors 14 days in advance.<br><br>An interim meeting of the board of directors may be convened upon the proposal of shareholders representing 10% or more of voting rights or one third or more of the directors or the supervisory committee. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal. The notice of interim meeting of the board of directors shall in principle be served to all directors 5 days before the date of the meeting.<br><br>In case of emergency, an interim meeting of the board of directors may be convened at the request of the directors in such number equal to one-third or more of the total number of directors or the manager of the Company and shall not be restricted by the notice of meeting requirement under this Article.<br><br>Meeting of the board of directors shall in principle be held at the domicile of the Company. However, it may be held at other place inside the People's Republic of China if the board of directors so resolved.<br><br>The language used at the meeting of the board of directors shall be Chinese. Where necessary, interpreters may also attend the meeting to provide simultaneous interpretation service between Chinese and English languages. | Article 85 Meeting of the board of directors shall be held at least four times every year and shall be convened by the chairman. The notice for such meeting shall be given to all directors 14 days in advance.<br><br>An interim meeting of the board of directors may be convened upon the proposal of shareholders representing 10% or more of voting rights or one third or more of the directors **or the audit and risk management committee** ~~or the supervisory committee~~. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal. The notice of interim meeting of the board of directors shall in principle be served to all directors 5 days before the date of the meeting.<br><br>In case of emergency, an interim meeting of the board of directors may be convened at the request of the directors in such number equal to one-third or more of the total number of directors or the manager of the Company and shall not be restricted by the notice of meeting requirement under this Article.<br><br>Meeting of the board of directors shall in principle be held at the domicile of the Company. However, it may be held at other place inside the People's Republic of China if the board of directors so resolved.<br><br>The language used at the meeting of the board of directors shall be Chinese. Where necessary, interpreters may also attend the meeting to provide simultaneous interpretation service between Chinese and English languages. |
| | **Article 92 The board of directors of the Company shall establish an audit and risk management committee to exercise the functions and powers of the supervisory committee as prescribed under the Company Law.** |

| Articles of Association currently in force | Proposed to be amended as |
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| | **Article 93 The audit and risk management committee shall comprise of no less than three directors, who shall be non-executive directors not serving as senior management officers of the Company, and a majority of whom shall be independent non-executive directors, with the accounting professional among the independent non-executive directors serving as the chairman of the audit and risk management committee.** |
| | **Article 94 The audit and risk management committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external auditing work as well as internal control. The following matters shall be approved by more than half of all members of the audit and risk management committee before being submitted to the board of directors for consideration:**<br><br>**(1) disclosure of financial information in the financial accounting reports and periodic reports as well as the internal control assessment reports;**<br><br>**(2) appointment or dismissal of the accounting firm that undertakes the auditing services of the Company;**<br><br>**(3) employment or dismissal of the financial officer of the Company;**<br><br>**(4) changes in accounting policies, accounting estimates or corrections to major accounting errors due to reasons other than changes in accounting standards;**<br><br>**(5) other matters stipulated by the laws, administrative regulations and these Articles of Association.** |

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| | **Article 95 Meeting of the audit and risk management committee shall be convened at least twice a year. An interim meeting may be convened upon the proposal of two or more members or when the chairman deems necessary. The meeting of the audit and risk management committee shall only be held when two-thirds or more of the members attend.**<br><br>**Resolutions of the audit and risk management committee shall be passed by a simple majority of the members of the audit and risk management committee. Voting on resolutions of the audit and risk management committee shall be carried out on a one-person-one-vote basis.**<br><br>**The audit and risk management committee shall prepare minutes for its resolutions in accordance with the regulations. The minutes shall be signed by the members of the audit and risk management committee who attended such meeting.**<br><br>**The board of directors shall formulate separate terms of reference for the audit and risk management committee in relation to its composition, duties and procedures of meetings.** |
| Article 92 Where necessary, the board of directors may establish relevant special committees such as the remuneration and evaluation committee, nomination committee, audit and risk management committee, and strategy and sustainable development committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors in relation to the composition, duties and procedures of meetings of such special committees. | Article 9~~2~~**6** Where necessary, the board of directors ~~may~~ **shall** establish **other** relevant special committees such as the remuneration and evaluation committee, nomination committee, ~~audit and risk management committee,~~ and strategy and sustainable development committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors in relation to the composition, duties and procedures of meetings of such special committees. |

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| CHAPTER 14 SUPERVISORY COMMITTEE | ~~CHAPTER 14 SUPERVISORY COMMITTEE~~ |
| Article 103 The Company shall have a supervisory committee. The supervisory committee is the Company's standing internal supervisory organ. Its responsibilities are to exercise supervision over the board of directors and its members and other senior management officers, including the manager and deputy managers, to prevent any abuse of powers and infringement on the legitimate rights of the Company, its shareholders and employees. | Deleted |
| Article 104 The supervisory committee shall comprise of five to nine supervisors, one of whom shall serve as the chairman of the board of supervisors. The term of office for the supervisors shall be three years and they shall be eligible for re-election. External Supervisors (being supervisors not internally employed by the Company, such term having the same meaning as hereinafter appearing) shall account for one-half or more in number of members of the supervisory committee, of which there shall be two or more independent supervisors (being supervisors independent from the shareholders of the Company and not internally employed by the Company, such term having the same meaning as hereinafter appearing).<br><br>The appointment and removal of the chairman of the supervisory committee shall take effect upon a resolution passed by a simple majority of all the members of the supervisory committee. | Deleted |
| Article 105 One-third or more of members of the supervisory committee shall be representatives of the staff and workers of the Company, and the remaining supervisors shall be representatives of shareholders (including persons qualified to be an external supervisor and an independent supervisor). The representatives of the shareholders shall be elected and removed by the shareholders' general meeting; the representatives of the staff and workers shall be elected and removed through democratic election by the staff and workers of the Company. | Deleted |

