THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Henan Jinma Energy Company Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

河南金馬能源股份有限公司

HENAN JINMA ENERGY COMPANY LIMITED

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

(Stock Code: 6885)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES; AND (2) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the EGM to be held at the Company's conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong on Friday, 5 September 2025 at 10:00 a.m. is set out on pages 113 to 115 of this circular.

Whether or not you intend to be present at the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar of the Company at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 24 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the relevant meeting or any adjournment thereof if you so wish.

18 August 2025

CONTENTS

Page

Definitions 1

Letter from the Board 3

Appendix I – Proposed Amendments to the Articles of Association 8

Appendix II – Proposed Amendments to the Rules of Procedures for Shareholders' Meetings 84

Appendix III – Proposed Amendments to the Rules of Procedures for Meetings of Board of Directors 99

Notice of the EGM 113

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

"Articles of Association"	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Company"	河南金馬能源股份有限公司 (Henan Jinma Energy Company Limited), a joint stock company incorporated in the PRC with limited liability
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held at 10:00 a.m. on Friday, 5 September 2025
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign share(s) in the capital of the Company with a nominal value of RMB1.00 each and are listed on the Main Board of the Stock Exchange
"H Share Registrar"	Computershare Hong Kong Investor Services Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	15 August 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

"PRC"	the People's Republic of China, for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedures"	collectively, the Rules of Procedures for Shareholders' Meetings and the Rules of Procedures for Meetings of Board of Directors
"SFO"	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Share(s)"	Share(s) of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	percentage

In the event of any discrepancy between the Chinese name of the entity referred to in this circular and its English translation, the Chinese version shall prevail.

河南金馬能源股份有限公司
HENAN JINMA ENERGY COMPANY LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6885)

Executive Directors:
Mr. XU Huaping (徐華平先生)
Mr. WANG Lijie (王利杰先生)

Non-executive Directors:
Mr. XU Fenglei (徐風雷先生) *(Deputy Chairman)*
Ms. WAN Tingting (萬婷婷女士)
Ms. YE Ting (葉婷女士)

Independent Non-executive Directors:
Mr. SU Jiangang (蘇鑒鋼先生)
Mr. ZHANG Xicheng (張希誠先生)
Mr. MAN Kwok Leun (文國樑先生)

Supervisors:
Ms. LYU Hong (呂紅女士)
Ms. ZHU Zhiyao (朱子瑤女士)
Mr. ZHOU Tao (周韜先生)
Ms. TIAN Fanyuan (田方遠女士)
Ms. HAO Yali (郝亞莉女士)
Mr. FAN Xiaozhu (范小柱先生)

Registered office:
West First Ring Road South
Jiyuan
Henan Province
PRC

Principal place of business in Hong Kong:
Unit 2801, 28/F 88
Hing Fat Street
Causeway Bay
Hong Kong

18 August 2025

To: All Shareholders of the Company

Dear Sir or Madam:

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES
AND
(2) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you notice of the EGM and further information on (1) proposed amendments to the Articles of Association and the Rules of Procedures and (2) proposed election of non-executive Director, to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES

Reference is made to the announcement of the Company dated 15 August 2025. The Board proposed to make certain amendments to the Articles of Association and the Rules of Procedures.

The amendments to the Articles of Association are mainly based on (i) the newly amended Company Law of the People's Republic of China; (ii) the China Securities Regulatory Commission has promulgated relevant guidelines, including the Guidelines on the Articles of Association of Listed Companies and other rules, and the repeal of the Notice of Mandatory Provisions for Articles of Association of Companies to be Listed Overseas; (iii) certain amendments made by The Stock Exchange of Hong Kong Limited to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; (iv) and other corresponding internal changes taking into account the actual circumstances of the Company (together with the relevant amendments to the Rules of Procedures, collectively, the "**Proposed Amendments**").

Notwithstanding the Proposed Amendments, the contents of other chapters, articles and annexures of the Articles of Association and the Rules of Procedures shall remain unchanged. The Proposed Amendments will take effect subject to the approval at the EGM. Details of the proposed amendments of the Articles of Association and the proposed amendments of the Rules of Procedures are set out in the appendices to this circular. The Company's legal advisers in relation to Hong Kong law and PRC law have confirmed respectively that the proposed amendments to the Articles of Association are in compliance with the Listing Rules and applicable laws in the PRC.

The Articles of Association and the Rules of Procedures are written in Chinese, and English translation is for reference only. In case of inconsistency, the Chinese version shall prevail.

The Proposed Amendments are subject to approval by the Shareholders at the EGM.

3. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 29 July 2025 in relation to the resignation of Mr. Liu Liangyu ("**Mr. Liu**") as an executive Director and the nomination of Mr. Yiu Chiu Fai ("**Mr. Yiu**") as a Director.

In order to fill up the vacancy of Mr. Liu, after considering the nomination policy of the Company, the Board recommended the appointment of Mr. Yiu, who has a long and extensive experience in serving the Group and has a extensive understanding of the Group's business as well as the Shareholders and senior management, as a non-executive Director for a term beginning immediately after the conclusion of the EGM until the expiry of the current term of office of the Board (i.e. at the end of the annual general meeting of the Company for the year ended 31 December 2027) (both dates inclusive).

The biological details of Mr. Yiu are set out below.

Mr. Yiu Chiu Fai (饒朝暉), aged 56, was an executive Director and the chairman of the Board of the Company from July 2016 to June 2025. Mr. Yiu is also a director of Jinma Energy (Hong Kong) Limited ("**Jinma HK**"), Jinma Coking (BVI) Limited ("**Jinma Coking**") and Golden Star Chemicals (Holdings) Limited ("**Golden Star**") (all of which are companies controlled by Mr. Yiu). Mr. Yiu joined the Group in May 2006 as a Director of the Company's predecessor. Mr. Yiu is also a non-executive director and the chairman of the board of directors of Henan Jinyuan Hydrogenated Chemicals Co., Ltd.* (a subsidiary of the Company and a company listed in Hong Kong, stock code: 2502).

Prior to joining the Group, Mr. Yiu was a department manager of Xiamen Commercial Foreign Trade Corporation from around August 1990 to September 1993, a director and deputy general manager of Shangxiang Minmetals Investment Ltd. from December 1993 to June 1997, an executive director of Central China Enterprises Limited, a company listed in Hong Kong (stock code: 351), from June 1998 to September 2000, and the chairman of Henan Hongkong (Jiyuan) Coking Group Co., Ltd. from June 2002 to July 2012. Mr. Yiu has over 20 years of experience in corporate management.

Mr. Yiu obtained a bachelor's degree in law from Xiamen University in July 1990. He also obtained a master's degree in business administration from the University of South Australia in April 2003 through long distance learning.

If the proposed appointment of Mr. Yiu as a non-executive Director is approved at the EGM, the Company will enter into a service contract with Mr. Yiu at once. Mr. Yiu's remuneration package for his role as a Director will be determined at the EGM.

As at the Latest Practicable Date, Mr. Yiu is the beneficial owner of 2,681,000 H shares of the Company ("**H Shares**"). Furthermore, as at the Latest Practicable Date, Jinma HK was the beneficial owner of 162,000,000 H Shares. Mr. Yiu is the beneficial owner of the entire issued share capital of Golden Star. Golden Star, in turn, holds 100% of the issued share capital of Jinma Coking, and Jinma HK is wholly owned by Jinma Coking. Accordingly, Mr. Yiu is deemed to be interested in Jinma HK's interest in the Company by virtue of the SFO. Jinma Coking entered into a conditional sale and purchase agreement with 北京灉港新能源有限公司 (Beijing Weigang New Energy Co., Ltd.*) ("**Beijing Weigang**") on 3 April 2025 in relation to the sale by Jinma Coking of the entire issued shares (the "**Target Shares**") held by it in Jinma HK. On 5 August 2025, Jinma Coking had served a termination notice to Beijing Weigang in respect of terminating the sale and purchase agreement and the transactions contemplated thereunder. Notwithstanding the termination of the proposed transactions under the sale and purchase agreement, it shall not affect the rights or obligations of Jinma Coking or the vendor or the vendor's guarantor accrued prior to the termination of the sale and purchase agreement. Moreover, Mr. Xu Huaping, director of the Company, intends to negotiate with Jinma Coking to continue to invest in and acquire a minority stake in Jinma HK or its holding company through Beijing Weigang. As the current preliminary intention, Mr. Yiu shall remain as the controlling shareholder of Jinma Coking after the completion of the proposed transaction under the proposed negotiations, if applicable, and the status of Jinma Coking as controlling shareholder will not be affected by the proposed transactions under the proposed negotiations.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Yiu confirms that: (i) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) he has no relationship with any Director, supervisor, senior management, substantial or controlling shareholder of the Group; (iii) he does not hold any other major position in the Group; and (iv) he does not have any interest in the shares as defined under Part XV of the SFO.

Other than as disclosed in this circular, there is no other matter concerning the proposed election of Mr. Yiu that needs to be brought to the attention of Shareholders and no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

4. EGM

It was proposed that the EGM will be held at the Company's conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong on Friday, 5 September 2025 at 10:00 a.m., for the Shareholders to consider and, if thought fit, approve, the resolutions contained in the notice of the EGM.

For determining the entitlement to attend and vote at the EGM, the Company will not process registration of transfers of the H Shares from Tuesday, 2 September 2025 to Friday, 5 September 2025 (both days inclusive). The record date is 5 September 2025.

To qualify for attendance and voting at the EGM, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 1 September 2025.

Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time fixed for holding the EGM. Completion and delivery of the form of proxy will not prevent you from attending and voting at the relevant meeting or any adjournment thereof if you so wish.

5. RECOMMENDATIONS

The Board considers that the proposed resolutions contained in the notice of the EGM is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders to vote in favour of the resolutions to be presented at the EGM.

By Order of the Board
Henan Jinma Energy Company Limited
Xu Fenglei
Deputy Chairman

The Company proposed to amend the Articles of Association, details of which are set out as follows:

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
1.	**Article 4** The chairman of the board of directors shall be the legal representative of of the Company.	**Article 4** The chairman of the board of directors shall be the legal representative of of the Company. **If a director who serves as the legal representative resigns, it shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall confirm the new legal representative within 30 days from the date of the legal representative's resignation.**
2.	**Article 6** The Articles of Association ("Articles of Association" or "these Articles of Association") was formulated according to the Company Law, the Securities Law**~~, the Special Regulations, the Mandatory Provisions, the Listing Rules, Zheng Jian Hai Han, the Reply~~** and relevant requirements under other laws and regulations of the PRC by the Company. **~~Unless otherwise specified in the Company Law and relevant laws and regulations, the Company may not amend or abolish the provisions which are required to be included in these Articles of Association under the Mandatory Provisions.~~** These Articles of Association, being the code of conduct for the Company, are considered as special resolutions and passed at the shareholders'**~~general~~** meeting of the Company, and come into effect from that date. It will supersede the original Articles of Association filed with the registration authority of the Company.	**Article 6** The Articles of Association ("Articles of Association" or "these Articles") was formulated according to the Company Law, the Securities Law and relevant requirements under other laws and regulations of the PRC by the Company**, departmental regulations, and securities regulatory rules in the place where the Company is listed**. These Articles of Association, being the code of conduct for the Company, are considered as special resolutions and passed at the **shareholders' meeting** of the Company, and come into effect from that date. It will supersede the original Articles of Association filed with the registration authority of the Company.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
3.	**Article 9** ~~**Subject to the circumstance prescribed under Chapter 21 of these Articles of Association,**~~ shareholders may pursue actions against the Company pursuant to the Articles of Association; the Company may pursue actions against its shareholders; shareholders may pursue actions against other shareholders; shareholders may pursue actions against directors, supervisors, general manager and other senior management of the Company. ~~**The actions, as referred to in the preceding paragraph, include instituting of legal proceedings with a court or filing with an arbitral authority for arbitration.**~~	**Article 9** **S**hareholders may pursue actions against the Company pursuant to the Articles of Association; the Company may pursue actions against its shareholders**, directors, supervisors, general managers and other senior managers**; shareholders may pursue actions against other shareholders; shareholders may pursue actions against directors, supervisors, general manager and other senior management of the Company.
4.	**Article 10** The Company may invest ~~**in other limited liability companies, joint-stock companies or**~~ other entities, ~~**and the Company's liability towards such companies shall be limited to the amount of the Company invested. The Company shall not become an unlimited liability shareholder of any other profit-making organization. The Company**~~ shall not become a capital contributor that shall bear the joint liabilities for the debts of its investee, unless it is otherwise provided for by any law.	**Article 10** The Company may invest other **corporate** entities, **however,** shall not become a capital contributor that shall bear the joint liabilities for the debts of its investee, unless it is otherwise provided for by any law.
5.	**Article 14** The Company may establish subsidiaries, branches, representative offices, etc. based on business needs. The Company may, based on business needs and upon approval of relevant government agencies, adjust the scope and mode of businesses in due course and establish branches (whether wholly owned or not) and/or offices in foreign countries~~**, Hong Kong Special Administrative Region ("Hong Kong"), Macao Special Administrative Region ("Macao") and Taiwan**~~.	**Article 14** The Company may establish subsidiaries, branches, representative offices, etc. based on business needs. The Company may, based on business needs and upon approval of relevant government agencies, adjust the scope and mode of businesses in due course and establish branches (whether wholly owned or not) and/or offices in foreign countries.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
6.	**Article 18** The Company may offer its shares to both domestic and foreign investors **~~with the approval of the relevant securities regulatory authority under the State Council~~**. Foreign investors referred to in the preceding paragraph shall mean those investors in foreign countries, Hong Kong, Macau or Taiwan who subscribe for shares of the Company. Domestic investors shall mean those investors in the PRC, excluding the aforementioned regions, who subscribe for shares of the Company.	**Article 18** The Company may **lawfully** offer its shares to both domestic and foreign investors**, and filed with the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") in accordance with the regulations**. Foreign investors referred to in the preceding paragraph shall mean those investors in foreign countries, Hong Kong, Macau or Taiwan who subscribe for shares of the Company. Domestic investors shall mean those investors in the PRC, excluding the aforementioned regions, who subscribe for shares of the Company.
7.	**Article 19** Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency and the shares of foreign investors transferred from domestic shareholders shall be referred to as foreign shares. Both the holders of domestic shares and foreign shares are the shareholders of ordinary shares, and have the same rights and obligations. Foreign shares which are listed outside the PRC shall be referred to as overseas listed foreign shares. Foreign shares not listed outside the PRC shall be referred to as unlisted foreign shares. Domestic shares and unlisted foreign shares shall be collectively referred to as unlisted shares. Shares listed on overseas stock exchanges with the approval of the competent securities regulatory authorities of the State Council shall be referred to as overseas listed shares. The foreign currency referred to in the preceding paragraph is a legal currency of other countries or regions (other than People's Republic of China) which is recognized by the foreign exchange administration authority of the State and can be used for payment of the Company's shares. **~~With the approval of the competent securities regulatory authorities of the State Council, the shareholders of domestic shares and unlisted foreign shares may list and trade their unlisted shares, in whole or in part, outside the PRC. No voting at shareholders' general meeting or class meeting is required for listing and trading of such shares in overseas stock exchanges, subject~~**	**Article 19** Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency and the shares of foreign investors transferred from domestic shareholders shall be referred to as foreign shares. Both the holders of domestic shares and foreign shares are the shareholders of ordinary shares, and have the same rights and obligations. Foreign shares which are listed outside the PRC shall be referred to as overseas listed foreign shares. Foreign shares not listed outside the PRC shall be referred to as unlisted foreign shares. Domestic shares and unlisted foreign shares shall be collectively referred to as unlisted shares. Shares listed on overseas stock exchanges with the approval of the competent securities regulatory authorities of the State Council shall be referred to as overseas listed shares. The foreign currency referred to in the preceding paragraph is a legal currency of other countries or regions (other than People's Republic of China) which is recognized by the foreign exchange administration authority of the State and can be used for payment of the Company's shares.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	~~to regulatory procedures and requirements of overseas securities market. Unlisted foreign shares and domestic shares held by the shareholders and approved to be listed and traded overseas will become overseas listed shares on the date on which such shares are listed overseas, which shall belong to the same class of shares as the overseas listed foreign shares then in issue.~~	
8.	~~Article 23~~ ~~The Company's board of directors may take all necessary actions for the issuance of overseas listed foreign shares and domestic shares after proposals for issuance of the same have been approved by the securities regulatory authorities of the State Council.~~ ~~The Company may implement its proposal to issue overseas listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities regulatory authorities of the State Council.~~	–
9.	~~Article 24~~ ~~Where the total number of shares stated in the proposal for the issuance of shares includes overseas listed foreign shares and domestic shares, such shares should be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the securities regulatory authorities of the State Council, be issued in separate offerings.~~	–
10.	**Article 2~~7~~** Based on the requirements for operation and development, the Company may approve the capital increase according to relevant stipulations of the Articles of Association. The Company may increase capital by way of the following: (I) by issuing new shares to ~~non-~~specified investors to raise fund; (II) by issuing new shares to specified investors to raise fund; (III) by issuing new shares to existing shareholders by means of placement; (IV) by distributing new shares to existing shareholders;	**Article 2<u>6</u>** Based on the requirements for operation and development, the Company may approve the capital increase according to relevant stipulations of the Articles of Association. The Company may increase capital by way of the following: (I) by issuing new shares to **<u>un</u>**specified investors to raise fund; (II) by issuing new shares to specified investors to raise fund; (III) by issuing new shares to existing shareholders by means of placement; (IV) by distributing new shares to existing shareholders;

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	(V) by transferring of reserve fund into capital; (VI) by other means permitted by the laws and administrative regulations. The Company's issuance of new shares shall, after being approved in accordance with the provisions of the Articles of Association and the listing rules of the place where the shares of the Company are listed, be conducted in accordance with the procedures stipulated in relevant laws and administrative regulations of the People's Republic of China and the provisions of the listing rules of the place where the shares of the Company are listed.	(V) by transferring of reserve fund into capital; (VI) by other means permitted by the laws and administrative regulations. The Company's issuance of new shares shall, after being approved in accordance with the provisions of the Articles of Association and the listing rules of the place where the shares of the Company are listed, be conducted in accordance with the procedures stipulated in relevant laws and administrative regulations of the People's Republic of China and the provisions of the listing rules of the place where the shares of the Company are listed.
11.	–	**Article 27** **If the Company increases its registered capital, it shall register the change with the company registration authority in accordance with the law.**
12.	**Article 28** The Company may reduce its registered capital in accordance with the provisions of the Articles of Association. The Company shall prepare a balance sheet and a list of property inventory when reducing its registered capital. The Company may reduce its registered capital in accordance with the procedures provided in the Company Law and other relevant requirements and the Articles of Association. The Company shall notify its creditors within ten (10) days and shall publish a notice in newspapers **~~at least 3 times~~** within thirty (30) days after the passing of resolution approving the reduction of capital. Creditors shall, within thirty (30) days after receiving the notice or forty-five (45) days after the **~~first~~** publication of the notice (for those who have not received the notification), have a right to require the Company to settle its debts or to provide guarantees for their settlement. The registered capital of the Company after **~~capital~~** reduction **~~shall not be less than the statutory minimum limit~~**.	**Article 28** The Company may reduce its registered capital in accordance with the provisions of the Articles of Association. The Company shall prepare a balance sheet and a list of property inventory when reducing its registered capital. The Company may reduce its registered capital in accordance with the procedures provided in the Company Law and other relevant requirements and the Articles of Association. The Company shall notify its creditors within ten (10) days and shall publish a notice in newspapers **or the National Enterprise Credit Information Publicity System** within thirty (30) days after the passing of resolution approving the reduction of capital. Creditors shall, within thirty (30) days after receiving the notice or forty-five (45) days after the publication of the notice (for those who have not received the notification), have a right to require the Company to settle its debts or to provide guarantees for their settlement. The registered capital of the Company after reduction**, shall reduce the shares accordingly according to the proportion of shares held by shareholders, unless otherwise provided by law or these Articles, and shall handle the change registration with the company registration authority in accordance with the law**.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
13.	**Article 29** The Company shall not repurchase its own shares. However, under the following circumstances, the Company shall, according to the laws and administrative regulations and by way of the procedure prescribed by the Articles of Association, report to the relevant authority of the PRC for approval to repurchase its shares in issue: (I) To reduce the registered capital of the Company; (II) To merge with the other companies holding the shares of the Company; (III) To carry out employee stock ownership plans or share incentive schemes; (IV) To acquire shares held by dissident shareholders (if so requested) who vote against resolution made in shareholders' ~~**general**~~ meeting on the merger or division of the Company; (V) To convert convertible corporate bonds issued by the Company; (VI) As and when necessary to maintain the value of the Company and the interests of its shareholders; (VII) Other circumstances as permitted by laws and administrative regulations. Where the Company acquires its own shares due to reasons as set out in clauses (I) and/or (II) in the preceding paragraph, it shall obtain the approval of the shareholders' ~~**general**~~ meeting. Where the Company acquires its own shares due to reasons as set out in clauses (III), (V) and/or (VI) above, a resolution thereon may, pursuant to the requirements of the Articles of Association or the mandate of the shareholders' ~~**general**~~ meeting, be resolved at a Board meeting that is attended by at least two-thirds of all directors. After the Company acquires its shares pursuant to the first paragraph of this article, the shares in respect of the circumstances described in clause (I) shall be cancelled within ten (10) days from the date of acquisition; the shares in respect of the circumstances described in clauses (II) or (IV) shall be transferred or cancelled within six (6) months; and the total number of shares held by the Company in respect of the circumstances described in clauses (III), (V) or (VI) shall not exceed ten percent (10%) of its total issued shares, and shall be transferred or cancelled within three years. Repurchase of the issued shares by the Company shall be in compliance with the provisions of Articles 30 to 34 of the Articles of Association.	**Article 29** The Company shall not repurchase its own shares. However, under the following circumstances, the Company shall, according to the laws and administrative regulations and by way of the procedure prescribed by the Articles of Association, report to the relevant authority of the PRC for approval to repurchase its shares in issue: (I) To reduce the registered capital of the Company; (II) To merge with the other companies holding the shares of the Company; (III) To carry out employee stock ownership plans or share incentive schemes; (IV) To acquire shares held by dissident shareholders (if so requested) who vote against resolution made in shareholders' meeting on the merger or division of the Company; (V) To convert convertible corporate bonds issued by the Company; (VI) As and when necessary to maintain the value of the Company and the interests of its shareholders; (VII) Other circumstances as permitted by laws and administrative regulations. Where the Company acquires its own shares due to reasons as set out in clauses (I) and/or (II) in the preceding paragraph, it shall obtain the approval of the shareholders' meeting. Where the Company acquires its own shares due to reasons as set out in clauses (III), (V) and/or (VI) above, a resolution thereon may, pursuant to the requirements of the Articles of Association or the mandate of the shareholders' meeting, be resolved at a Board meeting that is attended by at least two-thirds of all directors. After the Company acquires its shares pursuant to the first paragraph of this article, the shares in respect of the circumstances described in clause (I) shall be cancelled within ten (10) days from the date of acquisition; the shares in respect of the circumstances described in clauses (II) or (IV) shall be transferred or cancelled within six (6) months; and the total number of shares held by the Company in respect of the circumstances described in clauses (III), (V) or (VI) shall not exceed ten percent (10%) of its total issued shares, and shall be transferred or cancelled within three years. **If it falls under the circumstances mentioned in item (6), one of the following conditions shall be met:** **(1) the closing price of the Company's shares is lower than the latest net assets per share;**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		(2) the closing price of the Company's shares has fallen by 20% for 20 consecutive trading days; **(3) the closing price of the company's shares is less than 50% of the highest closing price of the stock in the most recent year;** **(4) other conditions stipulated by the CSRC.** Repurchase of the issued shares by the Company shall be in compliance with the provisions of Articles 30 to 34 of the Articles of Association.
14.	**Article 30** The Company may, with the approval of the securities regulatory Article 25 of authorities of the State Council for repurchasing its shares, conduct the repurchase in one of the following ways: (I) making a pro rata general offer of repurchase to all its shareholders; (II) repurchase through public dealing on a stock exchange; (III) repurchase by an off-market agreement outside a stock exchange; (IV) other ways permitted by the laws, administrative regulations and approved by regulatory authorities.	**Article 30** The Company may, with the approval of the securities regulatory Article 25 of authorities of the State Council for repurchasing its shares, conduct the repurchase in one of the following ways: (I) making a pro rata general offer of repurchase to all its shareholders; (II) repurchase through public dealing on a stock exchange; (III) repurchase by an off-market agreement outside a stock exchange; (IV) other ways permitted by the laws, administrative regulations and approved by regulatory authorities.
15.	**Article 31** Where the Company repurchases its shares by an off-market agreement outside a stock exchange, the prior sanction of shareholders' ~~**general**~~ meeting shall be obtained in accordance with the Articles of Association. The Company may release or vary a share repurchase contract so entered into in such manner or waive any right thereunder with the prior approval of shareholders' ~~**general**~~ meeting obtained in the same manner. The aforesaid share repurchase contract includes but not limited to an agreement to become obliged to repurchase shares or to acquire the right to repurchase shares. A share repurchase contract for the Company or any rights thereunder shall not be assignable.	**Article 31** Where the Company repurchases its shares by an off-market agreement outside a stock exchange, the prior sanction of shareholders' meeting shall be obtained in accordance with the Articles of Association. The Company may release or vary a share repurchase contract so entered into in such manner or waive any right thereunder with the prior approval of shareholders' meeting obtained in the same manner. The aforesaid share repurchase contract includes but not limited to an agreement to become obliged to repurchase shares or to acquire the right to repurchase shares. A share repurchase contract for the Company or any rights thereunder shall not be assignable.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
16.	**Article 39** The share certificates of the Company shall be in registered form. Share certificates of the Company shall contain the following major particulars: (I) name of the Company; (II) date of incorporation of the Company; (III) class of the shares, nominal value and number of shares represented; (IV) serial number of the share certificates; (V) other items to be contained as required by the Company Law**~~, the Special Regulations~~** and the stock exchange on which the shares of the Company are listed. The Company may issue overseas listed shares in form of foreign depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the listing place.	**Article 39** The share certificates of the Company shall be in registered form. Share certificates of the Company shall contain the following major particulars: (I) name of the Company; (II) date of incorporation of the Company; (III) class of the shares, nominal value and number of shares represented; (IV) serial number of the share certificates; (V) other items to be contained as required by the Company Law and the stock exchange on which the shares of the Company are listed. The Company may issue overseas listed shares in form of foreign depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the listing place.
17.	**Article 41** The share certificates shall be **~~signed by the chairman of the board of directors~~**. Where the signatures of other senior management of the Company are required by the stock exchanges on which the Company's shares are listed, the share certificates shall also be signed by such other senior management. **~~The share certificates shall become effective after the Company seal (including the Company securities seal) is affixed thereto.~~** The share certificates shall only be affixed with the Company's seal or the Company securities seal under the authorization of the board of directors. The signature of chairman of the board of directors or other senior management on the share certificates may also be in printed form. In case of scriptless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities or the stock exchanges where the shares of the Company are listed shall prevail.	**Article 41** The share certificates shall be **signed by the legal representative and sealed by the Company**. Where the signatures of other senior management of the Company are required by the stock exchanges on which the Company's shares are listed, the share certificates shall also be signed by such other senior management. The share certificates shall only be affixed with the Company's seal or the Company securities seal under the authorization of the board of directors. The signature of chairman of the board of directors or other senior management on the share certificates may also be in printed form. In case of scriptless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities or the stock exchanges where the shares of the Company are listed shall prevail.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
18.	**Article 42** The Company shall maintain a register of shareholders, which shall contain the following particulars: (I) The name, address (domicile), occupation or nature of ~~**each**~~ shareholder; (II) The class and number of ~~**shares**~~ held by each shareholder; (III) ~~**The amount paid or payable in respect of the shares held by each shareholder;**~~ (IV) The ~~**serial numbers**~~ of the shares ~~**held by**~~ each shareholder; (V) ~~**The date on which each shareholder is registered as a shareholder;**~~ ~~**(VI)**~~ The date on which each shareholder ceases to be a shareholder. Unless there is an evidence to the contrary, the register of shareholders shall be a sufficient evidence of the shareholders' shareholdings in the Company.	**Article 42** The Company shall maintain a register of shareholders, which shall contain the following particulars: (I) The name, address (domicile), occupation or nature of shareholder; (II) The class and number of **subscribed shares** held by each shareholder; (III) **If the shares are issued in paper form, the serial numbers of the shares**; (IV) The **date** of the shares **acquired** by each shareholder; (V) The date on which each shareholder ceases to be a shareholder. Unless there is an evidence to the contrary, the register of shareholders shall be a sufficient evidence of the shareholders' shareholdings in the Company.
19.	**Article 43** The Company may, pursuant to the understanding and agreements made between the securities regulatory authorities of State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas listed shares outside the PRC and appoint overseas agent(s) for management. The original register of holders of overseas listed shares listed in Hong Kong shall be kept in Hong Kong. The Hong Kong branch register of the register of shareholders (that is, the register of shareholders of overseas listed foreign shares) must be made available for inspection by shareholders, but the Company is permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong). ~~**The Company shall keep a duplicate of the register of holders of overseas listed shares at the Company's address; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed shares at all times. If there is any inconsistency between the original and the duplicate of the register of holders of overseas listed shares, the original version shall prevail.**~~	**Article 43** The Company may, pursuant to the understanding and agreements made between the securities regulatory authorities of State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas listed shares outside the PRC and appoint overseas agent(s) for management. The original register of holders of overseas listed shares listed in Hong Kong shall be kept in Hong Kong. The Hong Kong branch register of the register of shareholders (that is, the register of shareholders of overseas listed foreign shares) must be made available for inspection by shareholders, but the Company is permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong).