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| Article 106 Any director, manager, deputy manager, financial officer and other senior management officers shall not act as a supervisor. | Deleted |
| Article 107 Meeting of the supervisory committee shall be convened at least once every 6 months and the meeting shall be convened by the chairman of the supervisory committee. All members of the supervisory committee shall be informed ten days before the meeting. An interim meeting of the supervisory committee may be convened upon the proposal of one-third or more of supervisors. The notice of interim meeting of the supervisory committee shall in principle be served to all supervisors 5 days before the date of the meeting. In the event of emergency, the interim meeting of the supervisory committee may be convened upon the proposal of one-third or more of supervisors, and it shall not subject to the notice of the meeting of the supervisory committee under this Article.<br><br>Meeting of the supervisory committee shall in principle be held at the domicile of the company, but the supervisory committee may resolve to hold the meeting in other locations inside the PRC. | Deleted |

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| Notice of the meeting of the supervisory committee shall be served in the following manners:<br><br>(1) The notice of the meeting of the supervisory committee specifying the time and place of the meeting shall be given by the chairman to the supervisors by telex, telegraph, facsimile, express courier service, registered mail, by hand or by other electronic means 10 days before regular meeting or 5 days before interim meeting of the supervisory committee.<br><br>(2) The notice shall be in Chinese and, if necessary, an English version of the same shall be enclosed therein and the notice shall include the background and proposals, the form of the meeting and agenda of the meeting.<br><br>Any supervisor may waive the right to receive notice of the meeting of the supervisory committee.<br><br>A supervisor shall be deemed to have received the notice of meeting if he is present at the meeting and does not raise the issue of the non-receipt of such notice prior to or at the time of his arrival at the meeting.<br><br>The regular meeting or interim meeting of the supervisory committee may be held by teleconferencing or other communication device. So long as all the supervisors participating at the meeting can clearly hear and communicate with each other, all such supervisors at the meeting shall be deemed to be present in person at the meeting.<br><br>The supervisory committee may accept resolutions in writing in lieu of convening a meeting of the supervisory committee, however, a draft of such resolution shall be delivered by hand, post, telex, facsimile or other electronic means to every supervisor. Upon the delivery of the proposed resolution by the supervisory committee to all supervisors and such resolution being approved and signed by the requisite number of supervisors and sent to the chairman of the supervisory committee by the aforesaid mean(s), the proposed resolution shall become a resolution of the supervisory committee whereby no meeting of the supervisory committee shall be required. | |

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| Article 108 The supervisory committee shall exercise the following powers and duties in accordance with the laws:<br><br>(1) to examine the financial affairs of the Company;<br><br>(2) to supervise the conduct of the directors, manager and other senior management officers of the Company in performing the duties of the Company, and propose the dismissal of directors and senior management officers who have violated any laws, administrative regulations, these Articles of Association or resolutions of shareholders' meetings;<br><br>(3) to require the directors, managers and other senior management officers of the Company to rectify their acts which are prejudicial to the interests of the Company;<br><br>(4) to verify the financial information such as financial reports, business reports and profits distribution plans submitted by the board of directors to the shareholders' meeting; where any query arises, the financial information shall be referred to a certified public accountant or certified auditor appointed in the name of the Company to re-examine the same;<br><br>(5) to propose the convening of extraordinary general meetings, and convene and preside over shareholders' meetings when the board of directors fails to perform its duty to convene and preside over the shareholders' meetings specified by the Company Law and these Articles of Association;<br><br>(6) to submit proposals to the shareholders' meeting;<br><br>(7) to represent the Company in negotiating with any directors and senior management officers or taking legal proceedings against the directors and senior management officers;<br><br>(8) other powers and duties provided in these Articles of Association. | Deleted |

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| The supervisory committee may opine on the appointment of the accounting firm of the Company, and where necessary, may separately appoint an accounting firm in the name of the Company to audit the accounts of the Company and may directly report to the securities supervisory and regulatory body of the State Council and to other relevant departments.<br><br>External supervisors shall report independently to the shareholders' meeting in relation to the performance of diligence and honesty of the Company's senior management officers.<br><br>Supervisors may sit in on the meetings of the board of directors. | Deleted |
| Article 109 The meeting of the supervisory committee shall only be held when a simple majority of the members of the supervisory committee attend. Each supervisor is entitled to one vote. The resolutions of the supervisory committee shall be passed by a simple majority of all supervisors.<br><br>Voting on resolutions of the supervisory committee shall be carried out on a one person-one-vote basis. | Deleted |
| Article 110 The reasonable costs and expenses incurred in engaging professionals such as lawyers, certified public accountants and certified auditors as are required by the supervisory committee in discharging its duties shall be borne by the Company. | Deleted |
| Article 111 The supervisors shall honestly discharge their duties in accordance with the laws, administrative regulations and the Articles of Association of the Company. | Deleted |