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
20.	**Article 46** No change may be made in the register of shareholders as a result Article 38 of of a transfer of shares within twenty (20) days prior to the date of a shareholders' ~~**general**~~ meeting or within five (5) days before the base determination date for the Company's distribution of dividends. Other regulations of the securities ~~**regulatory authorities**~~ at the place where the shares of the Company are listed shall prevail.	**Article 46** No change may be made in the register of shareholders as a result Article 38 of of a transfer of shares within twenty (20) days prior to the date of a shareholders' meeting or within five (5) days before the base determination date for the Company's distribution of dividends. **The relevant laws, regulations, normative documents and** other regulations of the securities **regulatory rules** at the place where the shares of the Company are listed, **for the period of closure of share transfer registration procedures before the commencement of shareholders' meeting or the benchmark date of the Company deciding to distribute dividends**, shall prevail.
21.	**Article 47** When the Company intends to convene a shareholders' ~~**general**~~ meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholdings, the board of directors shall decide on a date for the determination of shareholdings. Shareholders whose names appear in the register of members at the end of such date are shareholders of the Company. This Article shall not be applicable to the registration of changes in shareholder's register in issuing new shares by the Company in accordance with Article 2~~7~~ of the Articles of Association.	**Article 47** When the Company intends to convene a shareholders' meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholdings, the board of directors shall decide on a date for the determination of shareholdings. Shareholders whose names appear in the register of members at the end of such date are shareholders of the Company. This Article shall not be applicable to the registration of changes in shareholder's register in issuing new shares by the Company in accordance with Article 2**6** of the Articles of Association.
22.	**Article 49** Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may apply to the Company for issue of a replacement share certificate in respect of such shares (the "Relevant Shares") if his share certificate (the "Original Certificate") is lost. If a shareholder who has lost his share certificate of unlisted shares applies for a replacement share certificate, it shall be dealt with in accordance with the provisions under Article 1~~43~~ of the Company Law. If a shareholder who has lost his share certificate of overseas listed shares applies for a replacement share certificate, it shall be dealt with in accordance with the laws, rules of the stock	**Article 49** Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may apply to the Company for issue of a replacement share certificate in respect of such shares (the "Relevant Shares") if his share certificate (the "Original Certificate") is lost. If a shareholder who has lost his share certificate of unlisted shares applies for a replacement share certificate, it shall be dealt with in accordance with the provisions under Article 1**64** of the Company Law. If a shareholder who has lost his share certificate of overseas listed shares applies for a replacement share certificate, it shall be dealt with in accordance with the laws, rules of the stock

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	exchange(s) or other relevant provisions of the place where the original register of holders of overseas listed shares is kept. Holders of overseas listed shares who have lost their share certificates and applied for replacement of share certificates, such replacement shall comply with the following requirements: (I) The applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration containing the reason for the application and the circumstances and evidence of the lost share certificates as well as a declaration that no other person shall be entitled to request for registration as the shareholder in respect of the Relevant Shares. (II) No statement has been received by the Company from a person other than the applicant who request to have his/its name registered as a holder of these shares before the Company decided to issue the replacement share certificate. (III) The Company shall, if it decides to issue a replacement share certificate to the applicant, publish an announcement of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcement shall be published repeatedly at least once every thirty (30) days within the period of the announcement of ninety (90) days. (IV) The Company shall have, prior to the publication of its announcement of intention to issue a replacement share certificate, delivered a copy of the announcement to be published to the stock exchange on which its shares are listed. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days. In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a photo copy of the announcement to be published. (V) If, upon expiration of the ninety (90)-day period referred to in items (III) and (IV) of this Article, the Company has not received from any person any objection to such issue of a replacement	exchange(s) or other relevant provisions of the place where the original register of holders of overseas listed shares is kept. Holders of overseas listed shares who have lost their share certificates and applied for replacement of share certificates, such replacement shall comply with the following requirements: (I) The applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration containing the reason for the application and the circumstances and evidence of the lost share certificates as well as a declaration that no other person shall be entitled to request for registration as the shareholder in respect of the Relevant Shares. (II) No statement has been received by the Company from a person other than the applicant who request to have his/its name registered as a holder of these shares before the Company decided to issue the replacement share certificate. (III) The Company shall, if it decides to issue a replacement share certificate to the applicant, publish an announcement of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcement shall be published repeatedly at least once every thirty (30) days within the period of the announcement of ninety (90) days. (IV) The Company shall have, prior to the publication of its announcement of intention to issue a replacement share certificate, delivered a copy of the announcement to be published to the stock exchange on which its shares are listed. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days. In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a photo copy of the announcement to be published. (V) If, upon expiration of the ninety (90)-day period referred to in items (III) and (IV) of this Article, the Company has not received from any person any objection to such issue of a replacement

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	share certificate, the Company may issue a replacement share certificate to the applicant according to his application. (VI) Where the Company issues a replacement share certificate under this Article, it shall immediately cancel the Original Certificate and record such cancellation and issue in the register of shareholders accordingly. (VII) All expenses relating to the cancellation of an Original Certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.	share certificate, the Company may issue a replacement share certificate to the applicant according to his application. (VI) Where the Company issues a replacement share certificate under this Article, it shall immediately cancel the Original Certificate and record such cancellation and issue in the register of shareholders accordingly. (VII) All expenses relating to the cancellation of an Original Certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.
23.	–	**Chapter 7 Transfer of Shares** **Article 52** **The Company's shares can be transferred in accordance with the law.** **Article 53** **The Company's directors, supervisors, general managers and other senior management shall report to the Company the shares of the Company held by them and the changes, and the shares transferred each year during their tenure shall not exceed 25% of the total number of shares held by the Company; The Company's shares held shall not be transferred within one year from the date of listing and trading of the Company's shares. Within half a year after the resignation of the above-mentioned personnel, they shall not transfer the Company's shares held by them.** **Article 54** **Under no circumstances shall directors buy or sell the Company's shares if they have any price-sensitive information. Directors shall not deal in any securities of the Company on the date of publication of the Company's financial results and during the following periods:** **(1) Within 60 days before the date of publication of the annual results, or from the end of the relevant financial year to the date of publication**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		of the results (whichever is shorter); and **(2) Within 30 days before the date of publication of quarterly results and half-year results, or from the end of the relevant quarter or half-year period to the date of publication of the results (whichever is shorter).** **The above period of prohibition on directors from trading securities includes the period during which the company delays the announcement of results.** **Article 55** **The Company's directors, supervisors, senior management, and shareholders holding more than 5% of the Company's shares sell the company's shares or other equity securities within six months after the purchase, or buy them again within six months after the sale, and the proceeds from such sale belong to the company, and the board of directors of the Company will recover their proceeds, save and except when the securities company holds more than 5% of the shares due to the underwriting of the remaining shares after sale, and other circumstances stipulated in the securities regulatory rules of the State Council.** **The shares or other securities of an equity nature held by directors, supervisors, senior managers, and natural person shareholders referred to in the preceding paragraph include shares or other securities of an equity nature held by their spouses, parents, and children and held through other people's accounts.** **If the board of directors of the company fails to implement the provisions of the first paragraph, the shareholders have the right to request the board of directors to implement it within 30 days. If the board of directors of the company fails to execute within the above time limit, the shareholders have the right to directly file a lawsuit with the people's court in their own name for the benefit of the company.** **If the board of directors of the company fails to implement the provisions of the first paragraph, the responsible directors shall bear joint and several liability in accordance with the law.**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
24.	**Article ~~52~~** A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is registered in the register of shareholders. Shareholders shall enjoy rights and have obligations in accordance with the class and number of shares held by them. **~~Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.~~** **~~Holders of unlisted foreign shares and domestic shares are in the same class of shareholders despite other provisions of the Articles of Association, especially for the holders of unlisted foreign shares who shall be entitled to attend and vote at the same class of shareholders' general meeting with holders of domestic shares and receive the notice convening the same class of shareholders' general meeting, providing that the holders of unlisted foreign shares shall enjoy the following rights:~~** **~~(I) to receive dividends declared by the Company in foreign currencies; and~~** **~~(II) in the event of the winding-up of the Company, to remit their respective shares in the remaining assets (if any) of the Company out of the PRC in accordance with the applicable foreign exchange control laws and regulations in the PRC.~~** **~~In case of joint shareholders, all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s). If one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Company, provided that the board of directors shall have the right to require the surviving persons to provide a certificate of death which the board of directors deem appropriate for the purpose of changing the register of shareholders. As far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the Relevant Shares from the Company, to receive notices of the Company, to attend the shareholders' general meeting of the Company and exercise voting rights; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares.~~**	**Article 5<u>6</u>** A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is registered in the register of shareholders. Shareholders shall enjoy rights and have obligations in accordance with the class and number of shares held by them.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
25.	**Article ~~53~~**	**Article 57**
	Shareholders ~~**of ordinary shares**~~ of the Company shall enjoy the following rights: (I) The rights to ~~**receive**~~ dividends and other forms of distribution in proportion to the number of fully-paid shares held by them; (II) The rights to attend or appoint proxy to attend shareholders' meetings and exercise voting rights; (III) The rights to supervise the operation of the Company and to put forward proposals and raise inquiries; (IV) The rights to transfer shares in accordance with laws, administrative regulations and the Articles of Association; (V) The rights to obtain relevant information in accordance with the Articles of Association of the Company, including: 1. to obtain a copy of the Articles of Association upon payment of the cost of such copy; 2. to inspect and photocopy upon payment of a reasonable charge, of: (i) all parts of the register of shareholders; (ii) personal particulars of each of the directors, supervisors, general manager and other senior management of the Company, including: (a) current and previous names and aliases; (b) main address (domicile); (c) nationality; (d) full-time and all other part-time occupations and duties; (e) identification documents and their numbers. (iii) the status of the Company's share capital; (iv) reports of the aggregate par value, number of shares, highest and lowest prices paid by the Company in respect of each class of shares bought back by the Company since the end of the last financial year and all the expenses paid by the Company therefor; (v) minutes of shareholders' general meetings and resolutions of meetings of the board of directors and the supervisory committee; (vi) corporate bond counterfoils; (vii) financial reports previously published or disclosed. (VI) The rights to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company; (VII) The rights to demand the Company to acquire the shares held by them with respect to shareholders voting against any resolution adopted	Shareholders of the Company shall enjoy the following rights: (I) The rights to **obtain** dividends and other forms of distribution in proportion to the number of fully-paid shares held by them; (II) The rights to attend or appoint proxy to attend shareholders' meetings and exercise voting rights; (III) The rights to supervise the operation of the Company and to put forward proposals and raise inquiries; (IV) The rights to transfer shares in accordance with laws, administrative regulations and the Articles of Association; (V) The rights to obtain relevant information in accordance with the Articles of Association of the Company, including: 1. to obtain a copy of the Articles of Association upon payment of the cost of such copy; 2. to inspect and photocopy upon payment of a reasonable charge, of: (i) all parts of the register of shareholders; (ii) personal particulars of each of the directors, supervisors, general manager and other senior management of the Company, including: (a) current and previous names and aliases; (b) main address (domicile); (c) nationality; (d) full-time and all other part-time occupations and duties; (e) identification documents and their numbers. (iii) the status of the Company's share capital; (iv) reports of the aggregate par value, number of shares, highest and lowest prices paid by the Company in respect of each class of shares bought back by the Company since the end of the last financial year and all the expenses paid by the Company therefor; (v) minutes of shareholders' general meetings and resolutions of meetings of the board of directors and the supervisory committee; (vi) corporate bond counterfoils; (vii) financial reports previously published or disclosed. (VI) The rights to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company; (VII) The rights to demand the Company to acquire the shares held by them with respect to shareholders voting against any resolution adopted

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	at the shareholders' ~~**general**~~ meeting on the merger or division of the Company; (VIII) Shareholders individually or jointly holding **3**% (~~**three**~~ percentage) or more of the shares of the Company may propose ad hoc proposals and submit to the board of directors in writing 10 (ten) days before the convening of the shareholders' general meeting; (IX) Other rights conferred by laws, administrative regulations and the Articles of Association. Where shareholders request for inspection of the relevant information or demand for materials as mentioned in the previous Article, they shall provide the Company with written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide information requested by such shareholder.	at the shareholders' meeting on the merger or division of the Company; (VIII) Shareholders individually or jointly holding **1**% (**one** percentage) or more of the shares of the Company may propose ad hoc proposals and submit to the board of directors in writing 10 (ten) days before the convening of the shareholders' general meeting; (IX) Other rights conferred by laws, administrative regulations and the Articles of Association. Where shareholders request for inspection of the relevant information or demand for materials as mentioned in the previous Article, they shall provide the Company with written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide information requested by such shareholder.
26.	**Article 54** Shareholders ~~**of ordinary shares**~~ of the Company shall have the following obligations: (I) To abide by laws, administrative regulations and the Articles of Association; (II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholder; (III) To assume liability of the Company based on the shares held by them; (IV) Not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and regulations; (V) Other obligations imposed by laws, administrative regulations and the Articles of Association. ~~**Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the shares on subscription.**~~	**Article 58** Shareholders of the Company shall have the following obligations: (I) To abide by laws, administrative regulations and the Articles of Association; (II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholder; (III) To assume liability of the Company based on the shares held by them; (IV) Not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and regulations; (V) Other obligations imposed by laws, administrative regulations and the Articles of Association.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
27.	–	**Article 59** **Shareholders holding more than 5% of the Company's voting shares shall make a written report to the Company from the date of the occurrence of the fact that such shares are pledged. Pledge of H share must be handled in accordance with the provisions of the securities regulatory rules of the Company's overseas listing places.**
28.	**Article ~~55~~** In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange where the Company's shares are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests the shareholders generally or partially: (I) to relieve a Director or Supervisor of his/her duty to act honestly in the best interests of the Company; (II) to approve the expropriation by a Director or Supervisor (for his/her own benefit or for the benefit of another person), in any guise, of the Company's property, including (without limitation) opportunities beneficial to the Company; or (III) to approve the expropriation by a Director or Supervisor (for his/her own benefit or for the benefit of another person) of the individual rights or interests of other shareholders, including (without limitation) rights to distributions and voting rights **~~save for the Company's restructuring submitted to shareholders for approval and adopted by the shareholders' general meeting in accordance with the Articles of Association~~**.	**Article 60** In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange where the Company's shares are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests the shareholders generally or partially: (I) to relieve a Director or Supervisor of his/her duty to act honestly in the best interests of the Company; (II) to approve the expropriation by a Director or Supervisor (for his/her own benefit or for the benefit of another person), in any guise, of the Company's property, including (without limitation) opportunities beneficial to the Company; or (III) to approve the expropriation by a Director or Supervisor (for his/her own benefit or for the benefit of another person) of the individual rights or interests of other shareholders, including (without limitation) rights to distributions and voting rights.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
29.	**Article ~~56~~** A "controlling shareholder" mentioned in the precious Article means a person who satisfies any one of the following conditions: (I) he alone, or acting in concert with others, has the power to elect **~~more than half~~** of the board of directors; (II) he alone, or acting in concert with others, has the power to exercise or to control the exercise of thirty percent (30%) (inclusive) or more of the voting rights in the Company; (III) he alone, or acting in concert with others, holds thirty percent (30%) (inclusive) or more of the issued outstanding shares of the Company; or (IV) he alone, or acting in concert with others, in any other manner has de facto control of the Company.	**Article 61** A "controlling shareholder" mentioned in the precious Article means a person who satisfies any one of the following conditions: (I) he alone, or acting in concert with others, has the power to elect **a majority** of the board of directors; (II) he alone, or acting in concert with others, has the power to exercise or to control the exercise of thirty percent (30%) (inclusive) or more of the voting rights in the Company; (III) he alone, or acting in concert with others, holds thirty percent (30%) (inclusive) or more of the issued outstanding shares of the Company; or (IV) he alone, or acting in concert with others, in any other manner has de facto control of the Company. **The term "acting in concert" as used in this article refers to the act of two or more persons reaching an agreement (whether oral or written) to obtain voting rights in the company through any of them to achieve or consolidate the control the Company.**
30.	**CHAPTER 8 SHAREHOLDERS' GENERAL MEETING**	**CHAPTER 9 SHAREHOLDERS' GENERAL MEETING**
31.	**Article ~~57~~** The shareholders' **~~general~~** meeting is the organ of authority of the Company, which exercises its functions and powers in accordance with Law.	**Article 62** **The shareholders' meeting of the Company shall consist of all the shareholders.** The shareholders' **~~general~~** meeting is the organ of authority of the Company, which exercises its functions and powers in accordance with Law.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
32.	**Article ~~58~~** The shareholders' **~~general~~** meeting exercises the following functions and powers: (I) to decide on operational policies and investment plans of the Company; (II) to elect and replace the directors and to determine matters relating to the remuneration of the directors; (III) to elect and replace supervisors who are appointed by the shareholders, and to determine matters relating to the remuneration of the supervisors; (IV) to consider and approve reports of the board of directors; (V) to consider and approve reports of the board of supervisors; (VI) to consider and approve annual financial budget plans and final accounting plans of the Company; (VII) to consider and approve the profit distribution plan and loss recovery plan of the Company; (VIII) to determine the increases or decrease of the registered capital of the Company; (IX) to determine matters such as the merger, division, dissolution, liquidation or change of corporate form of the Company; (X) to determine the issuance of corporate bonds by the Company; (XI) to determine the appointment of, removal of **~~and non- reappointment of~~** an auditor by the Company; (XII) to amend the Articles of Association; (XIII) to consider and approve the proposal raised by shareholders who represent **~~three~~** percent (**3**%) or more of the total number of voting shares of the Company; (XIV) to consider **~~and approve the matters regarding providing guarantees to shareholders~~**; (XV) to consider and approve **~~external guarantees, among which the amount of the single guarantee exceeds 10% of the latest audited net assets of the Company and the accumulated amount of the guarantees exceeds 30% of the latest audited total assets of the Company~~**; **~~(XVI) to consider matters relating to the purchases and disposals of material assets, which are more than 30% of the latest audited total assets of the Company, within one year;~~**	**Article 63** The shareholders' general meeting exercises the following functions and powers: (I) to decide on operational policies and investment plans of the Company; (II) to elect and replace the directors and to determine matters relating to the remuneration of the directors; (III) to elect and replace supervisors who are appointed by the shareholders, and to determine matters relating to the remuneration of the supervisors; (IV) to consider and approve reports of the board of directors; (V) to consider and approve reports of the board of supervisors; (VI) to consider and approve annual financial budget plans and final accounting plans of the Company; (VII) to consider and approve the profit distribution plan and loss recovery plan of the Company; (VIII) to determine the increases or decrease of the registered capital of the Company; (IX) to determine matters such as the merger, division, dissolution, liquidation or change of corporate form of the Company; (X) to determine the issuance of corporate bonds by the Company; (XI) to determine the appointment of, removal of an auditor **contracted the audit services for the Company** by the Company; (XII) to amend the Articles of Association; (XIII) to consider and approve the proposal raised by shareholders who represent **one** percent (**1**%) or more of the total number of voting shares of the Company; (XIV) to consider **the following external guarantees of the Company:** **1. The total amount of external guarantees of the Company and its holding subsidiaries exceeds fifty percent (50%) of the latest audited net assets.** **2. The total amount of external guarantees of the Company exceeds thirty percent (30%) of the total audited assets in the most recent period.** **3. According to the principle of cumulative calculation of the guarantee amount within 12 consecutive months, the guarantee exceeds thirty percent (30%) of the total audited assets of the listed Company in the latest period;**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	(X~~VII~~) ~~to consider and approve share incentive plans;~~ (X~~VIII~~) other matters that required to be resolved by the shareholders' ~~general~~ meeting pursuant to laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association. Matters which, as required by laws, administrative regulations as well as the Articles of Association, shall be resolved at shareholders' ~~general~~ meetings shall be considered and reviewed at shareholders' ~~general~~ meetings so as to protect the decision-making rights of shareholders of the Company on such matters. Under necessary and reasonable circumstances, the shareholders' ~~general~~ meeting may authorize the board of directors to decide, within the scope of authorization as delegated at the shareholders' ~~general~~ meeting, specific issues relating to matters to be resolved on by the shareholders' ~~general~~ meeting which may not be decided upon immediately at the shareholders' ~~general~~ meeting. Notwithstanding the provisions under clause (VII) of paragraph 1 and under paragraph 2 of this article, the board of directors may, in accordance with the mandate granted thereto by the shareholders of the Company at the annual general meeting, determine the plan to distribute the interim dividends for the following year for the purpose of paying the shareholders of the Company the interim dividends that the board of directors considers to be allowable by the Company's profitability without further consent from the shareholders' ~~general~~ meeting before determining and declaring the relevant interim dividends.	**4. The amount of guarantee provided by the company to others within one year exceeds thirty percent (30%) of the Company's latest audited total assets;** **5. Guarantee for guarantee objects with an asset-liability ratio of more than seventy percent (70%);** **6. A guarantee with a single guarantee amount exceeding ten percent (10%) of the latest audited net assets;** **7. Approve the guarantees provided to shareholders, actual controllers and their related parties;** **When the shareholders' meeting deliberates on the guarantee in item 7 of the preceding paragraph, the shareholder or the shareholder under the control of the actual controller shall not participate in the vote, and the vote shall be passed by a majority of the voting rights held by other shareholders attending the shareholders' meeting.** (XV) to consider and approve **the Company's purchase and sale of major assets within one year exceeds 30% of the Company's latest audited total assets or is higher than RMB1 billion**; (XVI) to consider matters relating to the purchases and disposals of material assets, which are more than 30% of the latest audited total assets of the Company, within one year; (XVII) **to deliberate the equity incentive scheme and employee share option scheme**; (XVIII) **to deliberate** other matters that required to be resolved by the shareholders' meeting pursuant to laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association. Matters which, as required by laws, administrative regulations as well as the Articles of Association, shall be resolved at shareholders' meetings shall be considered and reviewed at shareholders' meetings so as to protect the decision-making rights of shareholders of the Company on such matters.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		Unless otherwise stipulated by laws, administrative regulations, the listing rules of the stock exchange where the company's shares are listed and regulatory authorities, under necessary and reasonable circumstances, the shareholders' meeting may authorize the board of directors to decide, within the scope of authorization as delegated at the shareholders' meeting, specific issues relating to matters to be resolved on by the shareholders' meeting which may not be decided upon immediately at the shareholders' meeting. Notwithstanding the provisions under clause (VII) of paragraph 1 and under paragraph 2 of this article, the board of directors may, in accordance with the mandate granted thereto by the shareholders of the Company at the annual general meeting, determine the plan to distribute the interim dividends for the following year for the purpose of paying the shareholders of the Company the interim dividends that the board of directors considers to be allowable by the Company's profitability without further consent from the shareholders' meeting before determining and declaring the relevant interim dividends.
33.	**Article ~~59~~** Unless **~~prior~~** approval by the shareholders' **~~general~~** meeting is obtained, the Company shall not enter into any contract with any person other than a Director, Supervisor, our General Manager or other member of senior management of the Company whereby the management and administration of the whole or any substantial part of the business of the Company is to be handed over to such person.	**Article 64** **Unless the Company is in a crisis or other special circumstances,** unless approval **by way of special resolution** by the shareholders' meeting is obtained, the Company shall not enter into any contract with any person other than a Director, Supervisor, our General Manager or other member of senior management of the Company whereby the management and administration of the whole or any substantial part of the business of the Company is to be handed over to such person. **"Crisis" refers to an urgent and serious risk event faced by the Company, which, if not intervened in time, may directly threaten the Company's viability, core business sustainability or basic operation, resulting in paralysis, financial collapse, goodwill collapse or loss of ability to continue as a going concern.**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
34.	**Article 60** Shareholders' ~~**general**~~ meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' ~~**general**~~ meeting shall be convened by the board of directors. Annual general meetings shall be held once every accounting year and within six (6) months from the end of the preceding accounting year. Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two (2) months: (I) when the number of Directors is less than the number of Directors required by the Company Law or two-thirds (2/3) of the number of Directors specified in the Articles of Association; (II) when the unrecovered losses of the Company amount to one-third (1/3) of the total amount of its share capital; (III) when shareholder(s) holding ten percent (10%) or more of the Company's outstanding shares carrying voting rights request(s) the convening of an extraordinary general meeting; (IV) when deemed necessary by the board of directors or as requested by the supervisory committee; (V) when proposed by at least two (2) independent non-executive Directors; (VI) the other circumstance as stipulated by laws, administrative regulations, departmental rules, securities regulations of the locality where the Company's shares are listed and the Articles of Association.	**Article 65** Shareholders' meetings are divided into annual general meetings and extraordinary general meetings. **The Company shall hold a shareholders' meeting at the Company's place of domicile or other place designated by the board of directors.** Shareholders' meeting shall be convened by the board of directors. Annual general meetings shall be held once every accounting year and within six (6) months from the end of the preceding accounting year. Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two (2) months: (I) when the number of Directors is less than the number of Directors required by the Company Law or two-thirds (2/3) of the number of Directors specified in the Articles of Association; (II) when the unrecovered losses of the Company amount to one-third (1/3) of the total amount of its share capital; (III) when shareholder(s) holding ten percent (10%) or more of the Company's outstanding shares carrying voting rights request(s) the convening of an extraordinary general meeting; (IV) when deemed necessary by the board of directors or as requested by the supervisory committee; (V) when proposed by at least two (2) independent non-executive Directors; (VI) the other circumstance as stipulated by laws, administrative regulations, departmental rules, securities regulations of the locality where the Company's shares are listed and the Articles of Association.
35.	**Article ~~61~~** When the Company convenes an annual general meeting, a written Article 53 of notice shall be given twenty (20) days before the meeting, and when the Company convenes an extraordinary general meeting, a written notice shall be given fifteen (15) days before the meeting, to the shareholders of the Company. The aforesaid notice shall notify all of the shareholders in the share register of the matters to be considered and the date and the place of the meeting. Should the securities ~~**regulatory authorities**~~ of the place where the shares of the Company are listed require otherwise, such requirement shall prevail.	**Article 66** When the Company convenes an annual general meeting, a written Article 53 of notice shall be given twenty (20) days before the meeting, and when the Company convenes an extraordinary general meeting, a written notice shall be given fifteen (15) days before the meeting, to the shareholders of the Company. The aforesaid notice shall notify all of the shareholders in the share register of the matters to be considered and the date and the place of the meeting. Should the securities **regulatory rules** of the place where the shares of the Company are listed require otherwise, such requirement shall prevail.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
36.	**Article 62** When the Company convenes a shareholders' **~~general~~** meeting, shareholders who individually or in aggregate hold **~~three percent (3%) or more~~** of **~~the total number of voting~~** shares **~~shall be entitled to propose new proposal in writing to the Company. The Company shall include the proposals falling within the scope of power of the shareholders' general meeting into the agenda of such meeting~~**.	**Article 67** When the Company convenes a shareholders' meeting, shareholders who individually or in aggregate hold **more than one percent** of shares **may put forward proposal in writing to the convener ten days before the shareholders' meeting**. **The convener shall issue a supplementary notice of the shareholders' meeting within two days after receiving the proposal, announce the content of the proposal, and submit the proposal to the shareholders' meeting for consideration. However, it excludes the proposals which violates the provisions of laws, administrative regulations or the articles of association of the Company, or is not within the scope of the shareholders' meeting. The aforementioned convener refers to the person who has the right to convene a meeting of the shareholders' meeting in accordance with the provisions of this Articles of Association.** **Except for the circumstances specified in the preceding paragraph, the convener shall not modify the proposal(s) listed in the notice of the shareholders' meeting or add new proposal(s) after issuing the notice of the shareholders' meeting.** **Proposals not listed in the notice of the shareholders' meeting or do not comply with the provisions of this Articles of Association shall not be voted on and resolved by the shareholders' meeting.**
37.	**Article 63** An extraordinary general meeting shall not decide on those matters not stated in the notice of meeting.	**Article 68** An extraordinary general meeting shall not decide on those matters not stated in the notice of meeting.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
38.	**Article ~~64~~** Notice of meeting of shareholders shall be required to: (I) be in writing; (II) specify the place, the date and the hour of the meeting; (III) state the matters to be discussed at the meeting; (IV) provide such information and explanations as are necessary for the shareholders to exercise a sensible judgment on the proposals. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained; (V) contain a disclosure of the nature and extent, if any, of the material interests of any Director, Supervisor, our General Manager or other member of senior management in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class; (VI) contain the full text of any special resolution proposed to be voted at the meeting; (VII) contain conspicuously a statement that a shareholder entitled to attend **~~and vote is entitled to appoint one or more proxies to attend and vote on behalf of him/her~~** and that a proxy need not be a shareholder; and (VIII) specify the time and place for delivering proxy forms for the relevant meeting.	**Article 69** Notice of meeting of shareholders shall be required to: (I) be in writing; (II) specify the place, the date and the hour of the meeting; (III) state the matters to be discussed at the meeting; (IV) provide such information and explanations as are necessary for the shareholders to exercise a sensible judgment on the proposals. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained; (V) contain a disclosure of the nature and extent, if any, of the material interests of any Director, Supervisor, our General Manager or other member of senior management in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class; (VI) contain the full text of any special resolution proposed to be voted at the meeting; (VII) contain conspicuously a statement that a**ll** shareholder**s are** entitled to attend sharheolder's meeting**, and may entrust a proxy to attend the meeting and participate in voting in writing**, and that a proxy need not be a shareholder; and (VIII) specify the time and place for delivering proxy forms for the relevant meeting.
39.	**Article ~~65~~** Notice of shareholders' **~~general~~** meeting of the Company shall be given to the shareholders by means of announcement or in any other manner that complies with the provisions of the securities regulatory rules of the place where the Company's shares are listed. The announcement in the previous article shall be published in the media and/or website recognised by the stock exchange where the Company's shares are listed as designated by the Company. After the publication of such notice, all shareholders shall be deemed to have received the notice of the relevant shareholders' **~~general~~** meeting.	**Article 70** Notice of shareholders' meeting of the Company shall be given to the shareholders by means of announcement or in any other manner that complies with the provisions of the securities regulatory rules of the place where the Company's shares are listed. The announcement in the previous article shall be published in the media and/or website recognised by the stock exchange where the Company's shares are listed as designated by the Company. After the publication of such notice, all shareholders shall be deemed to have received the notice of the relevant shareholders' meeting.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
40.	**Article ~~67~~** Any shareholder entitled to attend and vote at the shareholders' **~~general~~** meeting (including Hong Kong Securities Clearing Company Limited) shall be entitled to appoint one or more other persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf, and if a corporation being a shareholder has appointed a proxy to attend any meeting on its behalf, the shareholder shall be deemed as attending in person, and a proxy so appointed may exercise the following rights according to the authorization of the shareholder: (I) have the same right as the shareholder to speak at the meeting; (II) have the right by himself or in conjunction with others to make a resolution by voting; and (III) have the right to vote **~~by hand or~~** on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll. If the shareholder is a recognized clearing house as defined in the relevant laws and regulations of the locality where the shares of the Company is listed, he/she may authorize one or more proxy(ies) as he/she thinks fit to act as his/her proxy(ies) at any shareholders' **~~general~~** meeting **~~or class meeting or creditors' meeting~~**, and this/these proxy(ies) shall enjoy the same legal rights as other shareholders, including the right to speak and the right to vote. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. Such authorized proxies are entitled to exercise the rights on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same), as if they were the individual shareholders of the Company.	**Article 72** Any shareholder entitled to attend and vote at the shareholders' meeting (including Hong Kong Securities Clearing Company Limited) shall be entitled to appoint one or more other persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf, and if a corporation being a shareholder has appointed a proxy to attend any meeting on its behalf, the shareholder shall be deemed as attending in person, and a proxy so appointed may exercise the following rights according to the authorization of the shareholder: (I) have the same right as the shareholder to speak at the meeting; (II) have the right by himself or in conjunction with others to make a resolution by voting; and (III) have the right to vote on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll. If the shareholder is a recognized clearing house as defined in the relevant laws and regulations of the locality where the shares of the Company is listed, he/she may authorize one or more proxy(ies) as he/she thinks fit to act as his/her proxy(ies) at any shareholders' meeting, and this/these proxy(ies) shall enjoy the same legal rights as other shareholders, including the right to speak and the right to vote. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. Such authorized proxies are entitled to exercise the rights on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same), as if they were the individual shareholders of the Company.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
41.	**Article ~~72~~**	**Article 77**
	The proxy who attend the shareholders' **~~general~~** meeting on behalf of a shareholder shall produce his/her own identity documents and the proxy signed by the appointer or legal representative of the appointer, and the proxy shall be dated to indicate of date of issuance. If the legal representative of a legal entity which is a shareholder is appointed to attend the meeting, the legal representative shall produce his/her personal identity certification and a notarized certified copy of the resolution of the board of directors or other institution of authority of the legal entity appointing the legal representative or other certified true copies permitted by the Company (excluding recognized clearing house or their agent).	The proxy who attend the shareholders' meeting on behalf of a shareholder shall produce his/her own identity documents and the proxy signed by the appointer or legal representative of the appointer, and the proxy shall be dated to indicate of date of issuance. If the legal representative of a legal entity which is a shareholder is appointed to attend the meeting, the legal representative shall produce his/her personal identity certification and a notarized certified copy of the resolution of the board of directors or other institution of authority of the legal entity appointing the legal representative or other certified true copies permitted by the Company (excluding recognized clearing house or their agent).
42.	**Article ~~73~~**	**Article 78**
	Resolutions of shareholders' **~~general~~** meetings shall be divided into ordinary resolutions and special resolutions.	Resolutions of shareholders' meetings shall be divided into ordinary resolutions and special resolutions.
	To adopt an ordinary resolution, votes representing **~~more than half (1/2)~~** of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.	To adopt an ordinary resolution, votes representing **majority** of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.
	To adopt a special resolution, votes representing more than two-thirds (2/3) of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.	To adopt a special resolution, votes representing more than two-thirds (2/3) of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.
	The shareholders (including their proxies) attending the meeting shall clearly show approval or objection to every matter to be voted on. As for the unpolled vote or abstention, the Company will not treat it as the vote with voting right when calculating the voting result of this matter.	The shareholders (including their proxies) attending the meeting shall clearly show approval or objection to every matter to be voted on. As for the unpolled vote or abstention, the Company will not treat it as the vote with voting right when calculating the voting result of this matter. **The shareholders' meeting deliberates on related party transactions, and the shares held by related shareholders are not counted as voting votes.**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
43.	**Article 74** A shareholder (including proxy) when voting at a shareholders' ~~**general**~~ meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote. However, shares of the Company held by the Company shall not enjoy voting rights and shall not be calculated in the total number of shares with voting rights held by the present shareholder.	**Article 79** **Shareholders' meeting adopts poll voting.** A shareholder (including proxy) when voting at a shareholders' meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote. However, shares of the Company held by the Company shall not enjoy voting rights and shall not be calculated in the total number of shares with voting rights held by the present shareholder.
44.	~~**Article 75**~~ ~~**At any shareholders' general meeting a resolution shall be decided by a show of hands unless a poll is (before or after any vote by show of hands) demanded:**~~ ~~**(I) by the chairman of the meeting;**~~ ~~**(II) by at least two (2) shareholders entitled to vote present in person or by proxy; or**~~ ~~**(III) by on e or more shareholders present in person or by proxy and representing more than ten percent (10%) of all shares carrying the right to vote at the meeting singly or in aggregate. Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried, unanimously, or carried by, a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. The demand for a poll may be withdrawn by the person who makes such demand.**~~	–
45.	~~**Article 76**~~ ~~**A poll demanded on the election of the chairman of the meeting, or on an issue of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other issue shall be taken at such time as the chairman of the meeting directs, and any business, other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.**~~	–

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
46.	~~**Article 78**~~ ~~**In the case of an equality of votes, no matter by show of hands or by way of poll, the chairman of the Board shall be entitled to one additional vote.**~~	–
47.	**Article ~~79~~** The following matters shall be passed by way of an ordinary resolution at a shareholders' general meeting: (I) Work reports of the board of directors and the supervisory committee; (II) Profit distribution plan and loss recovery plan formulated by the board of directors; (III) Appointment and removal of members of the board of directors and members of the supervisory committee, their remuneration and method of payment thereof; (IV) Proposed annual preliminary financial budgets, final account reports~~**, balance sheets, statement of income and other financial statements**~~ of the Company; (V) Matters other than those requiring the approval by way of special resolutions in accordance with the laws, administrative regulations, provisions or provisions of the Articles of Association.	**Article 81** The following matters shall be passed by way of an ordinary resolution at a shareholders' general meeting: (I) Work reports of the board of directors and the supervisory committee; (II) Profit distribution plan and loss recovery plan formulated by the board of directors; (III) Appointment and removal of members of the board of directors and members of the supervisory committee, their remuneration and method of payment thereof; (IV) Proposed annual preliminary financial budgets, final account**ing plan** of the Company; (V) Matters other than those requiring the approval by way of special resolutions in accordance with the laws, administrative regulations, provisions or provisions of the Articles of Association.
48.	**Article ~~80~~** The following matters shall be passed by way of a special resolution at a shareholders' ~~**general**~~ meeting: (I) The increase or reduction of the capital and the issuance of any kinds of shares, warrants and other similar securities by the Company; (II) The issuance of corporate bonds; (III) The division, merger, dissolution, liquidation and change of corporate form of the Company; (IV) To consider and approve the external guarantee matters which should be approved by the shareholders' ~~**general**~~ meeting; (V) To consider and approve the Company's purchases or disposals of material assets within one year, which are more than 30% of the latest audited total assets of the Company; (VI) To consider and approve Share incentive plan; (VII) The amendment to the Articles of Association; (~~**VIII**~~) Other matters required by laws, administrative regulations, the listing rules of the	**Article 82** The following matters shall be passed by way of a special resolution at a shareholders' meeting: (I) The increase or reduction of the capital and the issuance of any kinds of shares, warrants and other similar securities by the Company; (II) The issuance of corporate bonds; (III) The division, merger, dissolution, liquidation and change of corporate form of the Company; (IV) To consider and approve the external guarantee matters which should be approved by the shareholders' meeting; (V) To consider and approve the Company's purchases or disposals of material assets within one year, which are more than 30% of the latest audited total assets of the Company **or more than RMB1 billion**; (VI) To consider and approve Share incentive plan; (VII) The amendment to the Articles of Association; **(VIII) The company's business policy and investment plan;**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	place where the shares of the Company are listed and the Articles of Association and those that the shareholders' ~~general~~ meeting by way of an ordinary resolution concluded that may have a material impact on the Company and require adoption by way of a special resolution.	**(IX)** Other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association and those that the shareholders' meeting by way of an ordinary resolution concluded that may have a material impact on the Company and require adoption by way of a special resolution.
49.	**Article 81** Any resolution passed by the shareholders' ~~general~~ meeting shall comply with relevant requirements of laws, administrative regulations and the Articles of Association.	**Article 83** Any resolution passed by the shareholders' meeting shall comply with relevant requirements of laws, administrative regulations and the Articles of Association.
50.	**Article 82** ~~**Shareholders who hold minority interests as required under Article 62 of these Articles of Association may add proposal(s) into the agenda of a meeting.**~~ Shareholders who request to convene an extraordinary general meeting or class general meeting shall follow the procedures below: (I) The shareholders who hold in aggregate more than ten percent (10%) (inclusive) shares with the rights to vote at such proposed meeting may, upon signing one or several written requests with the same content and format, request the board of directors to convene an extraordinary general meeting ~~or class general meeting~~ and state the subject of the meeting. Shares held by the above shareholders shall be calculated as at the date of submitting the written request. (II) After receiving the aforesaid documentary requirements, by combining concrete situations, the board of directors shall determine whether to hold shareholders' ~~general~~ meeting according to laws, administrative rules, and the regulations of the Articles of Association; give written feedback opinion on whether to convene shareholders' ~~general~~ meeting within ten (10) days after receiving the aforesaid documentary requirements to the proposer. (III) If the board of directors agrees to hold shareholders' meeting, it shall send out notice of meeting. If the notice changes the original proposal, the board of directors shall obtain the consent of the proposers. After sending out the notice, the board of directors shall not add new proposals any longer. No change shall be made to	**Article 84** Shareholders who request to convene an extraordinary general meeting or class general meeting shall follow the procedures below: (I) The shareholders who hold in aggregate more than ten percent (10%) (inclusive) shares with the rights to vote at such proposed meeting may, upon signing one or several written requests with the same content and format, request the board of directors to convene an extraordinary general meeting and state the subject of the meeting. Shares held by the above shareholders shall be calculated as at the date of submitting the written request. (II) After receiving the aforesaid documentary requirements, by combining concrete situations, the board of directors shall determine whether to hold shareholders' meeting according to laws, administrative rules, and the regulations of the Articles of Association; give written feedback opinion on whether to convene shareholders' meeting within ten (10) days after receiving the aforesaid documentary requirements to the proposer. (III) If the board of directors agrees to hold shareholders' meeting, it shall send out notice of meeting. If the notice changes the original proposal, the board of directors shall obtain the consent of the proposers. After sending out the notice, the board of directors shall not add new proposals any longer. No change shall be made to the convene time of the shareholders' meeting without the consent of the proposers. (IV) If the board of directors disagrees to hold shareholders' meeting, **the board of supervisors shall convene and preside over in a timely manner, and if the board of supervisors shall not**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	the convene time of the shareholders' ~~**general**~~ meeting without the consent of the proposers. (IV) If the board of directors disagrees to hold shareholders' meeting, or fails to give a notice of convening the meeting within thirty(30) days after receiving the aforesaid documentary requirements, and if the shareholders who hold in aggregate more than 10% (inclusive) shares with the rights to vote at such proposed meeting decide to convene the shareholders' general meeting, they can convene and preside the meeting by themselves within four (4) months after the board receiving the requirement. (V) Shareholders who hold in aggregate more than ten percent (10%) (inclusive) shares with the rights to vote at such proposed meeting making such requests which decide to convene an extraordinary general meeting shall serve a written notice on the board of directors. Such notice of meeting shall comply with the requirements ~~**of Chapters 61, 62, 64 and 65**~~ of these Articles of Association. No new proposal shall be added to the notice of meeting. Otherwise, shareholders making such requests shall re-submit their requests to the board of directors to convene a shareholders' ~~**general**~~ meeting in accordance with the procedures in paragraph (1) of this Article. (VI) Shareholders who hold in aggregate more than ten percent (10%) (inclusive) shares with the rights to vote at such proposed meeting convening a shareholders' ~~**general**~~ meeting shall pay reasonable attention to ensure that all shareholders can receive reasonable notice of the convening of the meeting and the matters to be considered at the meeting and shall cause the procedures for convening the meeting to, as far as possible, be the same as those for convening a shareholders' ~~**general**~~ meeting by the board of directors. Where the shareholders who hold in aggregate more than ten percent (10%) (inclusive) shares with the rights to vote at such proposed meeting convene and hold a shareholders' ~~**general**~~ meeting by themselves as a result of the failure of the board of directors to held a shareholders' ~~**general**~~ meeting as aforesaid requirement, the expenses reasonably accrued therefrom shall be borne by the Company and be deducted from the amounts due for payment to the directors as a result of their negligent manners.	**agree to convene a shareholders' meeting,** or fails to give a notice of convening the meeting within thirty(30) days after receiving the aforesaid documentary requirements, and if the shareholders who hold in aggregate more than 10% (inclusive) shares with the rights to vote at such proposed meeting decide to convene the shareholders' general meeting, they can convene and preside the meeting by themselves within four (4) months after the board **of supervisors** receiving the requirement. (V) Shareholders who hold in aggregate more than ten percent (10%) (inclusive) shares with the rights to vote at such proposed meeting making such requests which decide to convene an extraordinary general meeting shall serve a written notice on the board of directors. Such notice of meeting shall comply with the requirements of these Articles of Association. No new proposal shall be added to the notice of meeting. Otherwise, shareholders making such requests shall re-submit their requests to the board of directors to convene a shareholders' meeting in accordance with the procedures in paragraph (1) of this Article. (VI) Shareholders who hold in aggregate more than ten percent (10%) (inclusive) shares with the rights to vote at such proposed meeting convening a shareholders' meeting shall pay reasonable attention to ensure that all shareholders can receive reasonable notice of the convening of the meeting and the matters to be considered at the meeting and shall cause the procedures for convening the meeting to, as far as possible, be the same as those for convening a shareholders' meeting by the board of directors. Where the shareholders who hold in aggregate more than ten percent (10%) (inclusive) shares with the rights to vote at such proposed meeting convene and hold a shareholders' meeting by themselves as a result of the failure of the board of directors to held a shareholders' meeting as aforesaid requirement, the expenses reasonably accrued therefrom shall be borne by the Company and be deducted from the amounts due for payment to the directors as a result of their negligent manners.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
51.	**Article ~~83~~**	**Article 85**
	Where the shareholders' **~~general~~** meeting is convened by the board of directors, the chairman of the board of directors shall act as the chairman of the meeting and preside over the meeting. In the event that the chairman of the board of directors is unable to attend the meeting, the vice chairman shall act as the chairman of the meeting and preside over the meeting. In the event that both the chairman and the vice chairman are unable to attend the meeting, **~~the board of directors can~~** specify a director of the Company to convene the meeting and act as the chairman on behalf of them. **~~In the event that no chairman is specified, the shareholders being present can elect one to be the chairman; if the shareholders fail to elect for any reason, the shareholder who holds the most voting shares (include the proxy) being present shall act as the chairman of the meeting.~~**	Where the shareholders' meeting is convened by the board of directors, the chairman of the board of directors shall act as the chairman of the meeting and preside over the meeting. In the event that the chairman of the board of directors is unable to attend the meeting, the vice chairman shall act as the chairman of the meeting and preside over the meeting. In the event that both the chairman and the vice chairman are unable to attend the meeting, **the majority of the directors jointly** specify a director of the Company to convene the meeting and act as the chairman on behalf of them.
	If a shareholders' **~~general~~** meeting is convened by the shareholders themselves, the convener will nominate a representative to preside over the meeting.	If a shareholders' meeting is convened by the shareholders themselves, the convener will nominate a representative to preside over the meeting.
	If a shareholders' **~~general~~** meeting is convened by the supervisory committee, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable or fails to discharge his/her duties, **~~the meeting shall be presided over by the vice chairman of the supervisory committee. Where the position of vice chairman does not exist, or where the vice chairman of the supervisory committee is unable to discharge or fails to discharge his/her duties, half or more~~** of the supervisors shall designate a supervisor to preside over the meeting.	If a shareholders' meeting is convened by the supervisory committee, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable or fails to discharge his/her duties, **majority** of the supervisors shall designate a supervisor to preside over the meeting.
	When a shareholders' **~~general~~** meeting is convened, if the chairman of the meeting contravenes the Rules of Procedures for Shareholders' **~~General~~** Meetings, rendering the meeting impossible to proceed, with the consent from half or more of the attending shareholders with voting rights, one person may be nominated at the shareholders' **~~general~~** meeting to serve as the chairman and the meeting may proceed.	When a shareholders' meeting is convened, if the chairman of the meeting contravenes the Rules of Procedures for Shareholders' Meetings, rendering the meeting impossible to proceed, with the consent from half or more of the attending shareholders with voting rights, one person may be nominated at the shareholders' meeting to serve as the chairman and the meeting may proceed.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
52.	~~**Article 84**~~ ~~**The chairman of the meeting shall be held responsible for announcing whether or not a resolution has been passed. His/her decision shall be final and shall be announced on the meeting and be recorded in the minutes of meeting.**~~	–
53.	**Article 8~~5~~** If the chairman of the meeting has any doubts about the voting result of a resolution, he may arrange the recounting of the votes. If the chairman of the meeting does not arrange the recounting of the votes, a shareholder or proxy attending the meeting who dissents from the result announced by the chairman of the meeting shall be entitled to request the recounting of votes immediately after the announcement, in which case the chairman of the meeting shall immediately arrange the re-counting of the votes. ~~**Article 86**~~ If the counting of votes is conducted at a shareholders' ~~**general**~~ meeting, the result of the counting shall be recorded in the minutes of meeting. The minutes of meeting, the attendance register and proxy forms shall be kept at the Company's domicile.	**Article 8<u>6</u>** If the chairman of the meeting has any doubts about the voting result of a resolution, he may arrange the recounting of the votes. If the chairman of the meeting does not arrange the recounting of the votes, a shareholder or proxy attending the meeting who dissents from the result announced by the chairman of the meeting shall be entitled to request the recounting of votes immediately after the announcement, in which case the chairman of the meeting shall immediately arrange the re-counting of the votes. If the counting of votes is conducted at a shareholders' meeting, the result of the counting shall be recorded in the minutes of meeting. The minutes of meeting, the attendance register and proxy forms shall be kept at the Company's domicile.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
54.	~~CHAPTER 9 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS Article 89 Shareholders who hold different classes of shares shall be shareholders of different classes.~~ ~~Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association.~~ ~~Article 90 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution at the shareholders' general meeting and at a separate class meeting by the shareholders of the affected class in accordance with Articles 92 to 96 of the Articles of Association. For the avoidance of doubt, the conversion of unlisted shares into overseas listed shares and the listing and trading of such shares in overseas stock exchanges shall not subject to such limitation.~~ ~~In respect of changes to or abolishment of the rights of class shareholders due to changes in applicable domestic laws, administrative regulations and the Listing Rules and decisions made by the relevant regulatory authorities according to laws, no further approval by the shareholders' general meetings or class shareholders' meetings is required.~~ ~~Article 91 Unless otherwise required by laws, administrative regulations and the Articles of Association, the rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following circumstances:~~ ~~(I) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~ ~~(II) conversion of all or part of the shares of such class into shares of another class or conversion of all or part of the shares of another class into shares of such class or the grant of the rights to such conversion;~~ ~~(III) a removal or reduction of rights to accrued dividends or cumulative dividends attached to the shares of such class;~~	–