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| CHAPTER 15 QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, MANAGERS AND OTHER SENIOR MANAGEMENT OFFICERS OF THE COMPANY | CHAPTER 1~~5~~4 QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, ~~SUPERVISORS,~~ MANAGERS AND OTHER SENIOR MANAGEMENT OFFICERS OF THE COMPANY |
| Article 112 A person may not serve as a director, supervisor or senior management officer of the Company in any one of the following circumstances:<br><br>(1) the individual has no civil capacity or limited civil capacity;<br><br>(2) a period of less than 5 years has elapsed since the penalization on corruption, bribery, unauthorised appropriation of properties, embezzlement of properties or disrupting the order of the socialist market economy; or a period of less than 5 years has elapsed since being deprived of political rights for commission of offences; and in the case of being placed on probation, a period of less than 2 years has elapsed since the expiration of such probation;<br><br>(3) a period of less than 3 years has elapsed since the completion of the liquidation of any company or enterprise which was insolvent and where the person acted as a director, factory manager or manager of such company or enterprise and was personally liable for such insolvency;<br><br>(4) a period of not less than 3 years has elapsed since the revocation of the business licence or order to closedown of a company or enterprise due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;<br><br>(5) the person is listed by the People's Court as a defaulter for personally failing to pay a substantial loan at maturity;<br><br>(6) the person has been involved in criminal offences subject to investigation by judicial authorities and the case has yet been settled; | Article 1~~1~~2**07** A person may not serve as a director~~,~~ ~~supervisor~~ or senior management officer of the Company in any one of the following circumstances:<br><br>(1) the individual has no civil capacity or limited civil capacity;<br><br>(2) a period of less than 5 years has elapsed since the penalization on corruption, bribery, unauthorised appropriation of properties, embezzlement of properties or disrupting the order of the socialist market economy; or a period of less than 5 years has elapsed since being deprived of political rights for commission of offences; and in the case of being placed on probation, a period of less than 2 years has elapsed since the expiration of such probation;<br><br>(3) a period of less than 3 years has elapsed since the completion of the liquidation of any company or enterprise which was insolvent and where the person acted as a director, factory manager or manager of such company or enterprise and was personally liable for such insolvency;<br><br>(4) a period of not less than 3 years has elapsed since the revocation of the business licence or order to closedown of a company or enterprise due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;<br><br>(5) the person is listed by the People's Court as a defaulter for personally failing to pay a substantial loan at maturity;<br><br>(6) the person has been involved in criminal offences subject to investigation by judicial authorities and the case has yet been settled; |

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| (7) the person is not eligible for acting as a director, supervisor or senior management officer of the Company according to the laws or administrative regulations;<br><br>(8) the person is not a natural person; and<br><br>(9) a period of less than 5 years has elapsed since the person was adjudged by the relevant governing authority to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty.<br><br>If a director, supervisor or senior management officer is elected, appointed or engaged in violation of this Article, such election, appointment or engagement shall be null and void.<br><br>Any director, supervisor or senior management officer falling into any of the above circumstances during their terms of office shall be removed from office by the Company.<br><br>The management staff of the controlling organization shall not concurrently hold the office of the Company's manager, deputy manager, financial controller, sales controller or secretary of the board of directors. | (7) the person is not eligible for acting **as a leader of an enterprise** ~~as a director, supervisor or senior management officer of the Company~~ according to the laws or administrative regulations;<br><br>(8) the person is not a natural person; and<br><br>(9) a period of less than 5 years has elapsed since the person was adjudged by the relevant governing authority to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty.<br><br>If a director~~, supervisor~~ or senior management officer is elected, appointed or engaged in violation of this Article, such election, appointment or engagement shall be null and void.<br><br>Any director~~, supervisor~~ or senior management officer falling into any of the above circumstances during their terms of office shall be removed from office by the Company.<br><br>The management staff of the controlling organization shall not concurrently hold the office of the Company's manager, deputy manager, financial controller, sales controller or secretary of the board of directors. |
| Article 113 A director, supervisor, manager or other senior management officer of the Company shall have fiduciary duties to the Company and take measures to avoid conflicts between their own interests and the interests of the Company, and shall not make use of their positions to gain undue advantage.<br><br>A director, supervisor, manager and other senior management officer of the Company shall have a duty of diligence to the Company and exercise the reasonable care that may be expected of a manger normally in performing his/her duties in the best interests of the Company. | Article 1~~13~~**08** A director, ~~supervisor,~~ manager or other senior management officer of the Company shall have fiduciary duties to the Company and take measures to avoid conflicts between their own interests and the interests of the Company, and shall not make use of their positions to gain undue advantage.<br><br>A director, ~~supervisor,~~ manager and other senior management officer of the Company shall have a duty of diligence to the Company and exercise the reasonable care that may be expected of a manger normally in performing his/her duties in the best interests of the Company. |