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	~~(IV) a reduction or removal of a dividend preference or property distribution preference during the liquidation of the Company, attached to the shares of such class;~~ ~~(V) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights or rights to acquire the securities of the Company attached to the shares of such class;~~ ~~(VI) a removal or reduction of rights to receive amounts payable by the Company in a particular currency attached to the shares of such class;~~ ~~(VII) creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;~~ ~~(VIII) an imposition of restrictions or additional restrictions on the transfer of or ownership of the shares of such class;~~ ~~(IX) an issuance of rights to subscribe for, or convert into, the shares of such class or another class;~~ ~~(X) an increase in the rights and privileges of the shares of another class;~~ ~~(XI) a restructuring plan of the Company that causes shareholders of different classes to bear liability to different extents during the restructuring;~~ ~~(XII) any amendment to or repeal of the provisions of this chapter.~~ ~~Article 92 Shareholders of the affected class, whether or not having the rights to vote at the shareholders' general meeting, shall have the rights to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) and (XI) to (XII) in Article 91, except that interested shareholders shall not vote at class meetings. The term "interested shareholders" in the preceding paragraph shall have the following meanings:~~ ~~(I) if the Company has made a tender offer to all shareholders in the same proportion or has bought back its own shares through open market transactions on a stock exchange in accordance with Article 30 in the Articles of Association, the controlling shareholders as defined in Article 56 in the Articles of Association shall be the "interested shareholders";~~ ~~(II) if the Company has bought back its own shares by an agreement outside of a stock exchange in accordance with Article 30 in the~~	

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	~~Articles of Association, shareholders in relation to such agreement shall be the "interested shareholders";~~ ~~(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest different from that interest of other shareholders of the same class shall be the "interested shareholders".~~ ~~Article 93 Resolutions of a class meeting shall be passed only by more than two-thirds (2/3) of the voting rights of that class represented by the shareholders attending the meeting in accordance with Article 92 in the Articles of Association.~~ ~~Article 94 When the Company is to hold a class meeting, it shall, within the same timeline for giving notice for the convening of a general meeting as set out under these Articles, inform all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting.~~ ~~If the number of the voting shares represented by the shareholders intending to attend the meeting is more than half (1/2) of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within five (5) days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.~~ ~~The quorum for a separate class shareholders' meeting (other than an adjourned meeting) to consider a variation of any class of shares shall be the holders of at least one-third (1/3) of the issued shares of the class.~~ ~~Article 95 The notice of the class meeting shall be delivered only to the shareholders entitled to voting thereat.~~ ~~The procedures of a class meeting shall, to the extent possible, be identical with the procedures of a shareholders' general meeting. The provisions of the Articles of Association in~~	

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	~~relation to the procedures for the holding of a shareholders' general meeting shall be applicable to a class meeting.~~ ~~Article 96 In addition to the holders of other classes of shares, holders of domestic shares and unlisted foreign shares are deemed to be the same classes of shareholders, but holders of domestic shares and overseas listed shares are deemed to be different classes of shareholders. The special procedures for voting in the class meetings shall not apply under the following circumstances:~~ ~~(I) Where the Company issues domestic shares, unlisted foreign shares and overseas listed shares, upon approval in the form of a special resolution by its shareholders at a shareholders' general meeting, either separately or concurrently, once every twelve (12) months and the number of each of the domestic shares, unlisted foreign shares and overseas listed shares to be issued is not more than twenty percent (20%) of the same type of shares in issue; or~~ ~~(II) Where the Company's plan to issue domestic shares and overseas listed foreign shares upon its incorporation is implemented within fifteen (15) months from the date of approval by the securities regulatory authorities under the State Council.~~ ~~(III) Where upon approval from the securities regulatory authorities of the State Council, the domestic shares and unlisted foreign shares are listed and traded on the overseas stock exchanges by Company shareholders.~~	
55.	**Article ~~97~~** The Company shall establish a board of directors consisting of nine (9) directors, of which more than half (1/2) of the Board are external directors, and there shall be more than two (2) independent non-executive directors. There shall be one (1) chairman in the board of directors and one (1) vice-chairmen. The board of directors may set up special committees thereof in accordance with the requirements of laws, administrative regulations, regulatory authorities or according to the Company's needs.	**Article 89** The Company shall establish a board of directors consisting of nine (9) directors, of which more than half (1/2) of the Board are external directors, and there shall be more than two (2) independent non-executive directors. There shall be one (1) chairman in the board of directors and one (1) vice-chairmen. **Independent non-executive director candidates recommended to the board of directors by consensus of shareholders holding more than 51% of the company's shares individually or collectively shall be elected in accordance with the articles of association and applicable laws and regulations.**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		The board of directors may set up special committees thereof in accordance with the requirements of laws, administrative regulations, regulatory authorities or according to the Company's needs. **The Company has a separate management committee: The management committee serves as a consulting body to ensure continuous and effective communication between the Company and shareholders, communicate, discuss and research on major business and management matters of the company, and provide support and consultation for the decision-making of the management and the board of directors.**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
56.	**Article 98** A director shall be elected at the shareholders' ~~**general**~~ meeting, with a term of three (3) years. At the expiry of his/her term, a director is eligible for reelection. Any director may be removed by an ordinary resolution passed at a shareholders' general meeting prior to the expiry of his/her term of office in accordance with relevant laws and administrative regulations (but the director's right to claim damages based on any contract shall not be affected). Any person appointed as a director by the board of directors to fill a temporary vacancy or to increase the number of members of the board of directors shall only serve his/her office till the first annual general meeting of the Company after his/her appointment and be eligible for re- election thereat in accordance with relevant PRC laws and regulations and other regulations of the Articles of Association. Provided that there is no violation of the relevant requirements under the PRC laws, shareholders are entitled to remove any director (including the managing director or other executive directors) prior to the expiration of his/her term of office by passing an ordinary resolution at a shareholders' ~~**general**~~ meeting; however such removal shall not prejudice such director from making claims for damages under any contract. The chairman and vice-chairman of the Board shall be elected and removed by more than half of all of the Directors. The term of office of each of the chairman and the vice-chairman is three (3) years and is renewable upon re-election. ~~**A director shall not be required to hold any shares of the Company.**~~ Directors may resign before the expiry of their terms. When resigning, a director shall submit written resignation report to the Board. Where the number of directors falls below the quorum due to any director's resignation during his/her term of office, the resigning director shall perform his/her duties as a director in accordance with the laws, administrative regulations as well as the provisions of these Articles, until the newly-elected director assumes office.	**Article 90** A director shall be elected at the shareholders' meeting, with a term of three (3) years. At the expiry of his/her term, a director is eligible for reelection. **However, independent directors shall not serve for more than nine years**. Any director may be removed by an ordinary resolution passed at a shareholders' general meeting prior to the expiry of his/her term of office in accordance with relevant laws and administrative regulations (but the director's right to claim damages based on any contract shall not be affected). Any person appointed as a director by the board of directors to fill a temporary vacancy or to increase the number of members of the board of directors shall only serve his/her office till the first annual general meeting of the Company after his/her appointment and be eligible for re- election thereat in accordance with relevant PRC laws and regulations and other regulations of the Articles of Association. Provided that there is no violation of the relevant requirements under the PRC laws, shareholders are entitled to remove any director (including the managing director or other executive directors) prior to the expiration of his/her term of office by passing an ordinary resolution at a shareholders' meeting; however such removal shall not prejudice such director from making claims for damages under any contract. The chairman and vice-chairman of the Board shall be elected and removed by more than half of all of the Directors. The term of office of each of the chairman and the vice-chairman is three (3) years and is renewable upon re-election. Directors may resign before the expiry of their terms. When resigning, a director shall submit written resignation report to the Board**, and the resignation notice will take effect upon receipt**. Where the number of directors falls below the quorum due to any director's resignation during his/her term of office, the resigning director shall perform his/her duties as a director in accordance with the laws, administrative regulations as well as the provisions of these Articles, until the newly-elected director assumes office.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
57.	**Article 99** The Board **~~shall be accountable to the general meeting and~~** shall exercise the following functions and powers: (I) to be responsible for convening general meeting and reporting its work to the general meeting; (II) to implement resolutions approved at general meetings; (III) to decide the Company's business operating plans and investment proposals; (IV) to formulate the Company's proposed annual financial budget and final accounts; (V) to formulate the Company's profit distribution plan and plan for recovery of losses; (VI) to formulate debt and finance policies as well as proposals for the increase in or reduction of the Company's registered capital and the issuance of corporate bonds; (VII) to draft proposals for the material acquisitions or disposals by the Company and proposals for the merger, division or dissolution of the Company; (VIII) to decide the establishment of the Company' s internal management structure; (IX) to appoint or dismiss the Company's general manager and, according to the general manager's nomination, to appoint or dismiss deputy general managers, chief financial officer of the Company; to appoint or dismiss the secretary to the Board and to decide **~~their~~** remuneration; (X) to formulate proposals for amendments to these Articles; (XI) to consider and approve external guarantees other than those which are required to be approved by the general meeting; (XII) to consider and approve material purchase and disposal of assets other than those which should be approved by the general meeting; (XIII) to formulate the Company's basic management systems; (XIV) to determine other material matters and administrative issues (other than those required by the Company Law and these Articles to be resolved on by the general meeting) of the Company, and to sign other important agreements; (XV) to exercise other functions and powers vested by the general meeting and these Articles; (XVI) to approve the Company's appointment or replacement of directors and shareholders	**Article 91** The Board shall exercise the following functions and powers: (I) to be responsible for convening general meeting and reporting its work to the general meeting; (II) to implement resolutions approved at general meetings; (III) to decide the Company's business operating plans and investment proposals; (IV) to formulate the Company's proposed annual financial budget and final accounts; (V) to formulate the Company's profit distribution plan and plan for recovery of losses; (VI) to formulate debt and finance policies as well as proposals for the increase in or reduction of the Company's registered capital and the issuance of corporate bonds; (VII) to draft proposals for the material acquisitions or disposals by the Company and proposals for the merger, division or dissolution of the Company; (VIII) to decide the establishment of the Company' s internal management structure; (IX) to appoint or dismiss the Company's general manager and, according to the general manager's nomination, to appoint or dismiss deputy general managers, chief financial officer of the Company; to appoint or dismiss the secretary to the Board and to decide the **aforesaid personnel's** remuneration; (X) to formulate proposals for amendments to these Articles; (XI) to consider and approve external guarantees other than those which are required to be approved by the general meeting; (XII) to consider and approve material **and over 50 million of** purchase and disposal of assets other than those which should be approved by the general meeting**, and single or cumulative loans of more than 50 million to wholly-owned and holding subsidiaries, and all other external loans except the aforementioned loans**; (XIII) to formulate the Company's basic management systems; (XIV) to determine other material matters and administrative issues (other than those required by the Company Law and these Articles to be resolved on by the general meeting) of the Company, and to sign other important agreements; (XV) to exercise other functions and powers vested