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| Article 114 A director, supervisor, manager or senior management officer owes a duty, in the performance of his duties, to observe the principle of fiduciary not to place himself in a position where his interest and the obligations undertaken may conflict. This principle shall include (but not be limited to) the following obligations: | Article 11~~4~~09 A director, ~~supervisor,~~ manager or senior management officer owes a duty, in the performance of his duties, to observe the principle of fiduciary not to place himself in a position where his interest and the obligations undertaken may conflict. This principle shall include (but not be limited to) the following obligations: |
| (1) to act honestly in the best interests of the Company; | (1) to act honestly in the best interests of the Company; |
| (2) to exercise the powers within the scope of his powers and not to act beyond such powers; | (2) to exercise the powers within the scope of his powers and not to act beyond such powers; |
| (3) to exercise the discretionary power vested in him personally and not allow himself to act under the direction of another and, unless and to the extent permitted by the laws and administrative regulations or the informed consent of shareholders' meeting, not to delegate the exercise of his discretion; | (3) to exercise the discretionary power vested in him personally and not allow himself to act under the direction of another and, unless and to the extent permitted by the laws and administrative regulations or the informed consent of shareholders' meeting, not to delegate the exercise of his discretion; |
| (4) to treat the shareholders of the same class equally and treat the shareholders of different classes fairly; | (4) to treat the shareholders of the same class equally and treat the shareholders of different classes fairly; |
| (5) in the case of entering into any contracts or transactions directly or indirectly with the Company, to report matters relating to the entering into of such contracts or transactions to the board of directors or the shareholders' meeting and seek approval from the board of directors or the shareholders' meeting by way of resolutions in accordance with these Articles of Association and the listing rules of the place(s) where the shares of the Company are listed. The foregoing shall also apply to the contracts or transactions entered into with the Company by the close family members of the directors, supervisors or senior management officers, the enterprises directly or indirectly controlled by the directors, supervisors, senior management officers or their close family members, and the associates (as defined under the listing rules of the place(s) where the shares of the Company are listed) with whom the directors, supervisors or senior management officers have other connected relationships; | (5) in the case of entering into any contracts or transactions directly or indirectly with the Company, to report matters relating to the entering into of such contracts or transactions to the board of directors or the shareholders' meeting and seek approval from the board of directors or the shareholders' meeting by way of resolutions in accordance with these Articles of Association and the listing rules of the place(s) where the shares of the Company are listed. The foregoing shall also apply to the contracts or transactions entered into with the Company by the close family members of the directors~~, supervisors~~ or senior management officers, the enterprises directly or indirectly controlled by the directors, ~~supervisors,~~ senior management officers or their close family members, and the associates (as defined under the listing rules of the place(s) where the shares of the Company are listed) with whom the directors~~, supervisors~~ or senior management officers have other connected relationships; |

| Articles of Association currently in force | Proposed to be amended as |
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| (6) without the informed consent of shareholders' meeting, not to use the Company's property for his own benefit; | (6) without the informed consent of shareholders' meeting, not to use the Company's property for his own benefit; |
| (7) not to use his authority for obtaining bribes or other illegal income and not to expropriate in any guise the property of the Company including, without limitation, any business opportunities belonging to the Company, except, however, in any one of the following circumstances: | (7) not to use his authority for obtaining bribes or other illegal income and not to expropriate in any guise the property of the Company including, without limitation, any business opportunities belonging to the Company, except, however, in any one of the following circumstances: |
| 1. it has been reported to the board of directors or the shareholders' meeting and approved by a resolution of the board of directors or the shareholders' meeting in accordance with these Articles of Association; | 1. it has been reported to the board of directors or the shareholders' meeting and approved by a resolution of the board of directors or the shareholders' meeting in accordance with these Articles of Association; |
| 2. the Company cannot take advantage of the business opportunity in accordance with laws, administrative regulations or these Articles of Association. | 2. the Company cannot take advantage of the business opportunity in accordance with laws, administrative regulations or these Articles of Association. |
| (8) not to accept commissions in connection with the Company's transaction; | (8) not to accept commissions in connection with the Company's transaction; |
| (9) to observe these Articles of Association; to perform the duties faithfully; to protect the interests of the Company; not to use his position and authority in the Company to make his own benefit; | (9) to observe these Articles of Association; to perform the duties faithfully; to protect the interests of the Company; not to use his position and authority in the Company to make his own benefit; |
| (10) without being reported to the board of directors or the shareholders' meeting and approved by a resolution of the board of directors or the shareholders' meeting in accordance with these Articles of Association, not to operate on his own account or for others any business similar to that of the Company; | (10) without being reported to the board of directors or the shareholders' meeting and approved by a resolution of the board of directors or the shareholders' meeting in accordance with these Articles of Association, not to operate on his own account or for others any business similar to that of the Company; |
| (11) shall not embezzle the funds of the Company or lend them to others; shall not deposit the funds of the Company into accounts under his name or any other name; shall not use assets of the Company as security for debts of the shareholders of the Company or any other person; | (11) shall not embezzle the funds of the Company or lend them to others; shall not deposit the funds of the Company into accounts under his name or any other name; shall not use assets of the Company as security for debts of the shareholders of the Company or any other person; |

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| (12) not to disclose confidential information of the Company acquired by him during the term of office without the informed consent of the shareholders' meeting; not to use the information other than in furtherance of the interests of the Company; save and except that disclosure of such information to the court of law or other government authorities is permitted if:<br><br>1. disclosure is required by the laws;<br><br>2. there is a duty to disclose in the interest of the public;<br><br>3. it is in the personal interests of such director, supervisor, manager or other senior management officer to require disclosure.<br><br>Income derived by a director, supervisor and senior management officer in violation of the provisions under this Article shall be returned to the Company. | (12) not to disclose confidential information of the Company acquired by him during the term of office without the informed consent of the shareholders' meeting; not to use the information other than in furtherance of the interests of the Company; save and except that disclosure of such information to the court of law or other government authorities is permitted if:<br><br>1. disclosure is required by the laws;<br><br>2. there is a duty to disclose in the interest of the public;<br><br>3. it is in the personal interests of such director, ~~supervisor,~~ manager or other senior management officer to require disclosure.<br><br>Income derived by a director~~, supervisor~~ and senior management officer in violation of the provisions under this Article shall be returned to the Company. |
| Article 115 A director, supervisor, manager and other senior management officer of the Company shall not cause any of the following persons or associations (the "associates") to do such things as such director, supervisor, manager or other senior management officer is prohibited from doing so:<br><br>(1) the spouse or minor child of that director, supervisor, manager or other senior management officer of the Company;<br><br>(2) the trustee of that director, supervisor, manager or other senior management officer of the Company or any person referred to in paragraph (1) of this Article;<br><br>(3) the partner of that director, supervisor, manager or other senior management officer of the Company or any person referred to in paragraphs (1) and (2) of this article; | Article 11**0**~~5~~ A director, ~~supervisor,~~ manager and other senior management officer of the Company shall not cause any of the following persons or associations (the "associates") to do such things as such director, ~~supervisor,~~ manager or other senior management officer is prohibited from doing so:<br><br>(1) the spouse or minor child of that director, ~~supervisor,~~ manager or~~–~~other senior management officer of the Company;<br><br>(2) the trustee of that director, ~~supervisor,~~ manager or other senior management officer of the Company or any person referred to in paragraph (1) of this Article;<br><br>(3) the partner of that director, ~~supervisor,~~ manager or other senior management officer of the Company or any person referred to in paragraphs (1) and (2) of this ~~article~~**Article**; |

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| (4) a company in which that director, supervisor, manager or other senior management officer of the Company alone or jointly with one or more of the persons referred to in paragraphs (1), (2) and (3) of this Article or other directors, supervisors, managers or other senior management officers of the Company, has a de facto controlling interest;<br><br>(5) a director, supervisor, manager or other senior management officer of a company being controlled as referred to in paragraph (4) of this Article. | (4) a company in which that director, ~~supervisor,~~ manager or other senior management officer of the Company alone or jointly with one or more of the persons referred to in paragraphs (1), (2) and (3) of this Article or other directors, ~~supervisors,~~ managers or other senior management officers of the Company, has a de facto controlling interest;<br><br>(5) a director, ~~supervisor,~~ manager or other senior management officer of a company being controlled as referred to in paragraph (4) of this Article. |
| Article 116 The fiduciary duties of a director, supervisor, manager or other senior management officer of the Company do not necessarily cease upon the termination of his tenure of office. The duty of confidence in relation to the trade secrets of the Company shall survive the termination of his tenure. Other obligations may continue for such period as to be determined under the principle of fairness, depending on the time lapse between the acts concerned and the termination and the circumstances and the conditions under which the relationship with the Company terminated. | Article 11**16** ~~6~~ The fiduciary duties of a director, ~~supervisor,~~ manager or other senior management officer of the Company do not necessarily cease upon the termination of his tenure of office. The duty of confidence in relation to the trade secrets of the Company shall survive the termination of his tenure. Other obligations may continue for such period as to be determined under the principle of fairness, depending on the time lapse between the acts concerned and the termination and the circumstances and the conditions under which the relationship with the Company terminated. |
| Article 117 Unless otherwise provided by applicable laws and regulations, these Articles of Association and the listing rules of the place(s) where the shares of the Company are listed, a director, supervisor, manager or other senior management officer of the Company may be relieved of liability for specific breaches of his duty by the informed consent of the shareholders' meeting. | Article 11**27** ~~7~~ Unless otherwise provided by applicable laws and regulations, these Articles of Association and the listing rules of the place(s) where the shares of the Company are listed, a director, ~~supervisor,~~ manager or other senior management officer of the Company may be relieved of liability for specific breaches of his duty by the informed consent of the shareholders' meeting. |

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| Article 118 Where a director, supervisor, manager or other senior management officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contracts, transaction or arrangement with the Company (other than a contract of service of that director, supervisor, manager and other senior management officer with the Company) shall declare the nature and extent of his interests to the board of directors at the earliest opportunity whether or not the contract, transaction, arrangement or proposal therefor is otherwise subject to the approval of the directors in normal circumstances.<br><br>Unless the interested director, supervisor, manager or other senior management officer of the Company has disclosed his interest to the board of directors in accordance with the preceding paragraph and the contract, transaction or arrangement has been approved by the board of directors at a meeting in which the interested director is not counted in the quorum and has refrained from voting, a contract, transaction or arrangement in which the director, supervisor, manager or other senior management officer is materially interested is avoidable at the instance of the Company except as against a bona fide party acting without notice of the breach of duty by such director, supervisor, manager or senior management officer concerned.<br><br>A director, supervisor, manager or senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement, in which the associates of such director, supervisor, manager or senior management officer is interested. | Article 11~~3~~8 Where a director, ~~supervisor,~~ manager or other senior management officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contracts, transaction or arrangement with the Company (other than a contract of service of that director, ~~supervisor,~~ manager and other senior management officer with the Company) shall declare the nature and extent of his interests to the board of directors at the earliest opportunity whether or not the contract, transaction, arrangement or proposal therefor is otherwise subject to the approval of the directors in normal circumstances.<br><br>Unless the interested director, ~~supervisor,~~ manager or other senior management officer of the Company has disclosed his interest to the board of directors in accordance with the preceding paragraph and the contract, transaction or arrangement has been approved by the board of directors at a meeting in which the interested director is not counted in the quorum and has refrained from voting, a contract, transaction or arrangement in which the director, ~~supervisor,~~ manager or other senior management officer is materially interested is avoidable at the instance of the Company except as against a bona fide party acting without notice of the breach of duty by such director, ~~supervisor,~~ manager or senior management officer concerned.<br><br>A director, ~~supervisor,~~ manager or senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement, in which the associates of such director, ~~supervisor,~~ manager or senior management officer is interested. |