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	representing supervisors of the Company's wholly-owned subsidiaries, and the appointment, replacement or nomination of shareholder representatives, directors (candidates) and shareholders representing supervisors (candidates) of the Company's controlled subsidiaries and associated companies; (XVII) to advise the general meeting to engage or dismiss the accounting firm which handles the accounting affairs for the Company; (XVIII) to manage the Company's information disclosure; (XIX) to determine the Company's risk management system (including risk assessment, financial control, internal auditing and legal risk control) and monitor the implementation thereof. ~~**Subject to Article 105 of these Articles of Association,**~~ resolutions for matters listed in paragraphs (6), (7) ~~**and**~~ (10) of this article shall be passed by a two-thirds (2/3) of the directors at a Board meeting, and resolutions for matters listed in other paragraphs shall be passed by more than half of the directors.	by the general meeting and these Articles; (XVI) to approve the Company's appointment or replacement of directors and shareholders representing supervisors of the Company's wholly-owned subsidiaries, and the appointment, replacement or nomination of shareholder representatives, directors (candidates) and shareholders representing supervisors (candidates) of the Company's controlled subsidiaries and associated companies; (XVII) to advise the general meeting to engage or dismiss the accounting firm which handles the accounting affairs for the Company; (XVIII) to manage the Company's information disclosure; (XIX) to determine the Company's risk management system (including risk assessment, financial control, internal auditing and legal risk control) and monitor the implementation thereof. **R**esolutions for matters listed in paragraphs **(3),** (6), (7), (10)**, (11), (12), (14)** of this article shall be passed by a two-thirds (2/3) of the directors at a Board meeting, and resolutions for matters listed in other paragraphs shall be passed by more than half of the directors.
58.	–	**Article 92** **If there are two consecutive board meetings that fail to pass a special resolution, the chairman shall submit the matter to shareholders, and the senior management of shareholders shall hold a meeting within 5 days from the date of receipt of the matter, and notify the board of directors after reaching an agreement, and the board of directors shall convene a meeting to complete the vote in accordance with the consensus of shareholders.**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
59.	**Article ~~100~~** In disposing of fixed assets, if the sum of the expected value of the fixed assets to be disposed of and the total value of the fixed assets already disposed of in four (4) months before the proposed disposal exceeds thirty-three percent (33%) of the fixed assets value shown in the latest balance sheet reviewed by the general meeting, the Board shall not dispose of or approve the disposal of such fixed assets without approval by the general meeting. The disposal of fixed assets referred to in this article shall include the act of transferring certain rights and interests of assets but exclude the act of providing guarantee with fixed assets. The effectiveness of transactions concerning the disposal of fixed assets by the Company shall not be affected by the breach of the first paragraph of this article. Where these Articles require that matters such as the Company's material purchase or disposal of assets or provision of external guarantees must be resolved on by the general meeting, the Board shall timely convene a general meeting, which will resolve on the aforesaid matter.	**Article 93** In disposing of fixed assets, if the sum of the expected value of the fixed assets to be disposed of and the total value of the fixed assets already disposed of in four (4) months before the proposed disposal exceeds thirty-three percent (33%) of the fixed assets value shown in the latest balance sheet reviewed by the general meeting, the Board shall not dispose of or approve the disposal of such fixed assets without approval by the general meeting. The disposal of fixed assets referred to in this article shall include the act of transferring certain rights and interests of assets but exclude the act of providing guarantee with fixed assets. The effectiveness of transactions concerning the disposal of fixed assets by the Company shall not be affected by the breach of the first paragraph of this article. Where these Articles require that matters such as the Company's material purchase or disposal of assets or provision of external guarantees must be resolved on by the general meeting, the Board shall timely convene a general meeting, which will resolve on the aforesaid matter.
60.	**Article ~~101~~** The chairman of the Board shall exercise the following functions and powers: (I) to preside over general meetings and to convene and preside over meetings of the Board; (II) to review the implementation of resolutions passed by meetings of the Board; (III) to sign the certificates of securities issued by the Company; and (IV) to exercise other powers conferred by the Board. Where the chairman is unable to perform his/her duties, **~~the chairman may designate~~** the vice chairman **~~to~~** perform the duties on behalf of the chairman. Where the vice chairman is unable or fail to perform his/her duties, **~~more than half~~** of the directors may jointly elect one (1) director to perform the duties.	**Article 94** The chairman of the Board shall exercise the following functions and powers: (I) to preside over general meetings and to convene and preside over meetings of the Board; (II) to review the implementation of resolutions passed by meetings of the Board; (III) to sign the certificates of securities issued by the Company; and (IV) to exercise other powers conferred by the Board. Where the chairman is unable to perform his/her duties, the vice chairman **shall** perform the duties on behalf of the chairman. Where the vice chairman is unable or fail to perform his/her duties, **the majority** of the directors may jointly elect one (1) director to perform the duties.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
61.	**Article ~~102~~** The Board shall convene board meetings at least four (4) times a year. Board meetings shall be convened by the chairman. A notice shall be given to all directors and supervisors at least fourteen (14) days before the date of the proposed meeting. A regular Board meeting shall not be convened by way of circulation of written resolutions to obtain approval from the Board. In case of emergency, an extraordinary board meeting may be held upon requisition by either the chairman or more than one third (1/3) of the directors or board of supervisors or shareholders representing more than one tenth (1/10) voting rights or the general manager of the Company. In such case, an extraordinary Board meeting is not subject to the meeting notice restrictions set forth in **~~Article 103 of~~** these Articles. All reasonable expenses incurred by the directors for attending the Board meeting shall be borne by the Company. Board meetings shall in principle be held at the domicile of the Company or the venue where the subsidiaries are located at. However, as resolved by the Board, Board meetings may be held in other places within or outside the territory of the PRC based on actual needs. Board meetings shall be conducted in Chinese. **~~Where necessary, interpreters may be present to provide simultaneous Chinese and English interpretation.~~**	**Article 95** The Board shall convene board meetings at least four (4) times a year. Board meetings shall be convened by the chairman. A notice shall be given to all directors and supervisors at least fourteen (14) days before the date of the proposed meeting. A regular Board meeting shall not be convened by way of circulation of written resolutions to obtain approval from the Board. In case of emergency, an extraordinary board meeting may be held upon requisition by either the chairman or more than one third (1/3) of the directors or board of supervisors or shareholders representing more than one tenth (1/10) voting rights or the general manager of the Company. In such case, an extraordinary Board meeting is not subject to the meeting notice restrictions set forth in these Articles. All reasonable expenses incurred by the directors for attending the Board meeting shall be borne by the Company. **Article 96** Board meetings shall in principle be held at the domicile of the Company or the venue where the subsidiaries are located at. However, as resolved by the Board, Board meetings may be held in other places within or outside the territory of the PRC based on actual needs. Board meetings shall be conducted in Chinese.
62.	**Article ~~103~~** Notice of board meetings shall be given in the following ways: (1) Where the time and venue of regular Board meetings have been specified in advance by the Board, the notice of meeting is not required. (2) Where the time and venue of regular Board meetings have not been specified in advance by the Board, the chairman of the Board shall give a notice of the time and venue of the meeting to directors and supervisors by telephone, telex, telegraph, fax, email, express or registered mail or by hand or other means accepted by relevant supervisory authorities at least ten (10) days in advance, unless otherwise provided in **~~Article 102 of~~** these Articles. (3) The notice shall be in Chinese and, if necessary, an English version of the same shall be enclosed therein and the notice shall include agenda of the meeting. Any director may waive the right to receive notice of the meeting of the Board.	**Article 97** Notice of board meetings shall be given in the following ways: (1) Where the time and venue of regular Board meetings have been specified in advance by the Board, the notice of meeting is not required. (2) Where the time and venue of regular Board meetings have not been specified in advance by the Board, the chairman of the Board shall give a notice of the time and venue of the meeting to directors and supervisors by telephone, telex, telegraph, fax, email, express or registered mail or by hand or other means accepted by relevant supervisory authorities at least ten (10) days in advance, unless otherwise provided in these Articles. (3) The notice shall be in Chinese and, if necessary, an English version of the same shall be enclosed therein and the notice shall include agenda of the meeting. Any director may waive the right to receive notice of the meeting of the Board.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
63.	**Article ~~104~~** Any significant matters which need to be decided by the Board must be considered in strict accordance with the stipulated procedures with sufficient information provided. The directors may require supplemental information to be provided. When more than a quarter (1/4) of the directors or more than two (2) external directors consider the information is insufficient or the discussion is ambiguous, such directors may jointly propose a postponement of the Board meeting or a postponement of part of the matters to be considered at the Board meeting and such proposal shall be adopted by the Board.	**Article 98** Any significant matters which need to be decided by the Board must be considered in strict accordance with the stipulated procedures with sufficient information provided. The directors may require supplemental information to be provided. When more than a quarter (1/4) of the directors or more than two (2) external directors consider the information is insufficient or the discussion is ambiguous, such directors may jointly propose a postponement of the Board meeting or a postponement of part of the matters to be considered at the Board meeting and such proposal shall be adopted by the Board. **If a significant matter is postponed twice or more, the chairman shall submit the matter to shareholders, and the senior management of shareholders shall hold a meeting within 5 days from the date of receipt of the matter, and notify the board of directors after reaching an agreement, and the board of directors shall convene a meeting to complete the vote in accordance with the consensus of shareholders.**
	The agenda of regular Board meetings and its related documents shall be submitted to all directors in full and in time and shall be delivered at least three (3) days (or within other days agreed) before the dates of the planned Board meeting or meeting of any Board committees. Where a director is present at the meeting and has not raised any objection that he/she has not received notice of the meeting before or at the meeting, such director shall be deemed to have been notified of the meeting. Regular or extraordinary Board meetings may be held in the form of telephone conference or by similar means like audio or video communication. So long as the directors participating in the meeting are able to hear the speech of other directors clearly and communicate with each other, all the directors participating in the meeting shall be deemed to have attended the meeting in person.	**Article 99** The agenda of regular Board meetings and its related documents shall be submitted to all directors in full and in time and shall be delivered at least three (3) days (or within other days agreed) before the dates of the planned Board meeting or meeting of any Board committees. **Article 100** Where a director is present at the meeting and has not raised any objection that he/she has not received notice of the meeting before or at the meeting, such director shall be deemed to have been notified of the meeting. Regular or extraordinary Board meetings may be held in the form of telephone conference or by similar means like audio or video communication. So long as the directors participating in the meeting are able to hear the speech of other directors clearly and communicate with each other, all the directors participating in the meeting shall be deemed to have attended the meeting in person.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
64.	**Article ~~105~~** Board meetings shall be held only if **~~more than half (1/2)~~** of all the directors (including any other director attending the meeting on their behalf appointed by written authorization in accordance with **~~Article 106 of~~** these Articles) are present. Each director shall have one vote. The manner of voting of the Board resolution shall be open ballot or a show of hands. **~~The Board' resolutions must be voted for by more than half of all directors. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote.~~** Save for certain exceptions permitted under Rule 13.44 of the Listing Rules or by the Hong Kong Stock Exchange, if a director or any of his/her close associate(s) is materially interested in any contract, arrangement or any other proposal, the relevant director shall abstain from voting on any Board resolution(s) in connection with the approval of such contract, arrangement or other proposal, and shall not be counted in the quorum of that meeting. If the relevant transaction or arrangement is a connected transaction under Chapter 14A of the Listing Rules, the references to "close associate(s)" herein shall be changed to "associate(s)". The terms "associate(s)" and "close associate(s)" referred to in this Article shall have the same meanings ascribed to them under the Listing Rules. If a substantial shareholder (as defined in the Listing Rules) or a director has a conflict of interest in a matter to be considered by the Board meeting which the Board has determined to be material, the matter shall be dealt with through the convention of a board meeting (other than written resolution). Independent non-executive directors who and whose close associates (as defined in the Listing Rules) have no material interest in the transaction shall be present at such Board meeting.	**Article 1~~0~~1** Board meetings shall be held only if **more than two-thirds (2/3)** of all the directors (including any other director attending the meeting on their behalf appointed by written authorization in accordance with these Articles) are present. **Article 102** Each director shall have one vote. The manner of voting of the Board resolution shall be open ballot or a show of hands. **Article 103** Save for certain exceptions permitted under Rule 13.44 of the Listing Rules or by the Hong Kong Stock Exchange, if a director or any of his/her close associate(s) is materially interested in any contract, arrangement or any other proposal, the relevant director shall abstain from voting on any Board resolution(s) in connection with the approval of such contract, arrangement or other proposal, and shall not be counted in the quorum of that meeting. If the relevant transaction or arrangement is a connected transaction under Chapter 14A of the Listing Rules, the references to "close associate(s)" herein shall be changed to "associate(s)". The terms "associate(s)" and "close associate(s)" referred to in this Article shall have the same meanings ascribed to them under the Listing Rules. **Article 104** If a substantial shareholder (as defined in the Listing Rules) or a director has a conflict of interest in a matter to be considered by the Board meeting which the Board has determined to be material, the matter shall be dealt with through the convention of a board meeting (other than written resolution). Independent non-executive directors who and whose close associates (as defined in the Listing Rules) have no material interest in the transaction shall be present at such Board meeting.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
65.	**Article 108** The decisions on the matters considered at Board meetings convened or not convened shall be recorded as minutes in Chinese. The independent (non – executive) directors' opinions shall be set out in the resolutions of the Board meetings. The minutes of each Board meeting shall be provided to all the directors for review as soon as possible. Directors who wish to make supplementary amendments to the minutes shall report their opinions on the proposed amendments to the chairman within one (1) week upon receipt of the minutes. After the minutes are finalized, all the directors present at the meeting and the recorders shall sign the minutes. Minutes of the Board meetings shall be kept at the domicile of the Company in the PRC, and a complete copy shall be sent to every director as soon as possible. Any written resolution not formed and signed by directors in line with the statutory procedures shall not have the same legal effect as the resolution of the Board, even if every director has expressed his/her opinion in different ways. Directors shall be responsible for the resolutions of Board meetings. Where a resolution of the Board meeting violates laws, administrative regulations or these Articles and causes serious losses to the Company, the directors who have taken part in such a resolution shall be liable to compensate the Company. However, if a director can prove that he/she had expressed his/her opposition to such resolution when it was put to the vote and such opposition is recorded in the minutes of the meeting, the director may be relieved of such liability. Any director who abstains from voting or does not attend and does not entrust a proxy to attend the meeting shall not be relieved of such liability; any director who has clearly expressed his/her disagreement at discussion but has not voted against a resolution shall not be exempted from liability. Minutes of Board meetings and meetings of Board committees shall be kept by a duly appointed secretary to the meeting and such minutes shall be open for inspection at any reasonable time on reasonable notice by any director.	**Article 108** The decisions on the matters considered at Board meetings convened or not convened shall be recorded as minutes in Chinese. The independent (non – executive) directors' opinions shall be set out in the resolutions of the Board meetings. The minutes of each Board meeting shall be provided to all the directors for review as soon as possible. Directors who wish to make supplementary amendments to the minutes shall report their opinions on the proposed amendments to the chairman within one (1) week upon receipt of the minutes. After the minutes are finalized, all the directors present at the meeting and the recorders shall sign the minutes. Minutes of the Board meetings shall be kept at the domicile of the Company in the PRC, and a complete copy shall be sent to every director as soon as possible. Any written resolution not formed and signed by directors in line with the statutory procedures **or these Articles** shall not have the same legal effect as the resolution of the Board, even if every director has expressed his/her opinion in different ways. Directors shall be responsible for the resolutions of Board meetings. Where a resolution of the Board meeting violates laws, administrative regulations or these Articles and causes serious losses to the Company, the directors who have taken part in such a resolution shall be liable to compensate the Company. However, if a director can prove that he/she had expressed his/her opposition to such resolution when it was put to the vote and such opposition is recorded in the minutes of the meeting, the director may be relieved of such liability. Any director who abstains from voting or does not attend and does not entrust a proxy to attend the meeting shall not be relieved of such liability; any director who has clearly expressed his/her disagreement at discussion but has not voted against a resolution shall not be exempted from liability. Minutes of Board meetings and meetings of Board committees shall be kept by a duly appointed secretary to the meeting and such minutes shall be open for inspection at any reasonable time on reasonable notice by any director.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
66.	**Article 110** The Board of the Company has a remuneration committee, which shall be comprised of directors and shall have a least three members. Independent non-executive directors shall account for a majority of this committee and one of them shall serve as the chairman of the committee. Main responsibilities of the remuneration committee include: (I) to recommend to the Board with respect to the remuneration policies for all directors and senior management, and the formulation of procedures for such policies in a proper and transparent manner; (II) to review the remuneration of the directors and senior management in accordance with the corporate objectives formulated by the Board; (III) to review the compensation to be paid to the directors or senior management with respect to their removal or appointment; (IV) to ensure no directors or any of its associates may decide their own remuneration; (V) other responsibilities as delegated by the Board.	**Article 110** The Board of the Company has a remuneration committee, which shall be comprised of directors and shall have a least three members. Independent non-executive directors shall account for a majority of this committee and one of them shall serve as the chairman of the committee. Main responsibilities of the remuneration committee include: (I) to recommend to the Board with respect to the remuneration policies for all directors and senior management, and the formulation of procedures for such policies in a proper and transparent manner; (II) to review the remuneration of the directors and senior management in accordance with the corporate objectives formulated by the Board; (III) to review the compensation to be paid to the directors or senior management with respect to their removal or appointment; (IV) to ensure no directors or any of its associates may decide their own remuneration; (V) other responsibilities as delegated by the Board**;** **(VI) other duties and responsibilities as required by the listing rules of the place of listing**.
67.	**Article 111** The Board of the Company has a nomination committee, which shall be fully comprised of directors and shall have at least three members. Independent non-executive directors shall account for a majority of this committee and the chairman of the Board or an independent non-executive director shall serve as the chairman of the committee. Main responsibilities of the nomination committee include: (I) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually based on the Company's operating activities, asset size and shareholding structure, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (II) to examine the selection criteria and procedures of directors, the general manager and secretary to the Board and to make recommendations to the Board; (III) to identify individuals who are suitably qualified to become directors, the general manager and secretary to the Board and select or nominate	**Article 111** The Board of the Company has a nomination committee, which shall be fully comprised of directors and shall have at least three members. Independent non-executive directors shall account for a majority of this committee and the chairman of the Board or an independent non-executive director shall serve as the chairman of the committee. Main responsibilities of the nomination committee include: (I) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually based on the Company's operating activities, asset size and shareholding structure**, assist the board of directors in compiling a Board skills matrix**, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (II) to examine the selection criteria and procedures of directors, the general manager and secretary to the Board and to make recommendations to the Board; (III) to identify individuals who are suitably

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	relevant individuals as directors or make recommendations to the Board on this issue; (IV) to examine the candidates for directors, the general manager and secretary to the Board, and put forward opinions; (V) to examine the candidates for other senior management that must be recommended to the Board for appointment, and put forward opinions; (VI) to assess the independence of independent non-executive directors; (VII) to put forward suggestions to the Board on the appointment or reappointment of directors and the succession plan for directors ~~(especially the Chairman and the CEO)~~; and (VIII) other matters authorized by the Board.	qualified to become directors, the general manager and secretary to the Board and select or nominate relevant individuals as directors or make recommendations to the Board on this issue; (IV) to examine the candidates for directors, the general manager and secretary to the Board, and put forward opinions; (V) to examine the candidates for other senior management that must be recommended to the Board for appointment, and put forward opinions; (VI) to assess the independence of independent non-executive directors; (VII) to put forward suggestions to the Board on the appointment or reappointment of directors and the succession plan for directors; and (VIII) **to evaluate the performance of the Board of Directors on a regular basis;** **(IX)** other matters authorized by the Board**;** **(X) other responsibilities as required by the listing rules of the place of listing**.
68.	**Article 114** A director or other senior management of the Company may also act as the secretary to the Board. ~~**Accountants of the accounting firm appointed by the Company shall not act as the secretary to the Board.**~~ Where the office of secretary to the Board is held concurrently by a director, and an act is required to be done by a director and the secretary to the Board separately, the person who holds the office of director and secretary to the Board may not perform the act in a dual capacity.	**Article 114** A director or other senior management of the Company may also act as the secretary to the Board. Where the office of secretary to the Board is held concurrently by a director, and an act is required to be done by a director and the secretary to the Board separately, the person who holds the office of director and secretary to the Board may not perform the act in a dual capacity.
69.	**Article 116** The Company shall have one (1) general manager who shall be appointed or dismissed by the Board. The Company shall have several deputy general managers and one (1) Chief Financial Officer who shall assist the general manager. The deputy general managers and the Chief Financial Officer shall be nominated by the general manager and shall be appointed or dismissed by the Board.	**Article 116** The Company shall have one (1) general manager, who **could be recommended to the board of directors by consensus by shareholders who individually or collectively hold more than 51% of the company's shares, and** shall be appointed or dismissed by the Board. The Company shall have several deputy general managers and one (1) Chief Financial Officer who shall assist the general manager. The deputy general managers and the Chief Financial Officer shall be nominated by the general manager and shall be appointed or dismissed by the Board.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
70.	**Article 117** The general manager shall be accountable to the board of directors and exercise the following powers: (I) to be in charge of the Company's operation and management and to organize the implementation of the resolutions of the board of directors; (II) to organize the implementation of the Company's annual business plan and investment plan; (III) to draft plans for the establishment of the internal organizational structure of the Company; (IV) to draft plans for the establishment of the Company's branches; (V) to draft the Company's basic management system; (VI) to formulate basic rules and regulations for the Company; (VII) to propose the appointment or dismissal of the deputy general manager and the chief financial officer of the Company; (VIII) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; (IX) to exercise other powers conferred by the Articles of Association and the board of directors.	**Article 117** The general manager shall be accountable to the board of directors and exercise the following powers: (I) to be in charge of the Company's operation and management and to organize the implementation of the resolutions of the board of directors; (II) to organize the implementation of the Company's annual business plan and investment plan; (III) to draft plans for the establishment of the internal organizational structure of the Company; (IV) to draft plans for the establishment of the Company's branches; (V) to draft the Company's basic management system; (VI) to formulate basic rules and regulations for the Company; (VII) to propose the appointment or dismissal of the deputy general manager and the chief financial officer of the Company; (VIII) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; (IX) **to deliberate and approve the purchase and sale of major assets except those that should be approved by the shareholders' meeting and the board of directors;** **(X)** to exercise other powers conferred by the Articles of Association and the board of directors.
71.	**Article 119** The general manager, the deputy general manager and the chief financial officer in performing his/her functions and powers, shall not depart from the resolutions of the shareholders' ~~**general**~~ meetings or the board of directors, or exceed their respective authority.	**Article 119** The general manager, the deputy general manager and the chief financial officer in performing his/her functions and powers, shall not depart from the resolutions of the shareholders' meetings or the board of directors, or exceed their respective authority.
72.	**Article 121** The general manager, the deputy general manager, the chief financial officer and other members of senior management who wish to resign shall give a ~~**three-**~~month written notice to the board of directors.	**Article 121** The general manager, the deputy general manager, the chief financial officer and other members of senior management who wish to resign shall give a **one** month written notice to the board of directors.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
73.	**Article 123** The Supervisory Committee shall be composed of six (6) supervisors. The Supervisory Committee shall include shareholder representative supervisors and employee representative supervisors. The proportion of employee representative supervisors in the Supervisory Committee shall be no less than one third (1/3) of the supervisors appointed. One (1) of the members of the Supervisory Committee shall act as the chairman. The term of office of supervisors shall be three (3) years, renewable upon re-election and reappointment. The proportion of external supervisors who do not hold any positions within the Company shall be more than one half (1/2) of the number of members of the Supervisory Committee, including more than two (2) independent supervisors (supervisors who are independent from the Company's shareholders and do not hold any positions within the Company). The Company's external supervisors shall independently report to the shareholders' ~~**general**~~ meeting on the members of the senior management's performance in respect of their fiduciary obligation and duty of due diligence. The election or removal of the chairman of the Supervisory Committee shall be determined by more than two-thirds (2/3) of the members of the Supervisory Committee. The chairman of the Supervisory Committee shall organize the implementation of the committee's duties and responsibilities.	**Article 123** The Supervisory Committee shall be composed of six (6) supervisors. The Supervisory Committee shall include shareholder representative supervisors and employee representative supervisors. The proportion of employee representative supervisors in the Supervisory Committee shall be no less than one third (1/3) of the supervisors appointed. One (1) of the members of the Supervisory Committee shall act as the chairman. The term of office of supervisors shall be three (3) years, renewable upon re-election and reappointment. The proportion of external supervisors who do not hold any positions within the Company shall be more than one half (1/2) of the number of members of the Supervisory Committee, including more than two (2) independent supervisors (supervisors who are independent from the Company's shareholders and do not hold any positions within the Company). The Company's external supervisors shall independently report to the shareholders' meeting on the members of the senior management's performance in respect of their fiduciary obligation and duty of due diligence. The election or removal of the chairman of the Supervisory Committee shall be determined by more than two-thirds (2/3) of the members of the Supervisory Committee. The chairman of the Supervisory Committee shall organize the implementation of the committee's duties and responsibilities.
74.	**Article 124** The Supervisory Committee shall comprise two (2) representatives of shareholders, two (2) representatives of employees of the Company and two (2) independent supervisors. The representatives of shareholders and independent supervisors shall be elected and removed by shareholders' ~~**general**~~ meeting. The representatives of employees shall be elected and removed by the employees of the Company democratically thereby. The Supervisory Committee shall, according to its needs, establish its offices to be responsible for the daily affairs of the committee	**Article 124** The Supervisory Committee shall comprise two (2) representatives of shareholders, two (2) representatives of employees of the Company and two (2) independent supervisors. The representatives of shareholders and independent supervisors shall be elected and removed by shareholders' meeting. The representatives of employees shall be elected and removed by the employees of the Company democratically thereby. The Supervisory Committee shall, according to its needs, establish its offices to be responsible for the daily affairs of the committee

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
75.	**Article 126** Meetings of the Supervisory Committee shall be held at least ~~**twice (2)**~~ every ~~**year**~~, and shall be convened and presided by the chairman of the committee. Where the chairman of the Supervisory Committee cannot or does not fulfill the duty thereof, ~~**the vice chairman of the Supervisory Committee shall convene and preside meetings of the Supervisory Committee; where no vice chairman is available or the vice chairman cannot or does not fulfill the duty thereof, more than half of**~~ the supervisors may elect a supervisor to convene and preside meetings of the Supervisory Committee.	**Article 126** Meetings of the Supervisory Committee shall be held at least **once (1)** every **six months**, and shall be convened and presided by the chairman of the committee. Where the chairman of the Supervisory Committee cannot or does not fulfill the duty thereof, **majority of** the supervisors may elect a supervisor to convene and preside meetings of the Supervisory Committee.
76.	**Article 127** The Supervisory Committee ~~**shall be accountable to the shareholders' general meeting and**~~ exercise the following powers in accordance with laws: (I) to examine the Company's financial situation; (II) to supervise the performance by the directors, the general manager and other members of senior management of the Company of their duties, and proposed to remove the aforesaid personnel for violation of the applicable laws, administrative regulations or the Articles of Association; (III) to demand rectification from a director, general manager and other members of senior management of the Company when the acts of such persons are harmful to the Company's interest; (IV) to verify the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the shareholders' ~~**general**~~ meetings and, should any queries arise, to engage, in the name of the Company, the qualified accounting and auditing firms for a re-rectification on aforesaid information; (V) to propose to convene an extraordinary shareholders' general meeting; (VI) to represent the Company in communication with directors or institute proceedings against the directors; (VII) to exercise other powers specified in laws, administrative regulations, normative documents and the Articles of Association.	**Article 127** The Supervisory Committee exercise the following powers in accordance with laws: (I) to examine the Company's financial situation; (II) to supervise the performance by the directors, the general manager and other members of senior management of the Company of their duties, and proposed to remove the aforesaid personnel for violation of the applicable laws, administrative regulations or the Articles of Association; (III) to demand rectification from a director, general manager and other members of senior management of the Company when the acts of such persons are harmful to the Company's interest; (IV) to verify the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the shareholders' meetings and, should any queries arise, to engage, in the name of the Company, the qualified accounting and auditing firms for a re-rectification on aforesaid information; (V) to propose to convene an extraordinary shareholders' general meeting; (VI) to represent the Company in communication with directors or institute proceedings against the directors; (VII) to exercise other powers specified in laws, administrative regulations, normative documents and the Articles of Association.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	The Supervisory Committee may give advice on the Company's engagement of accounting firms. When necessary, the committee may authorize, in the Company's name, accounting firms to review the Company's financial position independently and may report the situation directly to the securities regulatory organ of the State Council and other relevant departments. Members of the Supervisory Committee may sit in meetings of the board of directors.	The Supervisory Committee may give advice on the Company's engagement of accounting firms. When necessary, the committee may authorize, in the Company's name, accounting firms to review the Company's financial position independently and may report the situation directly to the securities regulatory organ of the State Council and other relevant departments. Members of the Supervisory Committee may sit in meetings of the board of directors.
77.	**Article 128** Rules of procedure for the Supervisory Committee: On voting at the meeting of the Supervisory Committee, each person shall have one vote. The voting can be conducted by open ballot in writing or otherwise. Voting procedure: A supervisor may vote for, against or abstain from voting on a proposal. Each supervisor shall choose from one of the above options. In the event that a supervisor does not choose any option or chooses two or more options at the same time, the chairperson shall require the supervisor to make a choice again, otherwise he/she shall be deemed as having abstained from voting; any supervisor who leaves during the meeting without returning and has not casted his/her vote shall be deemed as having abstained from voting. Decisions of the Supervisory Committee shall be made by the affirmative vote of two-thirds (2/3) or more of the supervisors. The Supervisory Committee shall record decision on matters discussed in the minutes for the meeting. Supervisors who attended the meeting shall sign on the minutes for the meeting. A supervisor is entitled to request for some descriptive record to be made with regard to his/her speech in the meeting. The minutes of the Supervisory Committee's meeting shall be kept for at least 20 years as document of the Company.	**Article 128** Rules of procedure for the Supervisory Committee: On voting at the meeting of the Supervisory Committee, each person shall have one vote. The voting can be conducted by open ballot in writing or otherwise. Voting procedure: A supervisor may vote for, against or abstain from voting on a proposal. Each supervisor shall choose from one of the above options. In the event that a supervisor does not choose any option or chooses two or more options at the same time, the chairperson shall require the supervisor to make a choice again, otherwise he/she shall be deemed as having abstained from voting; any supervisor who leaves during the meeting without returning and has not casted his/her vote shall be deemed as having abstained from voting. Decisions of the Supervisory Committee shall be made by the affirmative vote of two-thirds (2/3) or more of the supervisors. The Supervisory Committee shall record decision on matters discussed in the minutes for the meeting. Supervisors who attended the meeting shall sign on the minutes for the meeting. A supervisor is entitled to request for some descriptive record to be made with regard to his/her speech in the meeting. The minutes of the Supervisory Committee's meeting shall be kept for at least 20 years as document of the Company.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
78.	–	**CHAPTER 14 PARTY ORGANISATION** **Article 131** **The Company shall set up a Party committee, which is subordinate to the leadership of the Party organization where the enterprise is located according to the principle of localized management, and the Party development is carried out in accordance with the requirements of the Central Committee on the Party development of mixed ownership enterprises. Party committee perform their duties around publicizing and implementing the Party's theories, lines, principles and policies, uniting and uniting the employees, safeguarding the legitimate rights and interests of all parties, building an advanced corporate culture, and promoting the healthy development of enterprises, and guide enterprises to consciously abide by laws and regulations, operate in good faith, and standardize management.** **Article 132** **The Party organization of the largest state-owned shareholder should strengthen consultation with the Party organization where the enterprise is located and relevant shareholders, jointly promote the establishment of Party organization in enterprises, strengthen Party development, and strengthen the political leading role of Party organization in the development of enterprises.** **Article 133** **The Party committee of the company shall have one Party secretary, who shall be the chairman of the Party member or the general manager of the Party member.**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
79.	**CHAPTER 14 THE QUALIFICATIONS AND OBLIGATIONS OF THE COMPANY'S DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT**	**CHAPTER 15 THE QUALIFICATIONS AND OBLIGATIONS OF THE COMPANY'S DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT**
80.	**Article ~~131~~** A person may not serve as a director, supervisor, general manager and any other member of senior management of the Company if any of the following circumstances apply: (I) a person without or with restricted capacity of civil conduct; (II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his/her political rights, in each case where no more than five (5) years has elapsed since the date of the completion of implementation of such punishment or deprivation; (III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and he is personally liable for the insolvency of such company or enterprise, where no more than three (3) years has elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise; (IV) a person who is a former legal representative of a company or enterprise which had its business license revoked due to a violation of the law and who incurred personal liability, where no more than three (3) years has elapsed since the date of the revocation of the business license; (V) a person who has a relatively large amount of debts due and outstanding; (VI) **~~a person who is under criminal investigation or prosecution by judicial organization for violation of the criminal law which investigation or prosecution is not yet concluded;~~** **~~(VII) a person who is not eligible for enterprise leadership according to laws and administrative regulations;~~** **~~(VIII) a non-natural person;~~** (**~~IX~~**) a person convicted of the contravention of provisions of relevant securities regulations by a relevant government authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction; or (**~~X~~**) a person who is restricted according to laws, regulations, requirements of relevant securities regulatory organ, or the listing rules.	**Article 134** A person may not serve as a director, supervisor, general manager and any other member of senior management of the Company if any of the following circumstances apply: (I) a person without or with restricted capacity of civil conduct; (II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his/her political rights, in each case where no more than five (5) years has elapsed since the date of the completion of implementation of such punishment or deprivation, **sentenced to probation, where no more than two (2) years have passed since the expiration of the probation period**; (III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and he is personally liable for the insolvency of such company or enterprise, where no more than three (3) years has elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise; (IV) a person who is a former legal representative of a company or enterprise which had its business license revoked**, ordered to close** due to a violation of the law and who incurred personal liability**, ordered to close** where no more than three (3) years has elapsed since the date of the revocation of the business license; (V) a person who has a relatively large amount of debts due and outstanding; (VI) **the securities market ban taken by the China Securities Regulatory Commission has not expired**; (**VII**) a person convicted of the contravention of provisions of relevant securities regulations by a relevant government authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction; or (**VIII**) a person who is restricted according to laws, regulations, requirements of relevant securities regulatory organ, or the listing rules.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
81.	**Article 132**	**Article 135**
	Independent non-executive directors shall not be related to the Company or have conflict of interests with the Company or any other circumstances which may hinder their independent and objective judgment. The following persons shall not act as the independent non-executive directors of the Company: (I) the person who works in the Company or its related party and his/her close relatives, and persons who have important social relationship with him; (II) the person who works in the following institutions and his/her close relatives and persons that have important social relationship with him: an entity that holds or controls 5% or more of the shares of the Company, the top five corporate shareholders of the Company, and an institution that has business relationship with or is an interested party of the Company; (III) a natural person holding or controlling 1% or more of the Company's shares, the Company's top 10 shareholders in the capacity of natural persons, natural persons controlling 5% or more of the Company's shares, and the close relatives of the aforementioned persons; (IV) the person providing services such as financial, legal or consulting services to the Company and its related parties and the close relatives of such persons; (V) the person who falls within the four preceding paragraphs during the past year; (VI) other persons prescribed by China Securities Regulatory Commission and the Articles of Association.	**Independent directors shall conscientiously perform their duties in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission, the stock exchange where they are listed and these Articles of Association, and play a role in participating in decision-making, supervising checks and balances, and providing professional advice in the board of directors , safeguard the overall interests of the company and protect the legitimate rights and interests of minority shareholders.** Independent non-executive directors shall not be related to the Company or have conflict of interests with the Company or any other circumstances which may hinder their independent and objective judgment. The following persons shall not act as the independent non-executive directors of the Company: (I) the person who works in the Company or its related party and his/her close relatives, and persons who have important social relationship with him; (II) the person who works in the following institutions and his/her close relatives and persons that have important social relationship with him: an entity that holds or controls 5% or more of the shares of the Company, the top five corporate shareholders of the Company, and an institution that has business relationship with or is an interested party of the Company; (III) a natural person holding or controlling 1% or more of the Company's shares, the Company's top 10 shareholders in the capacity of natural persons, natural persons controlling 5% or more of the Company's shares, and the close relatives of the aforementioned persons; (IV) the person providing services such as financial, legal or consulting services to the Company and its related parties and the close relatives of such persons; (V) the person who falls within the four preceding paragraphs during the past year; **(VI) serving as a director of six other listed companies at the same time;** **(VII) directors who have served as independent non-executive directors of the Company for nine**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
		consecutive years or more at the end of the Company's Annual General Meeting, unless permitted by the stock exchange of the place of listing; (**VIII**) other persons prescribed by CSRC, **the stock exchange where it is listed** and the Articles of Association. **The terms "connected party" and "connected" in this article have the same meanings as those in the rules of the place of listing.**
82.	~~**Article 133**~~ ~~**The validity of an act of a director, general manager or other member of senior management of the Company on behalf of the Company with respect to, a bona fide third party shall not be affected by any irregularity in his/her appointment, election or any defect in his/her qualification.**~~	–
83.	**Article 134** In addition to obligations imposed by laws, administrative regulations or required by the stock exchanges on which shares of the Company are listed, each of the Company's directors, supervisors, general manager and other members of senior management owes a duty to each shareholder, in the exercise of the functions and powers that the Company entrusted to him/her: (I) not to cause the Company to exceed the scope of the business stipulated in its business license; (II) to act honestly in the best interest of the Company; (III) not to expropriate the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company; (IV) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights~~**, save pursuant to a restructuring of the Company approved by the shareholders' general meeting in accordance with the Articles of Association**~~. 。	**Article 13~~6~~** In addition to obligations imposed by laws, administrative regulations or required by the stock exchanges on which shares of the Company are listed, each of the Company's directors, supervisors, general manager and other members of senior management owes a duty to each shareholder, in the exercise of the functions and powers that the Company entrusted to him/her: (I) not to cause the Company to exceed the scope of the business stipulated in its business license; (II) to act honestly in the best interest of the Company; (III) not to expropriate the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company; (IV) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights. 。

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
84.	**Article 13~~6~~**	**Article 13<u>8</u>**
	Each of the Company's directors, supervisors, general manager and other members of senior management shall exercise his/her powers or carry on his/her duties in accordance with the principle of fiduciary and shall not put himself/herself in a position where his/her duty and his/her interest may conflict. This principle includes (without limitation) discharging the following obligations: (I) to act honestly in the best interests of the Company; (II) to exercise powers within the scope of his/her powers and not to exceed those powers; (III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another, and unless to the extent permitted by laws, administrative regulations or with the informed consent of shareholders' general meeting, not to delegate the exercise of his/her discretion to others; (IV) to treat shareholders ~~**of the same class**~~ equally and ~~**to treat shareholders of different classes**~~ fairly; (V) except in accordance with the Articles of Association or with the informed consent of shareholders' ~~**general**~~ meeting, not to enter into any contract, transaction or arrangement with the Company; (VI) without the informed consent of shareholders' ~~**general**~~ meeting, not to use the Company's property for his/her own benefits; (VII) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company; (VIII) without the informed consent of shareholders' ~~**general**~~ meeting, not to accept commissions in connection with the Company's transactions; (IX) to abide by the Articles of Association, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company to advance his/her own private interests; (X) not to compete with the Company in any form without the informed consent of shareholders' ~~**general**~~ meeting; (XI) not to misappropriate the Company's funds or	Each of the Company's directors, supervisors, general manager and other members of senior management shall exercise his/her powers or carry on his/her duties in accordance with the principle of fiduciary and shall not put himself/herself in a position where his/her duty and his/her interest may conflict. This principle includes (without limitation) discharging the following obligations: (I) to act honestly in the best interests of the Company; (II) to exercise powers within the scope of his/her powers and not to exceed those powers; (III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another, and unless to the extent permitted by laws, administrative regulations or with the informed consent of shareholders' general meeting, not to delegate the exercise of his/her discretion to others; (IV) to treat shareholders equally and fairly; (V) except in accordance with the Articles of Association or with the informed consent of shareholders' meeting, not to enter into any contract, transaction or arrangement with the Company; (VI) without the informed consent of shareholders' meeting, not to use the Company's property for his/her own benefits; (VII) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company; (VIII) without the informed consent of shareholders' meeting, not to accept commissions in connection with the Company's transactions; (IX) to abide by the Articles of Association, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company to advance his/her own private interests; (X) not to compete with the Company in any form without the informed consent of shareholders' meeting; (XI) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a security

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a security for debts of a shareholder of the Company or other individual(s) with the Company's assets; (XII) unless otherwise permitted by informed consent of shareholders' ~~general~~ meeting, not to disclose any confidential information acquired by him/her in the course of and during his/her tenure of office and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if: 1. disclosure is required by law; 2. the interests of the public require disclosure; 3. the interests of the relevant director, supervisor, general manager or other member of senior management require disclosure.	for debts of a shareholder of the Company or other individual(s) with the Company's assets; (XII) unless otherwise permitted by informed consent of shareholders' meeting, not to disclose any confidential information acquired by him/her in the course of and during his/her tenure of office and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if: 1. disclosure is required by law; 2. the interests of the public require disclosure; 3. the interests of the relevant director, supervisor, general manager or other member of senior management require disclosure.
85.	**Article ~~138~~** The fiduciary duties of the directors, supervisors, general manager and other members of senior management of the Company do not necessarily cease upon the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period on a fair basis depending on the time lapse between the termination and the act concerned and the circumstances and conditions under which the relationships between them and the Company are terminated. **~~Article 139~~** Except in circumstances referred to in **~~Article 55 of~~** the Articles of Association, liabilities of a director, supervisor, general manager and other members of senior management of the Company arising from the violation of a specified duty may be released by informed shareholders' ~~general~~ meeting.	**Article 1<u>40</u>** The fiduciary duties of the directors, supervisors, general manager and other members of senior management of the Company do not necessarily cease upon the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period on a fair basis depending on the time lapse between the termination and the act concerned and the circumstances and conditions under which the relationships between them and the Company are terminated. Except in circumstances referred to in Article 55 of the Articles of Association, liabilities of a director, supervisor, general manager and other members of senior management of the Company arising from the violation of a specified duty may be released by informed shareholders' meeting.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
86.	**Article 142** The Company shall not in any manner pay taxes for or on behalf of a director, supervisor, general manager and any other senior management. ~~**Article 143**~~ The Company shall not directly or indirectly extend a loan to or provide any guarantee in connect with the extension of a loan to a director, supervisor, general manager and other senior management of the Company or of the Company's shareholders or related persons of the aforementioned. The following transactions are not subject to the above prohibition: (I) the provision by the Company of a loan or a guarantee of a loan to its subsidiaries; (II) the provision by the Company of a loan or a guarantee of a loan or any other funds to any of its directors, supervisors, general manager and other senior management to meet expenditure incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties, in accordance with the service contract approved by the shareholders in general meeting; (III) the Company may make a loan to or provide a loan guarantee to any of the relevant directors, supervisors, general manager and other senior management or their respective associates on normal commercial terms, provided that the ordinary course of business of the Company should include the lending of money or the provision of loan guarantees.	**Article 143** **In addition to taxes that can be withheld and paid by the company as stipulated by law,** the Company shall not in any manner pay taxes for or on behalf of a director, supervisor, general manager and any other senior management. The Company shall not directly or indirectly extend a loan to or provide any guarantee in connect with the extension of a loan to a director, supervisor, general manager and other senior management of the Company or of the Company's shareholders or related persons of the aforementioned. The following transactions are not subject to the above prohibition: (I) **subject to the approval of the board of directors or shareholders' meeting,** the provision by the Company of a loan or a guarantee of a loan to its subsidiaries; (II) the provision by the Company of a loan or a guarantee of a loan or any other funds to any of its directors, supervisors, general manager and other senior management to meet expenditure incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties, in accordance with the service contract approved by the shareholders in general meeting; (III) the Company may make a loan to or provide a loan guarantee to any of the relevant directors, supervisors, general manager and other senior management or their respective associates on normal commercial terms, provided that the ordinary course of business of the Company should include the lending of money or the provision of loan guarantees.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
87.	**Article 145** A loan guarantee provided by the Company in breach of paragraph 1 of Article 143 shall not be enforceable against the Company unless: (I) the guarantee was provided in connection with a loan to an associate of any of the directors, supervisors, general manager and other senior management of the Company or its shareholders and the lender were not aware of the relevant circumstances; (II) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser	**Article 145** A loan guarantee provided by the Company in breach of **preceding** paragraph of Article shall not be enforceable against the Company unless: (I) the guarantee was provided in connection with a loan to an associate of any of the directors, supervisors, general manager and other senior management of the Company or its shareholders and the lender were not aware of the relevant circumstances; (II) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser
88.	**Article 149** The contract regarding emoluments entered into by and between the Company and its directors and supervisors shall provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the shareholders' ~~**general**~~ meeting, have the rights to receive compensation or other payment for loss of their office or for their retirement. For the purposes of the preceding paragraph, the term "a takeover of the Company" shall refer to any of the following occasions: (I) anyone makes a tender offer to all the shareholders; (II) anyone making a tender offer aims at that the offeror becomes a controlling shareholder which has the same definition as that provided in Article 56 of the Articles. If the relevant director or supervisor fails to comply with this Article, any fund received by him/her shall belong to those persons that have sold their shares as a result of their acceptance of foregoing offer, and the expenses incurred from the distribution of such fund on a pro rata basis shall be borne by the relevant director and supervisor and may not be paid out of such fund.	**Article 149** The contract regarding emoluments entered into by and between the Company and its directors and supervisors shall provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the shareholders' meeting, have the rights to receive compensation or other payment for loss of their office or for their retirement. For the purposes of the preceding paragraph, the term "a takeover of the Company" shall refer to any of the following occasions: (I) anyone makes a tender offer to all the shareholders; (II) anyone making a tender offer aims at that the offeror becomes a controlling shareholder which has the same definition as that provided in Article 56 of the Articles. If the relevant director or supervisor fails to comply with this Article, any fund received by him/her shall belong to those persons that have sold their shares as a result of their acceptance of foregoing offer, and the expenses incurred from the distribution of such fund on a pro rata basis shall be borne by the relevant director and supervisor and may not be paid out of such fund.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
89.	**CHAPTER ~~15~~ FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION**	**CHAPTER 16 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION**
90.	**Article 152** The board of directors shall place before the shareholders at every annual general meeting such financial report as is required by law, administrative regulations or normative provisions promulgated by competent regional government authorities and departments in charge to be prepared by the Company. Such reports shall be examined and verified.	**Article 152** The board of directors shall place before the shareholders at every annual general meeting such financial report as is required by law, administrative regulations or normative provisions promulgated by competent regional government authorities and departments in charge to be prepared by the Company. Such **audited** reports shall be examined and verified.
91.	**Article 153** Twenty (20) days prior to the convening of the annual general meeting, the Company shall make available the financial report for inspection by shareholders at the Company. Every shareholder of the Company shall have the right to receive the financial report as referred to in this Chapter.	**Article 153** Twenty (20) days prior to the convening of the annual general meeting, the Company shall make available the financial report for inspection by shareholders at the Company. Every shareholder of the Company shall have the right to receive the financial report as referred to in this Chapter.
92.	**Article 159** No profit shall be distributed before making up losses and being made allocations to the statutory reserve fund.	**Article 159** No profit shall be distributed before making up losses and being made allocations to the statutory reserve fund; **if losses are caused to the Company, such responsible shareholders and directors and senior management shall be liable for compensation**.
93.	**Article 161** The reserve funds of the Company can only be used for the following purposes: making up losses; expansion of the Company's production and operation; and increasing the capital of the Company. The Company may convert its reserve funds into capital upon a resolution being passed at a shareholders' ~~**general**~~ meeting and issue new shares to existing shareholders in proportion to their respective shareholdings, provided, however, that when the statutory reserve fund is converted into capital, the balance of the statutory reserve fund shall not fall below twenty-five percent (25%) of the Company's registered capital.	**Article 161** The reserve funds of the Company can only be used for the following purposes: making up losses; expansion of the Company's production and operation; and increasing the capital of the Company. The Company may convert its reserve funds into capital upon a resolution being passed at a shareholders' meeting and issue new shares to existing shareholders in proportion to their respective shareholdings, provided, however, that when the statutory reserve fund is converted into capital, the balance of the statutory reserve fund shall not fall below twenty-five percent (25%) of the Company's registered capital **prior to the conversion**.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
94.	**CHAPTER 16 APPOINTMENT OF ACCOUNTANTS' FIRM**	**CHAPTER 17 APPOINTMENT OF ACCOUNTANTS' FIRM**
95.	**Article 167** The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the Company' s annual financial statements and review the Company's other financial reports. The first accountants' firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general meeting and the accountants' firm so appointed shall hold office until the conclusion of the first annual general meeting. If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board. ~~**Article 168**~~ The accountants' firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.	**Article 167** The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the Company' s annual financial statements and review the Company's other financial reports. **Article 168** The first accountants' firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general meeting and the accountants' firm so appointed shall hold office until the conclusion of the first annual general meeting. If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board. **Article 169** The accountants' firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.
96.	~~**Article 170**~~ ~~**Before the convening of the shareholders' general meeting, the Board may fill any casual vacancy in the office of the accountants' firm by appointing other accountants' firm but while there is still any such vacancy, the surviving or continuing accountants' firm, if any, may continue to act.**~~	–
97.	**Article 172** The remuneration of an accountants' firm or the manner in which such remuneration is to be fixed shall be determined by the shareholders in a shareholders' general meeting. ~~**The remuneration of an accountants' firm appointed by the Board shall be determined by the Board.**~~	**Article 172** The remuneration of an accountants' firm or the manner in which such remuneration is to be fixed shall be determined by the shareholders in a shareholders' general meeting.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
98.	**Article 173** The Company's appointment, removal and non-reappointment of an accountants' firm shall be resolved by shareholders in a shareholders' ~~**general**~~ meeting. ~~**The shareholders' resolution of the general meeting shall be filed with the securities regulatory authority of the State Council.**~~ Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of an accountants' firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accountants' firm, or to reappoint a retiring accountants' firm which was appointed by the Board to fill a casual vacancy, or to remove the accountants' firm before the expiration of its term of office, the following provisions shall apply: (I) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to cease to act or the firm which has ceased to act in the relevant financial year before notice of meeting is given to the shareholders. Ceasing to act includes leaving by removal, resignation and retirement. (II) If the firm which is about to cease to act makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late): 1. in any notice given to shareholders about a resolution to be made, state the representations that have been made by such accountants' firm; and 2. attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association. (III) If the firm's representations are not sent in accordance with paragraph (II) above, the relevant firm may require that the representations be read out at the shareholders' ~~**general**~~ meeting and may lodge further complaints. (IV) An accountants' firm which is about to cease to act shall be entitled to attend: 1. the shareholders' ~~**general**~~ meeting relating to the expiry of its term of office; 2. any shareholders' ~~**general**~~ meeting at which it is proposed to fill the vacancy caused by its removal; and 3. any shareholders' ~~**general**~~ meeting convened on its resignation, and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former accountants' firm of the Company.	**Article 173** The Company's appointment, removal and non-reappointment of an accountants' firm shall be resolved by shareholders in a shareholders' meeting. Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of an accountants' firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accountants' firm, or to reappoint a retiring accountants' firm which was appointed by the Board to fill a casual vacancy, or to remove the accountants' firm before the expiration of its term of office, the following provisions shall apply: (I) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to cease to act or the firm which has ceased to act in the relevant financial year before notice of meeting is given to the shareholders. Ceasing to act includes leaving by removal, resignation and retirement. (II) If the firm which is about to cease to act makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late): 1. in any notice given to shareholders about a resolution to be made, state the representations that have been made by such accountants' firm; and 2. attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association. (III) If the firm's representations are not sent in accordance with paragraph (II) above, the relevant firm may require that the representations be read out at the shareholders' meeting and may lodge further complaints. (IV) An accountants' firm which is about to cease to act shall be entitled to attend: 1. the shareholders' meeting relating to the expiry of its term of office; 2. any shareholders' meeting at which it is proposed to fill the vacancy caused by its removal; and 3. any shareholders' meeting convened on its resignation, and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former accountants' firm of the Company.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
99.	**Article 174** In dismissing or discontinuing the appointment of an accountant firm, the Company shall notify the said accountant firm in advance and the said accountant firm has the right to make representations to the shareholders at a shareholders' ~~**general**~~ meeting. If an accountant firm resigns from the post, it shall clarify to the shareholders at a shareholders' general meeting whether or not there is any improper affair in the Company. An accountant firm may resign from its position by depositing its written notice of resignation at the business premises of the Company. The notice shall take effect from the date of deposit at the business premises of the Company or any later date specified in such written notice. Such notice shall contain the following statements: (I) declaration that its resignation did not involve any circumstances which should be brought to the attention of the shareholders or creditors of the Company; or (II) a description of such circumstances. The Company shall send a copy of the written notice specified in the preceding paragraph to the relevant competent authority within fourteen (14) days after receiving such notice. If the notice contains the representations referred to in paragraph (II) above, the Company shall deposit the aforesaid copy at the Company for inspection by the shareholders ~~**and send it to each holder of overseas listed shares by pre – paid mail. The addresses of addressees shall be those registered in the register of members**~~. Where the notice of resignation of an accountants' firm contains a statement of any matte rs of which an account should be given, the accountants' firm may require the Board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.	**Article 174** In dismissing or discontinuing the appointment of an accountant firm, the Company shall notify the said accountant firm in advance and the said accountant firm has the right to make representations to the shareholders at a shareholders' meeting. If an accountant firm resigns from the post, it shall clarify to the shareholders at a shareholders' general meeting whether or not there is any improper affair in the Company. An accountant firm may resign from its position by depositing its written notice of resignation at the business premises of the Company. The notice shall take effect from the date of deposit at the business premises of the Company or any later date specified in such written notice. Such notice shall contain the following statements: (I) declaration that its resignation did not involve any circumstances which should be brought to the attention of the shareholders or creditors of the Company; or (II) a description of such circumstances. The Company shall send a copy of the written notice specified in the preceding paragraph to the relevant competent authority within fourteen (14) days after receiving such notice. If the notice contains the representations referred to in paragraph (II) above, the Company shall deposit the aforesaid copy at the Company for inspection by the shareholders. **Subject to applicable laws, regulations and listing rules, the Company may notify shareholders of overseas listed shares by posting on the designated website of the Company's stock exchange or the Company's website, or by electronic means, or by other means acceptable to the stock exchange in which the Company's shares are listed.** Where the notice of resignation of an accountants' firm contains a statement of any matte rs of which an account should be given, the accountants' firm may require the Board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
100.	–	**CHAPTER 18 EMPLOYMENT SYSTEM AND LABOUR UNION** **Article 175** **The Company shall establish its labour management, wages, welfare and social insurance system under the PRC laws and regulations and the relevant administrative regulations.** **1. the Company shall determine the time, conditions, manner and quantity of recruitment according to the relevant national laws and administrative regulations. The Company shall not hire any employee whose previous labour relationship has not been terminated, and it shall not use child labour.** **2. the Company shall enter into an individual written employment contract with employees, and apply to the local labour administrative department for verification as required. The labour union may represent workers entering into a collective contract with the Company. Collective contracts shall be filed to the local labour administrative department. The Company or any employee, who breaks the contract or violates the interests of, and causes losses to, the other party, shall be liable for damages.** **3. the Company shall based on its economic efficiency and subject to the relevant administrative regulations be entitled to determine, at its absolute discretion, the wages of all levels of management officers and all classes of employees of the Company. The minimum wage for employees, within legal working hours, shall not be less than the local minimum wage standard.** **4. the Company shall contribute to social insurances such as pension, unemployment, medical, work injury and maternity in accordance with the relevant national requirements.** **5. the Company shall withdraw and use employee housing funds according to the requirements of the local People's Government.** **Article 176** **Employees of the Company may, subject to applicable laws, establish a labour union, and carry out activities of the labour union and safeguard the legitimate rights and interests of employees. The Company will allocate funds to the labour union according to the relevant provisions of the State, and provide the necessary material conditions including facilities and venues for the working and the activities of the labour union.**