| Articles of Association currently in force | Proposed to be amended as |
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| Article 119 Where a director, supervisor, manager or senior management officer of the Company gives a general notice in writing to the board of directors before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company, stating that, by reason of facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purpose of the preceding article of this Article to be a sufficient declaration of interests of such director, supervisor, manager or senior management officer, so far as attributable to those facts in relation to any contract, transaction or arrangement of that description which may subsequently be made by the Company.* | Article 11~~4~~**9** Where a director, ~~supervisor,~~ manager or senior management officer of the Company gives a general notice in writing to the board of directors before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company, stating that, by reason of facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purpose of the preceding article of this Article to be a sufficient declaration of interests of such director, ~~supervisor,~~ manager or senior management officer, so far as attributable to those facts in relation to any contract, transaction or arrangement of that description which may subsequently be made by the Company.~~*~~ |
| Article 120 The Company shall not, in any manner, pay tax for or on behalf of its directors, supervisors, managers or other senior management officers. | Article 1~~20~~**15** The Company shall not, in any manner, pay tax for or on behalf of its directors, ~~supervisors,~~ managers or other senior management officers. |

| Articles of Association currently in force | Proposed to be amended as |
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| Article 121 The Company shall not directly or indirectly, make a loan to or provide any guarantee in connection with a loan made by any person to its directors, supervisors, managers or other senior management officers of the Company or of its parent company; or make a loan to or provide any guarantee in connection with any loan made by any person to the associates of such person as aforesaid.<br><br>The preceding provision shall not apply to the following:<br><br>(1) the provision of a loan or a guarantee for a loan by the Company to its controlled subsidiary;<br><br>(2) the provision of a loan or a guarantee for loan by the Company to any of its directors, supervisors, managers or other senior management officers under a service contract as approved by shareholders' meeting or the provision of funds by the Company to him to meet expenditure incurred or to be incurred by him for the purpose of the Company or for the purpose of enabling him properly to perform his duties;<br><br>(3) where the ordinary course of business of the Company includes the lending of money and the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with a loan by another person to any of its directors, supervisors, managers or senior management officers and his associates on normal commercial terms. | Article 1~~21~~**16** The Company shall not directly or indirectly, make a loan to or provide any guarantee in connection with a loan made by any person to its directors, ~~supervisors,~~ managers or other senior management officers of the Company or of its parent company; or make a loan to or provide any guarantee in connection with any loan made by any person to the associates of such person as aforesaid.<br><br>The preceding provision shall not apply to the following:<br><br>(1) the provision of a loan or a guarantee for a loan by the Company to its controlled subsidiary;<br><br>(2) the provision of a loan or a guarantee for loan by the Company to any of its directors, ~~supervisors,~~ managers or other senior management officers under a service contract as approved by shareholders' meeting or the provision of funds by the Company to him to meet expenditure incurred or to be incurred by him for the purpose of the Company or for the purpose of enabling him properly to perform his duties;<br><br>(3) where the ordinary course of business of the Company includes the lending of money and the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with a loan by another person to any of its directors, ~~supervisors,~~ managers or senior management officers and his associates on normal commercial terms. |
| Article 123 A guarantee provided by the Company in breach of Article 121(1) of these Articles of Association shall be unenforceable against the Company except that:<br><br>(1) a loan was made by a person to an associate of a director, supervisor, manager or other senior management officer of the Company or of its parent company, and at the time the loan was advanced the lender did not know of the relevant circumstances; | Article 1~~23~~**18** A guarantee provided by the Company in breach of Article 1~~21~~**16**(1) of these Articles of Association shall be unenforceable against the Company except that:<br><br>(1) a loan was made by a person to an associate of a director, ~~supervisor,~~ manager or other senior management officer of the Company or of its parent company, and at the time the loan was advanced the lender did not know of the relevant circumstances; |

| Articles of Association currently in force | Proposed to be amended as |
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| (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser. | (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser. |
| Article 125 Where a director, supervisor, manager and other senior management officer of the Company is in breach of his obligations to the Company, the Company shall have a right to take the following measures in addition to the various rights and remedies provided by the laws and administrative regulations:<br><br>(1) to request such director, supervisor, manager and other senior management officer to pay damages for the losses sustained by the Company as a natural consequence of his breach of duties;<br><br>(2) to rescind any contract or transaction entered into by the Company with such director, supervisor, manager or other senior management officer and any contract or transaction entered into by the Company with a third party (where such third party knew or should have known that such director, supervisor, manager or other senior management officer representing the Company is in breach of the obligations to the Company);<br><br>(3) to request such director, supervisor, manager or other senior management officer to return the proceeds received as a consequence of the breach of the obligations;<br><br>(4) to recover from such director, supervisor, manager and other senior management officer any monies which should otherwise have been received by the Company, including without limitation to commissions;<br><br>(5) to request such director, supervisor, manager and other senior management officer to return such interests accrued or may be accrued from the monies which should otherwise have been paid to the Company. | Article 12~~5~~**0** Where a director, ~~supervisor,~~ manager and other senior management officer of the Company is in breach of his obligations to the Company, the Company shall have a right to take the following measures in addition to the various rights and remedies provided by the laws and administrative regulations:<br><br>(1) to request such director, ~~supervisor,~~ manager and other senior management officer to pay damages for the losses sustained by the Company as a natural consequence of his breach of duties;<br><br>(2) to rescind any contract or transaction entered into by the Company with such director, ~~supervisor,~~ manager or other senior management officer and any contract or transaction entered into by the Company with a third party (where such third party knew or should have known that such director, ~~supervisor,~~ manager or other senior management officer representing the Company is in breach of the obligations to the Company);<br><br>(3) to request such director, ~~supervisor,~~ manager or other senior management officer to return the proceeds received as a consequence of the breach of the obligations;<br><br>(4) to recover from such director, ~~supervisor,~~ manager and other senior management officer any monies which should otherwise have been received by the Company, including without limitation to commissions;<br><br>(5) to request such director, ~~supervisor,~~ manager and other senior management officer to return such interests accrued or may be accrued from the monies which should otherwise have been paid to the Company. |

| Articles of Association currently in force | Proposed to be amended as |
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| Article 126 The Company shall, with the prior approval of the shareholders' meeting, enter into service contracts in writing with the directors or supervisors of the Company in respect of matters such as their appointment, term of office, powers, duties and remunerations. The remunerations referred to in the above shall include payment to such directors or supervisors by way of compensation for loss of office or as consideration for or in connection with his retirement.<br><br>Save as pursuant to the contract aforesaid, no legal proceedings may be brought by a director or supervisor against the Company in respect of the benefits ought to be received by him by reasons of the matters stipulated above.<br><br>A director, supervisor, manager and other senior management officer of the Company shall declare to the Company their shareholdings in the Company and changes therein during their terms of office and the transfer of their shareholdings in the Company during and after their terms of office shall comply with the requirements of the laws and regulations and the listing rules of the place(s) where the shares of the Company are listed.<br><br>The Company shall disclose to its shareholders the remuneration received by each of the directors or supervisors during their terms of office as well as the shareholdings in the Company held by the directors, supervisors and managers and the changes therein during their terms of office, in accordance with the laws and regulations and the listing rules of the place(s) where the shares of the Company are listed. | Article 12~~6~~**1** The Company shall, with the prior approval of the shareholders' meeting, enter into service contracts in writing with the directors ~~or supervisors~~ of the Company in respect of matters such as their appointment, term of office, powers, duties and remunerations. The remunerations referred to in the above shall include payment to such directors ~~or supervisors~~ by way of compensation for loss of office or as consideration for or in connection with his retirement. Save as pursuant to the contract aforesaid, no legal proceedings may be brought by a director ~~or supervisor~~ against the Company in respect of the benefits ought to be received by him by reasons of the matters stipulated above.<br><br>A director, ~~supervisor,~~ manager and other senior management officer of the Company shall declare to the Company their shareholdings in the Company and changes therein during their terms of office and the transfer of their shareholdings in the Company during and after their terms of office shall comply with the requirements of the laws and regulations and the listing rules of the place(s) where the shares of the Company are listed.<br><br>The Company shall disclose to its shareholders the remuneration received by each of the directors ~~or supervisors~~ during their terms of office as well as the shareholdings in the Company held by the directors~~,~~ ~~supervisors~~ and managers and the changes therein during their terms of office, in accordance with the laws and regulations and the listing rules of the place(s) where the shares of the Company are listed. |

| Articles of Association currently in force | Proposed to be amended as |
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| Article 127 There shall be a provision in a contract made between the Company and a director or supervisor in respect of their remunerations that the director or the supervisor shall, with the prior approval of the shareholders' meeting, be entitled to payment by way of compensation for loss of office or as consideration for his retirement from office in connection with the takeover of the Company. A takeover of the Company referred above shall mean any of the following:<br><br>(1) an offer of takeover made to all shareholders by any person;<br><br>(2) an offer of takeover made by any person with a view to the offer or becoming the controlling shareholder.<br><br>If the relevant director or supervisor does not comply with this Article, any sum received by him shall belong to the persons who have sold their shares as a result of accepting the offer made as aforesaid; and the expenses incurred by him in distributing that sum pro rata amongst those persons shall be borne by him and not retained out of that sum. | Article 12~~7~~**2** There shall be a provision in a contract made between the Company and a director ~~or supervisor~~ in respect of their remunerations that the director ~~or the supervisor~~ shall, with the prior approval of the shareholders' meeting, be entitled to payment by way of compensation for loss of office or as consideration for his retirement from office in connection with the takeover of the Company. A takeover of the Company referred above shall mean any of the following:<br><br>(1) an offer of takeover made to all shareholders by any person;<br><br>(2) an offer of takeover made by any person with a view to the offer or becoming the controlling shareholder.<br><br>If the relevant director ~~or supervisor~~ does not comply with this Article, any sum received by him shall belong to the persons who have sold their shares as a result of accepting the offer made as aforesaid; and the expenses incurred by him in distributing that sum pro rata amongst those persons shall be borne by him and not retained out of that sum. |
| Article 130 The board of directors of the Company shall place before the shareholders at every annual general meeting the financial statements prepared by the Company as are required by the relevant laws, administrative regulations and mandatory documents promulgated by the local government and the governing authority. Such statements shall be verified. | Article 1~~30~~**25** The board of directors of the Company shall place before the shareholders at every annual ~~general~~**shareholders'** meeting the financial statements prepared by the Company as are required by the relevant laws, administrative regulations and mandatory documents promulgated by the local government and the governing authority. Such statements shall be verified. |
| Article 131 The financial accounting reports of the Company shall be deposited at the Company for inspection by its shareholders not later than 20 days before convening of the annual general meeting. The Company shall send by prepaid mail at least 21 days before the annual general meeting the annual reports, including annual financial accounting report and auditor's report, to each holder of overseas listed foreign shares. The service address shall be the address in the register of shareholders. | Article 1~~31~~**26** The financial accounting reports of the Company shall be deposited at the Company for inspection by its shareholders not later than 20 days before convening of the annual ~~general~~**shareholders'** meeting. The Company shall send by prepaid mail at least 21 days before the annual ~~general~~**shareholders'** meeting the annual reports, including annual financial accounting report and auditor's report, to each holder of overseas listed foreign shares. The service address shall be the address in the register of shareholders. |