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
101.	**CHAPTER ~~17~~ 19 MERGER AND DIVISION OF THE COMPANY**	**CHAPTER 19 MERGER AND DIVISION OF THE COMPANY**
102.	**Article ~~175~~ 177** In the event of the merger or division of the Company, a proposal shall be presented by the Company's board of directors and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then undertake the relevant approval process in a manner prescribed by law. A shareholder who objects to the proposal of merger or division shall be entitled to demand the Company or the shareholders who consent to the proposal of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The contents of the resolution of merger or division of the Company shall be compiled into special documents which shall be available for inspection by the shareholders of the Company. Such special documents shall be sent by post to holders of overseas listed shares. ~~**Article 176**~~ The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days after the date of the Company's resolution approving the merger and shall publish a public notice in a newspaper ~~**at least three times**~~ within thirty (30) days thereafter. The creditors are entitled to require the Company to settle the loans or to provide corresponding guarantees within thirty (30) days after the receipt of the written notification, or in the event that no such notification is received, within forty – five (45) days after the date of the announcement. Upon the merger, receivables and indebtedness of each of the merger parties shall be assumed by the company which survives the merger or the newly established company.	**Article 177** In the event of the merger or division of the Company, a proposal shall be presented by the Company's board of directors and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then undertake the relevant approval process in a manner prescribed by law. A shareholder who objects to the proposal of merger or division shall be entitled to demand the Company or the shareholders who consent to the proposal of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The contents of the resolution of merger or division of the Company shall be compiled into special documents which shall be available for inspection by the shareholders of the Company. Such special documents shall be sent by post to holders of overseas listed shares. The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days after the date of the Company's resolution approving the merger and shall publish a public notice in a newspaper **or National Enterprise Credit Information Publicity System** within thirty (30) days thereafter. The creditors are entitled to require the Company to settle the loans or to provide corresponding guarantees within thirty (30) days after the receipt of the written notification, or in the event that no such notification is received, within forty – five (45) days after the date of the announcement. Upon the merger, receivables and indebtedness of each of the merger parties shall be assumed by the company which survives the merger or the newly established company.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
103.	**Article 177** Where there is a division of the Company, its assets shall be divided up accordingly. In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days after the date of the Company's resolution approving the division and shall publish a public announcement in a newspaper **~~at least three times~~** within thirty (30) days thereafter. Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties. **~~Article 178~~** The Company shall, in accordance with law, apply for change in its registration particulars with the company's registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, that company shall apply for registration in accordance with the law.	**Article 178** Where there is a division of the Company, its assets shall be divided up accordingly. In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days after the date of the Company's resolution approving the division and shall publish a public announcement in a newspaper **or National Enterprise Credit Information Publicity System** within thirty (30) days thereafter. Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties. The Company shall, in accordance with law, apply for change in its registration particulars with the company's registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, that company shall apply for registration in accordance with the law.
104.	**CHAPTER ~~18~~ DISSOLUTION AND LIQUIDATION OF THE COMPANY**	**CHAPTER 20 DISSOLUTION AND LIQUIDATION OF THE COMPANY**
105.	**Article 179** The Company shall be dissolved and liquidated in accordance with the law upon the occurrence of any of the following events: (1) expiry of the Company's term of business operations; (2) a resolution for dissolution is passed by shareholders at a shareholders' **~~general~~** meeting; (3) dissolution is necessary due to a merger or division of the Company; **~~(4) the Company is legally declared insolvent due to its failure to repay debts as they become due;~~** (**~~5~~**) the Company is legally ordered to close or its business license is suspended or revoked; (**~~6~~**) the Company is dissolved by the People's Court according to Section **~~182~~** of Company Law.	**Article 179** The Company shall be dissolved and liquidated in accordance with the law upon the occurrence of any of the following events: (1) expiry of the Company's term of business operations; (2) a resolution for dissolution is passed by shareholders at a shareholders' meeting; (3) dissolution is necessary due to a merger or division of the Company; **(4)** the Company is legally ordered to close or its business license is suspended or revoked; **(5)** the Company is dissolved by the People's Court according to Section **231** of Company Law.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
106.	**Article 180** The Company may continue to exist by amending these Articles in the event of the circumstance as set forth in item (1) of Article 179. The amendment to these Articles according to the preceding article shall be passed by two-thirds (2/3) of the voting rights held by shareholders present at the shareholders' ~~**general**~~ meeting.	**Article 180** The Company may continue to exist by amending these Articles **or by resolution of shareholders' meeting** in the event of the circumstance as set forth in item (1)**, item (2)** of Article 179**, and has not yet distributed assets to shareholders**. The amendment to these Articles according to the preceding article shall be passed by two-thirds (2/3) of the voting rights held by shareholders present at the shareholders' meeting.
107.	**Article 181** In the case of dissolution of the Company under items (1), (2), (5)~~ **and (6)** ~~of Article 179, a liquidation committee shall be formed within fifteen Article 181 of Company Law Article 183 of Company Law (15) days thereafter and the members of the liquidation committee Article 154 shall be determined by shareholders' ~~**general**~~ meeting through ordinary resolution. Where a liquidation committee is not established according to schedule, the creditors may apply to the people's court to organize the relevant personnel to establish a liquidation committee to proceed with the liquidation. In the case of dissolution of the Company under item (4) of the preceding article, the people's court ~~**shall, according to relevant legal provisions, organize the shareholders, relevant departments and professionals**~~ to form a liquidation committee to carry out liquidation.	**Article 181** In the case of dissolution of the Company under items (1), (2), **(4),** (5) of Article 179, a liquidation committee shall be formed within fifteen Article 181 of Company Law Article 183 of Company Law (15) days thereafter and the members of the liquidation committee Article 154 shall be determined by shareholders' meeting through ordinary resolution. Where a liquidation committee is not established according to schedule, the creditors may apply to the people's court to organize the relevant personnel to establish a liquidation committee to proceed with the liquidation. In the case of dissolution of the Company under item (4) of the preceding article, **the department or company registration authority that makes the decision to revoke the business license, order closure or revoke**, **may apply to** the people's court **to specifically assign relevant party** to form a liquidation committee to carry out liquidation.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
108.	**Article 182** If the board of directors decides the Company shall carry out liquidation (except for liquidation resulting from the Company's declaration of bankruptcy), it shall state in the notice of shareholders' ~~**general**~~ meeting convened for this purpose that the board of directors has conducted comprehensive investigation on the Company's conditions and believes that the Company is able to pay off all its debts within twelve (12) months following the commencement of liquidation. The functions and powers of the board of directors of the Company shall terminate immediately when the shareholders' ~~**general**~~ meeting adopts the resolution on liquidation. The liquidation committee shall follow the directions of the shareholders' ~~**general**~~ meeting to report on its income and expenditures, the Company's ~~**business and**~~ progress of liquidation at least once a year to the shareholders' ~~**general**~~ meeting and make a final report to the shareholders' ~~**general**~~ meeting at the end of liquidation.	**Article 182** If the board of directors decides the Company shall carry out liquidation (except for liquidation resulting from the Company's declaration of bankruptcy), it shall state in the notice of shareholders' meeting convened for this purpose that the board of directors has conducted comprehensive investigation on the Company's conditions and believes that the Company is able to pay off all its debts within twelve (12) months following the commencement of liquidation. The functions and powers of the board of directors of the Company shall terminate immediately when the shareholders' meeting adopts the resolution on liquidation. The liquidation committee shall follow the directions of the shareholders' meeting to report on its income and expenditures, the Company's progress of liquidation at least once a year to the shareholders' meeting and make a final report to the shareholders' meeting at the end of liquidation.
109.	**Article 183** The liquidation committee shall inform the creditors within ten (10) days following its establishment, and shall publish a public notice in newspaper ~~**at least three times**~~ within sixty (60) days. The creditors shall report their rights to the liquidation committee within thirty (30) days after the receipt of the written notification, or in the event that no such notification is received, within forty-five (45) days after the date of the announcement. When the creditors report their rights, they shall make clear relevant matters regarding the rights and provide supporting evidence. The liquidation committee shall register the creditors' rights. The liquidation committee shall not make repayments to such creditors during the period of such creditors' claims.	**Article 183** The liquidation committee shall inform the creditors within ten (10) days following its establishment, and shall publish a public notice in newspaper **or the National Enterprise Credit Information Publicity System** within sixty (60) days. The creditors shall report their rights to the liquidation committee within thirty (30) days after the receipt of the written notification, or in the event that no such notification is received, within forty-five (45) days after the date of the announcement. When the creditors report their rights, they shall make clear relevant matters regarding the rights and provide supporting evidence. The liquidation committee shall register the creditors' rights. The liquidation committee shall not make repayments to such creditors during the period of such creditors' claims.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
110.	**Article 185** After the liquidation committee has sorted the Company's assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and submit it to the shareholders' ~~**general**~~ meeting or the relevant competent authority for confirmation. The Company's assets, after having paid the liquidation expense, shall be used to pay off its debts in the following order: (i) the Company's employee salary and labor insurance costs; (ii) outstanding taxes; and (iii) bank loans, the Company's debentures and other debts of the Company. Any surplus assets of the Company remaining after payment referred to in the preceding paragraph shall be distributed to its shareholders according to the class of shares and the proportion of shares held in the following sequence: ~~**(1) In the case of preferential shares, distribution shall be made to holders of such preferential shares according to the par value thereof; if the surplus assets are not sufficient to repay the amount of preferential shares in full, the distribution shall be made to holders of such shares in proportion to their respective shareholdings;**~~ ~~**(2) In the case of ordinary shares, distribution shall be made to holders of such shares in proportion to their respective shareholdings.**~~ During the liquidation period, the Company shall not commence any new business activities.	**Article 185** After the liquidation committee has sorted the Company's assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and submit it to the shareholders' meeting or the relevant competent authority for confirmation. The Company's assets, after having paid the liquidation expense, shall be used to pay off its debts in the following order: (i) the Company's employee salary and labor insurance costs; (ii) outstanding taxes; and (iii) bank loans, the Company's debentures and other debts of the Company. Any surplus assets of the Company remaining after payment referred to in the preceding paragraph shall be distributed to its shareholders according to the class of shares and the proportion of shares held in the following sequence: During the liquidation period, the Company shall not commence any new business activities.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
111.	**Article 186** In the case of liquidation as a result of dissolution of the Company, if the liquidation committee, having sorted the Company's assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the people's court immediately for **~~a declaration of~~** bankruptcy of the Company. Upon the declaration of bankruptcy of the Company by the people's court, the liquidation committee shall hand over the liquidation matters to the people's court.	**Article 186** In the case of liquidation as a result of dissolution of the Company, if the liquidation committee, having sorted the Company's assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the people's court immediately for bankruptcy of the Company. Upon the acceptance of the bankruptcy application by the people's court, the liquidation committee shall hand over the liquidation matters to **the liquidation representative appointed by** the people's court.
112.	**Article 187** Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted the same to the shareholders' **~~general~~** meeting or the relevant governing authority for confirmation. The liquidation committee shall, within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.	**Article 187** Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted the same to the shareholders' meeting or the relevant governing authority for confirmation. The liquidation committee shall, within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
113.	**CHAPTER ~~19~~ AMENDMENTS OF ARTICLES OF ASSOCIATION**	**CHAPTER 21 AMENDMENTS OF ARTICLES OF ASSOCIATION**
114.	**Article 189** Save for the requirements under **~~Article 62 and Article 82~~** to these Articles, the amendment to the Articles of Association shall be handled in accordance with the following procedures: (1) The board of directors shall adopt a resolution therefor in accordance with these Articles of Association and formulate the proposal for the amendment of the Articles of Association; (2) The shareholders shall be notified of the amendment proposal and a shareholders' **~~general~~** meeting shall be convened to reach a resolution; (3) Content of the amendment to the Articles of Association shall be adopted by special resolutions.	**Article 189** Save for the requirements under these Articles, the amendment to the Articles of Association shall be handled in accordance with the following procedures: (1) The board of directors shall adopt a resolution therefor in accordance with these Articles of Association and formulate the proposal for the amendment of the Articles of Association; (2) The shareholders shall be notified of the amendment proposal and a shareholders' meeting shall be convened to reach a resolution; (3) Content of the amendment to the Articles of Association shall be adopted by special resolutions.
115.	**Article 190** The amendment to the Articles of Association after taking into effect shall be effective upon the passing of relevant resolution on the shareholders' **~~general~~** meeting.	**Article 190** The amendment to the Articles of Association after taking into effect shall be effective upon the passing of relevant resolution on the shareholders' meeting.
116.	**~~Article 191~~** **~~Amendment of the Articles of Association which involve the contents of the Mandatory Provisions and "Zheng Jian Hai Han" shall become effective upon receipt of approvals from the companies approving department authorized by the State Council and China Securities Regulatory Commission; where amendments of the Articles of Association involve the registered particulars of the Company, procedures for change of registration shall be handled in accordance with the law.~~**	–

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
117.	**CHAPTER 20 NOTICE**	**CHAPTER 22 NOTICE**
118.	**Article 192** A notice (for the purpose of this chapter, "notice" includes a notice of meeting, corporate communication (as defined in the Listing Rules of the Hong Kong Stock Exchange as amended from time to time) or other written documentation delivered by the Company to the shareholders of the Company) may be delivered in one or more of the following forms: (i) By personal delivery; (ii) By mail; (iii) By any electronic means (including but not limited to email, facsimile, etc.) or message carrier; (iv) By announcement; (v) By publication on the websites designated by the Company and the Hong Kong Stock Exchange, subject to compliance with laws, administrative regulations and securities regulatory rules of the place where the Company's shares are listed; (vi) In such other forms as may be prescribed by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and these Articles of Association. Notice of shareholders' general meeting of the Company shall be delivered by way of an announcement or other means in compliance with the provisions of the securities regulatory rules of the place where the Company's shares are listed. Subject to the securities regulatory rules of the place where the Company's shares are listed, if the notice issued by the Company is delivered by way of an announcement, all relevant persons shall be deemed to have received the notice once it is announced.	**Article 191** A notice (for the purpose of this chapter, "notice" includes a notice of meeting, corporate communication (as defined in the Listing Rules of the Hong Kong Stock Exchange as amended from time to time) or other written documentation delivered by the Company to the shareholders of the Company) may be delivered in one or more of the following forms: (i) By personal delivery; (ii) By mail; (iii) By any electronic means (including but not limited to email, facsimile, etc.) or message carrier; (iv) By announcement; (v) By publication on the websites designated by the Company and the Hong Kong Stock Exchange, subject to compliance with laws, administrative regulations and securities regulatory rules of the place where the Company's shares are listed; (vi) In such other forms as may be prescribed by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and these Articles of Association. **Article 192** Notice of shareholders' general meeting of the Company shall be delivered by way of an announcement or other means in compliance with the provisions of the securities regulatory rules of the place where the Company's shares are listed. Subject to the securities regulatory rules of the place where the Company's shares are listed, if the notice issued by the Company is delivered by way of an announcement, all relevant persons shall be deemed to have received the notice once it is announced.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
119.	~~CHAPTER 21 DISPUTE RESOLUTIONS~~ ~~Article 196~~ ~~The Company shall abide by the following principles for dispute resolution:~~ ~~(1) Whenever any disputes or claims arise between:~~ ~~holders of the overseas listed shares and the Company; holders of the overseas listed shares and the Company's directors, supervisors, managing directors or other senior management; or holders of the overseas listed shares and holders of domestic shares and holders of unlisted foreign shares, in respect of any rights or obligations arising from Articles of Association, the Company Law or any rights or obligations conferred or imposed by the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration. Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company, the Company's shareholders, directors, supervisors, managing directors or other senior management of the Company, comply with the arbitration. Disputes in respect of the definition of shareholders and disputes in relation to the register of members need not be resolved by arbitration.~~ ~~(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the~~	–

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	~~**Securities Arbitration Rules of the Hong Kong International Arbitration Centre.**~~ ~~**(3) If any disputes or claims of rights are settled by way of arbitration in accordance with sub-paragraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.**~~ ~~**(4) The award of an arbitral body shall be final and conclusive and binding on all parties.**~~	
120.	**Article 198** These Articles are written in Chinese and English. ~~**If there is any discrepancy between the Chinese version and the English version, the latest Chinese version of these Articles approved by and registered/filed with the company's registration authority shall prevail.**~~	**Article 197** These Articles are written in Chinese and English. **The Chinese version of the Articles of Association deliberated and approved by the shareholders' meeting and approved by the company registration authority for the latest registration/filing shall prevail. If these Articles of Association are inconsistent with the relevant agreements previously reached or signed by shareholders and promoters, these Articles of Association shall prevail.**
121.	**Article ~~200~~** The transactions involved "purchase or disposal of material assets" referred ~~**in item (16) in paragraph 1 of Article 58, item (5) of Article 80 and item (12) in paragraph 1 of Article 99**~~ in these Articles include: (1) Transfer, assign and substitute equity and non-equity asset; (2) Capital increase or decrease of enterprise newly set with others or the established enterprise; (3) operate and lease assets of other enterprises on trust or entrust others to operate and lease operating assets; (4) Accept asset donation with obligation or donate assets to others; (5) Other transaction recognized by the stock exchange under the principle of prudent supervision.	**Article 199** The transactions involved "purchase or disposal of material assets" referred in these Articles include: (1) Transfer, assign and substitute equity and non-equity asset; (2) Capital increase or decrease of enterprise newly set with others or the established enterprise; (3) operate and lease assets of other enterprises on trust or entrust others to operate and lease operating assets; (4) Accept asset donation with obligation or donate assets to others; (5) Other transaction recognized by the stock exchange under the principle of prudent supervision.
122.	**Article 201** In these Articles, the words of "under", "above", "below" ~~**and**~~ "more than" do not include its underlying number.	**Article 200** In these Articles, the words of "under", "above", "below", "more than"**, "over"** do not include its underlying number**. "at least", "expiry" include its underlying number**.

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
123.	~~**Article 202**~~ ~~**The draft amendments to the Articles of Association shall be prepared by the board of directors and shall take effect upon the approval at a shareholders' general meeting.**~~	–
124.	**Article 20~~3~~** The right to interpret these Articles vests with the board of directors of the Company and the right to amend these Articles vests with the shareholders' ~~**general**~~ meeting.	**Article 201** The right to interpret these Articles vests with the board of directors of the Company and the right to amend these Articles vests with the shareholders' meeting.
125.	~~**Note:**~~ ~~**In the margin notes to the provisions of the Articles of Association, "Company Law" means "The Company Law of the People's Republic of China (中華人民共和國公司法)"; "Securities Law" means "The Securities Law of the People's Republic of China (中華人民共和國證券法)"; "Reply" means "The Reply of the State Council on Adjusting the Notice Period Applicable to the Convening of Shareholders' General Meetings of Overseas Listed Companies and Other Issues (Guo Han [2019] No. 97) (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆(國函[2019]97號))"; "Special Regulations" means "The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (Order No. 160 of the State Council) (國務院關於股份有限公司境外募集股份及上市的特別規定(國務院令第160號))" promulgated by the General Office of the State Council; "Mandatory Provisions" means "The Mandatory Provisions for the Articles of Association of Companies Seeking a Listing Outside the PRC (Zheng Wei Fa [1994] No. 21) (到境外上市公司章程必備條款(證委發[1994]21號))" jointly promulgated by the former Securities Commission of the State Council and the former State Economic System Reformation Commission; "Zheng Jian Hai Han" means "The Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies Seeking a Listing in Hong Kong (Zheng Jian Hai Han [1995] No.1) (關於到香港上市公司對公司章程作補充修改的意見的函) (證監海函[1995]1號)" jointly promulgated by the Overseas Listing~~	–

No.	Current Provisions of the Articles of Association	Proposed Amended Provisions of the Articles of Association
	~~Department of China Securities Regulatory Commission and the Production System Department of the former State Economic System Reformation Committee; the "Opinion" means "the Opinion Regarding Further Conformity in Operations and Reform of Companies Listed outside the PRC (關於進一步促進境外上市公司規範運作和深化改革的意見)" jointly issued by the former State Economic and Trade Commission and the China Securities Regulatory Commission; and "Listing Rules" means "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (香港聯合交易所有限公司證券上市規則)" promulgated by The Stock Exchange of Hong Kong Limited.~~	

Note: For easy reference purpose, amendments of the adjustments of article numbering only are not listed in the comparison table of amendments above. (Since the Company is incorporated in the PRC and the official Articles of Association of the Company are in the Chinese language, the corresponding proposed amendments in the English version of this circular are an unofficial English language translation of the corresponding official proposed amendments in the Chinese language (the "Official Amendments"), which are set out in the Chinese version of this circular. Accordingly, in the event of any inconsistency between the unofficial English translation and the Official Amendments, the Official Amendments shall prevail.)

The Company proposed to amend the Rules of Procedures for Shareholders' Meetings, details of which are set out as follows:

Henan Jinma Energy Company Limited
Rules of Procedures for Shareholders' Meetings

Chapter 1 General Provisions

Article 1 To standardize the Company's operations, fully leverage the role of the shareholders' ~~**general**~~ meeting, enhance the efficiency of shareholders' ~~**general**~~ meetings, protect the lawful rights and interests of shareholders, and ensure the legality of the procedures and resolutions of the meeting, these Rules of Procedure are established in accordance with the provisions of the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law") and the Articles of Association of Henan Jinma Energy Company Limited (hereinafter referred to as the "Articles of Association").

Article 2 The Company shall strictly convene shareholders' ~~**general**~~ meetings in accordance with the relevant provisions of the Company Articles of Association and these Rules to ensure that shareholders may exercise their rights in accordance with the law.

The Board of Directors of the Company shall **strictly comply with the relevant provisions of the Company Law, other laws and regulations, the Company Charter, and these Rules regarding the convening of the Shareholders' Meeting**, fulfill its duties diligently, and organize the shareholders' meeting in a serious and timely manner. All directors of the Company shall act with due diligence to ensure the normal convening of the shareholders' ~~**general**~~ meeting and the lawful exercise of its powers.

Article 3 The shareholders' ~~**general**~~ meeting shall exercise its powers within the scope prescribed by the Company Law and the Articles of Association.

Article 4 Shareholders' ~~**general**~~ meetings are divided into annual shareholders' general meetings and extraordinary shareholders' general meetings. An annual shareholders' general meeting shall be held once a year and shall be convened within six months after the end of the previous fiscal year. An extraordinary shareholders' general meeting may be convened at any time. When circumstances arise as specified in the company's articles of association that require the convening of an extraordinary shareholders' meeting, such meeting shall be convened within two months. **If the company is unable to convene the shareholders' meeting within the aforementioned timeframe, it shall**

report to the China Securities Regulatory Commission (CSRC) branch office in the company's place of registration and the securities exchange where the company's shares are listed, explain the reasons, and make an announcement.

Chapter 2 Convening of the Shareholders' General Meeting

Article 5 The board of directors shall convene the shareholders' ~~**general**~~ meeting in accordance with the timeframe specified in Article 4 of these rules.

Article 6 ~~**The board of supervisors**~~ **Independent directors** have the right to propose to the board of directors to convene an extraordinary shareholders' ~~**general**~~ meeting ~~**by way of written application to the board of directors**~~. **Upon receiving a proposal from an independent director to convene an extraordinary shareholders' general meeting**, the board of directors shall, in accordance with the provisions of laws, administrative regulations, and the company's articles of association, provide a written response within 10 days of receiving the proposal, stating whether it agrees or disagrees to convene the extraordinary shareholders' meeting.

If the board of directors **agrees to convene an extraordinary shareholders' meeting, it shall issue a notice convening the meeting within five days of making the board resolution; if the board of directors disagrees, it shall state the reasons and make an announcement**.

Article 7 The board **of supervisors has the right to propose to the board of directors to convene an extraordinary general meeting of shareholders and shall submit such proposal in writing to the board of directors. The board of directors shall, in accordance with the provisions of laws, administrative regulations, and the company's articles of association, issue a written response within ten days of receiving the proposal, stating whether it agrees or disagrees to convene the extraordinary general meeting of shareholders.**

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice convening the meeting within five days of making the board resolution. Any changes to the original proposal shall be subject to the consent of the supervisory board.

If the board of directors refuses to convene an extraordinary general meeting of shareholders, or fails to provide a written response within ten days of receiving the proposal, it shall be deemed that the board of directors is unable or unwilling to fulfill its duty to convene the general meeting of shareholders, and the supervisory board may convene and preside over the meeting on its own.

Article 8 Shareholders holding 10% or more of the company's shares, either individually or collectively, have the right to request the board of directors to convene an extraordinary general meeting and shall submit such request in writing to the board of directors. The board of directors shall, in accordance with the provisions of laws, administrative regulations, and the company's articles of association, issue a written response within ten days of receiving the request, stating whether it agrees or disagrees to convene the extraordinary general meeting.

If the board of directors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of the meeting within five days of making the board resolution. Any changes to the original request shall be subject to the consent of the relevant shareholders.

If the board of directors refuses to convene an extraordinary general meeting of shareholders, or fails to respond within ten days of receiving the request, shareholders holding 10% or more of the company's shares, either individually or collectively, have the right to propose to the supervisory board that an extraordinary general meeting of shareholders be convened, and shall submit such request in writing to the supervisory board.

If the Supervisory Board agrees to convene an extraordinary shareholders' **~~general~~** meeting, it shall issue a notice convening the shareholders' meeting within five days of receiving the request. Any changes to the original proposal shall be subject to the consent of the relevant shareholders.