| Articles of Association currently in force | Proposed to be amended as |
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| Subject to the laws, regulations and the listing rules of the place(s) where the shares are listed, the Company may also issue or provide the aforesaid reports to the shareholders through the Company's website or by electronic means within the same time limit without having to issue or provide them by post as mentioned in the preceding paragraphs of this Article. | Subject to the laws, regulations and the listing rules of the place(s) where the shares are listed, the Company may also issue or provide the aforesaid reports to the shareholders through the Company's website or by electronic means within the same time limit without having to issue or provide them by post as mentioned in the preceding paragraphs of this Article. |
| Article 147 The appointment of an accounting firm by the Company must be decided at a shareholders' meeting. The term of the office of the accounting firm appointed by the Company shall be from the conclusion of the current annual general meeting until the conclusion of the next annual general meeting. The term of appointment may be renewed upon expiration by a resolution of the shareholders' meeting. | Article 14~~7~~**2** The appointment of an accounting firm by the Company must be decided at a shareholders' meeting. The term of the office of the accounting firm appointed by the Company shall be from the conclusion of the current annual ~~general~~**shareholders'** meeting until the conclusion of the next annual ~~general~~**shareholders'** meeting. The term of appointment may be renewed upon expiration by a resolution of the shareholders' meeting. |

北京首都國際機場股份有限公司
Beijing Capital International Airport Co., Ltd.
*(a foreign-invested joint stock limited company incorporated in the People's Republic of China)*

(Stock Code: 00694)

# NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN**(Note i) that an extraordinary general meeting (the "**EGM**") of Beijing Capital International Airport Company Limited (the "**Company**") will be held at 2:00 p.m. on Thursday, 28 August 2025 at Conference Room 112, the Office Building of the Company, No. 9 Siwei Road, Capital Airport, Beijing, the PRC for the following purposes:

## ORDINARY RESOLUTIONS

1. To consider and approve, each as a separate resolution, the following candidates as Directors of the ninth session of the Board, the granting of the authorisation to the Board to determine their respective remuneration and the granting of the authorisation to the Board to arrange for service contracts and/or appointment letters granted by the Company respectively to all Directors of the ninth session of the Board upon such terms and conditions as the Board shall think fit, and to do all such acts and things to effect such matters (Note vi):

   (i) to elect Mr. Xue Rongguo as a non-executive Director;

   (ii) to elect Mr. Shen Lancheng as a non-executive Director; and

   (iii) to elect Mr. Li Yongbing as an executive Director.

## SPECIAL RESOLUTIONS

2. To consider and approve the proposed amendments to the Articles of Association of the Company as set out in the appendix to the circular of the Company dated 11 August 2025.

3. To consider and approve the proposed issuance of the Medium-Term Notes of not more than RMB4 billion and the Short-Term Debentures of not more than RMB4 billion in the PRC, and the grant of authorisation to the Board and its authorised persons to deal with all such matters relating to the Proposed Issuance(Note vii).

By order of the Board
**Li Bo**
*Secretary to the Board*

11 August 2025
Beijing, the PRC

*Notes:*

(i) Unless the context otherwise requires, capitalised terms used in this notice shall have the same meanings as defined in the circular of the Company dated 11 August 2025.

(ii) Any Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote at the EGM on his/her/its behalf in accordance with the Company's Articles of Association. A proxy needs not be a Shareholder.

If more than one proxy is appointed, such proxies may only exercise their voting right at poll.

(iii) The instrument appointing a proxy must be in writing under the hand of his appointer or his attorney duly authorised in writing. If the instrument appointing a proxy is signed by another person authorised by the appointer, the power of attorney or other authorizing document must be notarially certified. If the appointer is a legal person, then the instrument shall be signed under its seal or signed by its legal representative, director or an attorney duly authorised in writing. To be valid, the notarially certified power of attorney or other authorizing documents and the proxy form must be delivered to the Company's H Share registrar: Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof.

Shareholders or their proxies shall produce their identity documents when attending the EGM or any adjournment thereof.

(iv) The register of Shareholders of the Company will be temporarily closed from Monday, 25 August 2025 to Thursday, 28 August 2025 (both days inclusive), during which period no transfer of the Shares will be registered. Shareholders whose names appear on the register of shareholders of the Company on Thursday, 28 August 2025 will be entitled to attend and vote at the EGM.

In order to qualify for the entitlement to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall lodge the transfer documents together with the relevant share certificates with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Friday, 22 August 2025.

(v) The EGM is expected to last for less than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.

(vi) For details of the candidates for Directors, please refer to the circular of the Company dated 11 August 2025.

(vii) For details of the Proposed Issuance and the grant of authorisation in relation thereto, please refer to the circular of the Company dated 11 August 2025.

As at the date of this notice, the Directors of the Company are:

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| *Executive Directors:* | *Mr. Song Kun and Mr. Han Zhiliang* |
| *Non-executive Directors:* | *Mr. Du Qiang, Mr. Wang Changyi and Mr. Jia Jianqing* |
| *Independent non-executive Directors:* | *Mr. Zhang Jiali, Mr. Stanley Hui Hon-chung, Mr. Wang Huacheng and Ms. Duan Donghui* |

*A notice containing details of the matter is available for viewing on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk under "Latest Listed Company Information" and the website of the Company at www.bcia.com.cn.*