If the Supervisory Board fails to issue the notice of the shareholders' **~~general~~** meeting within the prescribed time limit, it shall be deemed that the Supervisory Board has declined to convene and preside over the shareholders' meeting. Shareholders who, either individually or collectively, hold 10% or more of the company's shares for a continuous period of ninety days or more may convene and preside over the shareholders' **~~general~~** meeting on their own.

Article 9 If the Supervisory Board or shareholders decide to convene the shareholders' ~~**general**~~ meeting on their own, they shall notify the Board of Directors in writing and issue the notice of the shareholders' ~~**general**~~ meeting.

Prior to the shareholders' meeting making a resolution, the shareholders convening the meeting must hold at least 10% of the shares.

Article 10 For shareholders' ~~**general**~~ meetings convened by the Supervisory Board or shareholders on their own initiative, the Board of Directors and the Board Secretary shall cooperate. The Board of Directors shall provide the shareholder register as of the record date. The shareholder register obtained by the convener shall not be used for any purpose other than convening the shareholders' ~~**general**~~ meeting.

Article 11 The costs necessary for the convening of a shareholders' ~~**general**~~ meeting convened by the supervisory board or shareholders shall be borne by the company.

Chapter 3 Proposals and notices for the shareholders' meeting

Article 12 The content of proposals shall fall within the scope of the shareholders' ~~**general**~~ meeting's authority, have clear agenda items and specific resolution matters, and comply with relevant laws, administrative regulations, and the company's articles of association.

Article 13 When the company convenes a ~~**shareholders' general meeting, meeting of board of directors, meeting of board of supervisor and**~~ **shareholders' meeting**, shareholders holding individually or collectively more than ~~**3**~~ **1**% of the company's shares ~~**may propose resolution.**~~ may submit temporary proposals in writing to the convener at least ten days prior to the meeting. The convener shall issue a supplementary notice of the shareholders' meeting within two days of receiving the proposal, detailing the content of the temporary proposal. **However, this does not apply if the temporary proposal violates laws, administrative regulations, or the company's articles of association, or falls outside the scope of the shareholders' meeting's authority.**

Except as provided in the preceding paragraph, after issuing the notice of the shareholders' ~~**general**~~ meeting, the convener shall not modify any proposals already listed in the notice or add new proposals.

Proposals not listed in the notice of the shareholders' ~~**general**~~ meeting or that do not comply with the provisions of ~~**Article 11**~~ **Article 12** of these rules shall not be put to a vote or resolved upon at the shareholders' ~~**general**~~ meeting.

Article 14 The convener shall notify all shareholders in writing at least twenty days (excluding the day of the meeting) prior to the annual general meeting, and at least fifteen days (excluding the day of the meeting) prior to the extraordinary general meeting**, informing all registered shareholders of the matters to be deliberated at the meeting, as well as the date and location of the meeting**.

Article 15 The notice of the shareholders' ~~general~~ meeting shall include the following contents:

(1) The time, location, and duration of the meeting;

(2) The matters and proposals to be submitted for deliberation at the meeting;

(3) A clear statement in plain language: All shareholders have the right to attend the shareholders' meeting and may authorize a proxy in writing to attend the meeting and participate in the voting. The proxy need not be a shareholder of the company;

(4) The record date for shareholders entitled to attend the meeting (applicable only to shareholders' ~~general~~ meetings held after the company's shares are listed on a stock exchange);

(5) The deadline and location for submitting proxy voting authorization forms;

(6) The name and telephone number of the permanent contact person for meeting arrangements; **and**

(7) Any other information required to be disclosed under the listing rules of the securities exchange where the company's shares are listed.

The notice of the shareholders' meeting shall fully and completely disclose the specific content of all proposals, as well as all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed.

Article 16 If the shareholders' ~~**general**~~ meeting intends to discuss the election of directors or supervisors, the notice of the shareholders' ~~**general**~~ meeting shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following:

(1) Educational background, work experience, part-time positions, and other personal information;

(2) Whether there is any affiliation with the company or its controlling shareholders and actual controllers;

(3) Disclose the number of shares held in the company;

(4) Whether the individual has been subject to any penalties or disciplinary actions imposed by the China Securities Regulatory Commission (CSRC) or other relevant authorities, or disciplinary actions by a securities exchange**; and**

(5) Any other information required to be disclosed in accordance with the listing rules of the securities exchange where the Company's shares are listed.

Each director and supervisor candidate shall be proposed as a separate resolution.

Article 17 After the notice of the shareholders' ~~**general**~~ meeting is issued, the meeting shall not be postponed or canceled without valid reasons. The proposals listed in the notice of the shareholders' ~~**general**~~ meeting shall not be canceled. In the event of a postponement or cancellation, the convener shall notify all shareholders in writing at least two business days prior to the originally scheduled date, explaining the reasons. If the listing rules of the stock exchange where the company's shares are listed contain other provisions regarding the aforementioned matters, such provisions shall prevail.

Chapter 4 Convening of the Shareholders' General Meeting

Article 18 The company shall convene the shareholders' ~~**general**~~ meeting at its registered office or at another location designated by the board of directors ~~**as governed by the articles of association**~~.

The shareholders' ~~**general**~~ meeting shall be convened in the form of an on-site meeting with a meeting venue set up. The company shall ensure that shareholders may participate in the shareholders' meeting through various means and channels under the premise of ensuring the legality and validity of the shareholders' ~~**general**~~ meeting. Shareholders who participate in the shareholders' ~~**general**~~ meeting through the aforementioned means shall be deemed to have attended.

Shareholders may attend the shareholders' ~~**general**~~ meeting in person and exercise their voting rights, or may authorize others to attend on their behalf and exercise their voting rights within the scope of the authorization. **However, if a shareholder appoints more than one proxy, such proxies may only exercise their voting rights by means of a vote.**

Article 19 All shareholders of record or their proxies are entitled to attend the shareholders' ~~**general**~~ meeting and exercise their voting rights in accordance with applicable laws, regulations, and the company's articles of association. ~~**The Company and convenor shall not refuse under any reason.**~~

Article 20 Individual shareholders attending the meeting in person shall present their valid identification documents or other valid documents or proof of identity, as well as their shareholding certificates. If attending on behalf of another person, the proxy shall present their valid identification documents and the shareholder's authorization letter.

Legal person shareholders shall be represented at the meeting by their legal representative or an agent authorized by the legal representative. If the legal representative attends the meeting, they shall present their ID, valid proof of their legal representative status, and shareholding certificates. If attending on behalf of a legal person shareholder, the agent shall present their ID and a written power of attorney issued by the legal representative of the legal person shareholder in accordance with the law.

Article 21 **Shareholders shall authorize their agents in writing, signed by the shareholder or by an agent authorized in writing by the shareholder. If the shareholder is a legal entity, the authorization document shall be stamped with the legal entity's seal or signed by its director or a formally appointed agent.** The authorization letter issued by a shareholder authorizing another person to attend the shareholders' meeting shall specify the following:

(1) The name of the agent;

(2) Whether the proxy has voting rights;

(3) Instructions on how to vote (in favor, against, or abstain) on each item on the agenda of the shareholders' ~~**general**~~ meeting;

(4) The date of issuance and validity period of the power of attorney;

(5) The signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal must be affixed.

The proxy authorization document shall specify whether the proxy may vote in accordance with their own judgment if the shareholder does not provide specific instructions.

Article 22 **The proxy authorization document must be made available at the company's registered office or at the location specified in the notice convening the meeting at least 24 hours before the meeting for which the proxy is authorized to vote, or at least 24 hours before the designated voting time.** If the proxy voting authorization is signed by an authorized representative of the principal, the authorization document or other authorization file must be notarized. Both the notarized authorization document or other authorization file and the proxy voting authorization must be made available at the company's registered office or at the location specified in the notice convening the meeting.

Article 23 If the proxy is a legal entity, its legal representative or a person authorized by the board of directors or other decision-making body shall attend the shareholders' meeting on behalf of the company.

Article 24 **If the principal has died, lost capacity, revoked the authorization, or withdrawn the signature of the authorization, or if the shares in question have been transferred before the meeting begins, and the company has not received written notice of such matters before the meeting begins, the votes cast by the shareholder's agent in accordance with the proxy document shall remain valid.**

Article 25 The attendance register for the meeting shall be prepared by the company. The attendance register shall include the names (or names of the entities) of the attendees, their ID numbers, residential addresses, the number of shares with voting rights held or represented, and the names (or names of the entities) of the persons they represent.

Article 26 The convener and the board secretary shall jointly verify the legality of the shareholders' qualifications based on the shareholder register provided by the board of directors and register the names or titles of the shareholders and the number of shares with voting rights they hold. The registration shall be terminated before the meeting chairperson announces the number of shareholders and proxies present at the meeting and the total number of shares with voting rights they hold.

Article 27 When the company convenes a shareholders' ~~**general**~~ meeting, directors, supervisors, and the board secretary shall attend the meeting, except in cases where attendance is impossible due to objective reasons. Other senior managers of the company, except for the board secretary, may attend the meeting as observers.

Article 28 The shareholders' ~~**general**~~ meeting is chaired by the chairman of the board of directors. If the chairman is unable to perform his duties or fails to do so, the vice chairman shall preside. If the vice chairman is unable to perform his duties or fails to do so, a director elected by **a majority** of the directors shall preside.

A shareholders' meeting convened by the Supervisory Board shall be chaired by the chairman of the Supervisory Board. If the chairman of the Supervisory Board is unable to perform his duties or fails to do so, the meeting shall be chaired by a supervisor elected by **a majority** of the supervisors.

A shareholders' ~~**general**~~ meeting convened by the shareholders themselves shall be chaired by a representative elected by the convener.

If the chairperson of the shareholders' ~~**general**~~ meeting violates these rules of procedure and renders the meeting unable to continue, the shareholders present at the meeting who hold a majority of the voting rights may elect one person to serve as the chairperson and continue the meeting.

Article 29 At the annual general meeting, the Board of Directors and the Supervisory Board shall report to the shareholders' ~~**general**~~ meeting on their work over the past year.

Article 30 Directors, supervisors, and senior management personnel attending the meeting shall explain and clarify shareholders' inquiries and suggestions at the shareholders' meeting. The following circumstances may justify refusing to answer an inquiry, but the reasons must be explained to the inquirer:

(1) The inquiry is unrelated to the agenda;

(2) The matter under inquiry is pending investigation;

(3) Answering the inquiry would disclose the company's trade secrets or significantly harm the common interests of the shareholders;

(4) Other important reasons.

Article 31 Shareholders' speeches shall comply with the following rules:

(1) Shareholders wishing to speak must first raise their hand to indicate their intention, and after obtaining permission from the chairperson, may speak either at their seat or at the designated speaking podium;

(2) When multiple shareholders raise their hands to speak, the chairperson shall designate a speaker;

(3) The chairperson shall, based on the specific circumstances, specify the speaking time and number of times each person may speak. Shareholders shall not be interrupted during their designated speaking period to ensure they have sufficient opportunity to speak;

(4) If a shareholder violates the provisions of the preceding three paragraphs, the chairperson of the meeting may refuse or stop the shareholder from speaking.

Article 32 Shareholders' ~~**general**~~ meeting resolutions are divided into ordinary resolutions and special resolutions.

Ordinary resolutions of the shareholders' ~~**general**~~ meeting shall be adopted by ~~**over half**~~ **a majority** of the votes cast by the shareholders (including shareholder proxies) present at the meeting.

Special resolutions of the shareholders' ~~**general**~~ meeting shall be adopted by a vote of two-thirds or more of the shareholders present at the meeting (including shareholder proxies).

Article 33 The following matters shall be approved by ordinary resolutions of the shareholders' ~~**general**~~ meeting:

(1) The work reports of the board of directors and the supervisory board;

(2) The profit distribution plan and loss compensation plan proposed by the board of directors;

(3) The ~~**appointment, deciding the**~~ **election, removal, and** remuneration and payment methods of ~~**members of**~~ the board of directors and the supervisory board ~~**formed by representatives of shareholders**~~;

(4) The company's annual budget plan and final accounts plan**,**~~**;**~~

~~**(5) Annual report;**~~

(6) except for matters required by law, administrative regulations, or the company's articles of association to be adopted by a special resolution.

Article 34 The following matters shall be approved by the shareholders' ~~**general**~~ meeting through a special resolution:

(1) ~~**Increasing or reducing registered capital**~~ **Increasing or decreasing the company's capital and issuing any type of stock, subscription warrants, or other similar securities**;

(2) **Issuance of corporate bonds**;

(3) The division, merger, dissolution, liquidation, and change of the company's form;

(4) Reviewing and approving matters related to external guarantees that must be approved by the shareholders' meeting;

(5) The purchase or sale of major assets by the company within one year exceeding 30% of the company's latest audited total assets or exceeding RMB1 billion;

(6) **Reviewing and approving equity incentive plans;**

(7) Amendments to the company's articles of association;

~~**(8) The purchase or sale of major assets by the company within one year exceeding 30% of the company's latest audited total assets**~~

(8) The company's ~~**shares incentive**~~ **business policies and investment plans**;

(9) Matters required by laws, administrative regulations, **the listing rules of the stock exchange where the Company's shares are listed, or the Company's Articles of Association**, as well as other matters determined by the shareholders' ~~**general**~~ meeting through a ordinary resolution to have a material impact on the Company and requiring approval by a special resolution.

Article 35 The meeting chairperson shall announce the number of shareholders and proxies present at the meeting and the total number of shares they hold with voting rights prior to the vote. The number of shareholders and proxies present at the meeting and the total number of shares they hold with voting rights shall be determined based on the meeting registration.

Article 36 Shareholders who have a conflict of interest with the matters to be deliberated at the shareholders' ~~**general**~~ meeting shall abstain from voting, and the shares they hold shall not be counted toward the total number of shares with voting rights present at the shareholders' ~~**general**~~ meeting. The resolution of the shareholders' ~~**general**~~ meeting and the minutes of the shareholders' meeting shall record the voting situation of non-related shareholders.

Shareholders with a related party relationship may voluntarily request to abstain from voting. Other shareholders of the Company and the Board of Directors may also request that shareholders with a related party relationship abstain from voting. Such requests must be submitted in writing prior to the convening of the shareholders' ~~**general**~~ meeting, and the Board of Directors shall promptly notify the relevant shareholders of such requests. The relevant shareholders may object to such requests. If no objection is raised prior to the voting, the shareholder requested to abstain shall abstain from voting.

Article 37 Shareholders (including shareholder proxies) exercise their voting rights in proportion to the number of shares with voting rights they represent, with each share entitled to one vote.

Shares held by the company itself do not have voting rights, and such shares shall not be included in the total number of shares with voting rights at the shareholders' ~~**general**~~ meeting.

Article 38 The shareholders' meeting shall vote on each proposal individually. If there are different proposals on the same matter, they shall be voted on in the order in which they were submitted. Except for special circumstances such as force majeure that result in the suspension or inability of the shareholders' ~~**general**~~ meeting to make a resolution, the shareholders' ~~**general**~~ meeting shall not postpone or fail to vote on a proposal.

Article 39 When deliberating on proposals, the shareholders' ~~**general**~~ meeting shall not amend the proposals. Any amendments shall be deemed as new proposals and shall not be voted on at the current shareholders' meeting.

Article 40 The shareholders' ~~**general**~~ meeting shall adopt a voting method of in-person, named voting. **In the event of duplicate voting by the same shareholder, the vote shall be determined by the result of the result of the first vote.**

Article 41 Shareholders attending the shareholders' ~~**general**~~ meeting shall express one of the following opinions on the proposals submitted for voting: in favor, against, or abstain.

Ballots that are not filled out, filled out incorrectly, or whose writing is illegible, or ballots that are not cast, shall be deemed as the voter waiving their right to vote, and the voting results for the shares held by such voter shall be counted as "abstentions."

Article 42 If the meeting chairperson has any doubts about the results of a resolution submitted for voting, they may organize a recount of the votes cast; if the meeting chairperson does not conduct a recount, shareholders or shareholder representatives present at the meeting who object to the results announced by the meeting chairperson may immediately request a recount after the results are announced, and the meeting chairperson shall immediately organize a recount.

Article 43 Before the shareholders' ~~**general**~~ meeting votes on a proposal, it shall elect two shareholder representatives to participate in the counting and supervision of votes. Shareholders and their proxies who have a vested interest in the matter under consideration shall not participate in the counting or supervision of votes.

When the shareholders' ~~**general**~~ meeting votes on a proposal, the counting and supervision of votes shall be jointly responsible by the shareholder representatives and the supervisory board representatives, and the results of the vote shall be announced on the spot. The results of the vote on the resolution shall be recorded in the meeting minutes.

Article 44 The chairperson of the shareholders' ~~**general**~~ meeting shall announce the voting situation and results of each proposal at the meeting site and declare whether the proposal has been passed based on the voting results.

Prior to the formal announcement of the voting results, all parties involved in the counting and supervision of votes, shareholders, and the company at the shareholders' ~~**general**~~ meeting shall be bound by a duty of confidentiality regarding the voting situation.

Article 45 The minutes of the shareholders' ~~**general**~~ meeting shall be prepared by the board secretary. The minutes shall include the following contents:

(1) The time, location, agenda, and name or title of the convener of the meeting;

(2) The name of the meeting chairperson and the names of the directors, supervisors, and senior management personnel who attended or observed the meeting;

(3) The number of shareholders and their proxies present at the meeting, the total number of shares they hold with voting rights, and the proportion of such shares to the total number of shares of the company;

(4) The deliberation process, key points of discussion, and voting results for each proposal;

(5) Shareholders' questions, opinions, or suggestions, along with the corresponding responses or explanations;

(6) The names of the ballot counters and supervisors;

(7) Any other matters required to be included in the meeting minutes pursuant to the Company's Articles of Association.

The directors, supervisors, board secretary, convener, or their representatives, and the meeting chairperson who attended the meeting shall sign the meeting minutes and ensure the accuracy, completeness, and authenticity of the content. The meeting minutes shall be kept as part of the archives along with the attendance roster of shareholders present at the meeting, proxy authorization documents, voting records, and other relevant documents, and shall be retained for no less than ten years.

Article 46 The convener shall ensure that the shareholders' ~~**general**~~ meeting is held continuously until a final resolution is reached. In the event of force majeure or other special circumstances resulting in the suspension or inability to make a resolution at the shareholders' ~~**general**~~ meeting, necessary measures shall be taken to resume the shareholders' ~~**general**~~ meeting as soon as possible or directly terminate the current shareholders' ~~**general**~~ meeting.

Article 47 If the shareholders' ~~**general**~~ meeting approves proposals regarding the election of directors or supervisors, the term of office of the newly elected directors or supervisors shall commence from the date the resolution is adopted.

Article 48 If the shareholders' ~~**general**~~ meeting approves proposals regarding cash dividends, stock dividends, or capitalization of capital reserves, the company shall implement the specific plan within two months after the conclusion of the shareholders' ~~**general**~~ meeting.

Article 49 Resolutions of the shareholders' ~~**general**~~ meeting that violate laws or administrative regulations are invalid.

If the procedures for convening the shareholders' ~~**general**~~ meeting, the voting methods, or the content of the resolution violate laws, administrative regulations, or the company's articles of association, shareholders may, within sixty days from the date of the resolution, request the people's court to revoke it.

Chapter 5 Supplementary Provisions

Article 50 The terms ~~**"less than,", "within" include the number itself**~~ "other than," "below," "more than,"**, "exceeding" in this rule do not include the number itself, while "at least," "expiry" include the number itself.**

Article 51 These rules are an annex to the company's articles of association, formulated by the board of directors and approved by the shareholders' ~~**general**~~ meeting before taking effect. Any amendments shall be made in the same manner. **In case of any inconsistency with the company's articles of association, national laws and regulations, or listing rules, the provisions of the company's articles of association and national laws and regulations shall prevail.**

The interpretation of these rules of procedure is the sole responsibility of the board of directors.

The Company proposed to amend the Rules of Procedures for Meetings of Board of Directors, details of which are set out as follows (Since the Company is incorporated in the PRC and the official Articles of Association of the Company are in the Chinese language, the corresponding proposed amendments in the English version of this circular are an unofficial English language translation of the corresponding official proposed amendments in the Chinese language (the "Official Amendments"), which are set out in the Chinese version of this circular. Accordingly, in the event of any inconsistency between the unofficial English translation and the Official Amendments, the Official Amendments shall prevail.):

Henan Jinma Energy Company Limited
Rules of Procedures for Meetings of Board of Directors

Chapter 1 General Provisions

Article 1 To further standardize the deliberation procedures and decision-making processes of the Board of Directors of the Company, ensure that directors and the Board of Directors effectively fulfill their duties, and enhance the standardized operation and scientific decision-making capabilities of the Board of Directors, these Rules are formulated in accordance with the relevant provisions of the Company Law of the People's Republic of China and the Articles of Association of Henan Jinma Energy Co., Ltd. (here**inafter referred to** as the "Articles of Association").

Chapter 2 General Provisions

Article 2 Board meetings shall generally be held in person. However, subject to ensuring that directors have sufficient opportunity to express their opinions, meetings may also be convened in accordance with the procedures specified in Article 19 of these Rules. **If a director is unable to sign the meeting resolution immediately at such a meeting, they shall vote orally and promptly complete the written signature procedures. An oral vote by a director shall have the same legal effect as a written signature, provided that the subsequent written signature must be consistent with the oral vote cast at the meeting. If all participants can clearly hear each other's statements and communicate or interact with one another through the aforementioned facilities, such directors shall be deemed to have personally attended the meeting.**

Article 3 **The Board of Directors exercises the following powers:**

(1) Convening shareholders' meetings and reporting on work to the shareholders' meeting;

(2) Implementing the resolutions of the shareholders' meeting;

(3) Deciding on the company's business plans and investment schemes;

(4) Formulate the company's annual financial budget plan and final accounts plan;

(5) Formulating the company's profit distribution plan and loss compensation plan;

(6) Formulate the company's debt and financial policies, plans for increasing or reducing registered capital, and plans for issuing corporate bonds;

(7) Drafting major acquisition or disposal plans, as well as plans for the merger, division, or dissolution of the company;

(8) Decide on the establishment of the company's internal management structures;

(9) Appoint or remove the general manager of the company; appoint or remove deputy general managers and the financial director based on the general manager's nomination; appoint or remove the board secretary; and decide on the remuneration matters of the aforementioned personnel;

(10) Drafting proposals for amendments to the company's articles of association;

(11) Review and approve external guarantees that are not required to be approved by the shareholders' meeting;

(12) Review and approve the purchase or sale of major assets exceeding RMB50 million, and loans to wholly-owned or controlled subsidiaries exceeding RMB50 million in a single transaction or cumulatively, as well as all other external loans not covered by the aforementioned loans, which are not subject to approval by the shareholders' meeting;

(13) Formulate the Company's basic management systems;

(14) Decide on other major matters and administrative affairs of the company, and sign other important agreements, except for matters required to be resolved by the shareholders' meeting under the Company Law and this Articles of Association;

(15) Exercise other powers granted by the shareholders' meeting and this Articles of Association;

(16) Approving the appointment or replacement of directors of the Company's wholly-owned subsidiaries, shareholder representatives serving as supervisors, and the appointment, replacement, or recommendation of shareholder representatives, directors (candidates), and shareholder representatives serving as supervisors (candidates) of the Company's controlled subsidiaries and equity-held subsidiaries;

(17) To propose to the shareholders' meeting the appointment or removal of the accounting firm responsible for the Company's audit services;

(18) Managing the Company's information disclosure matters;

(19) To establish the Company's risk management system, including risk assessment, financial control, internal audit, and legal risk control, and to monitor the implementation thereof.

When the Board of Directors makes resolutions on the matters listed in the preceding paragraph, except for items (iii), (vi), (vii), (x), (xi), (xii), and (xiv), which require approval by more than two-thirds (2/3) of the directors, the remaining matters shall be approved by a majority of the directors.

Matters deliberated at board meetings shall strictly adhere to the authority granted by the shareholders' ~~general~~ meeting and the provisions of the company's articles of association, and shall not exceed such authority to form resolutions.

Article 4 Board meetings are divided into regular meetings and extraordinary meetings.

~~**Article 5 The Board of Directors shall convene at least two meetings annually.**~~

Article 5 The Board of Directors shall convene at least four meetings annually, convened by the Chairman. Regular meetings include the annual meeting of the Board of Directors and the semi-annual meeting of the Board of Directors. Among these, the annual meeting of the Board of Directors shall be held within three months after the end of each fiscal year of the company, primarily to review the company's annual performance report and handle other relevant matters. The timing of the annual meeting of the Board of Directors shall ensure that the company's annual report can be distributed to shareholders within the timeframe specified by relevant

laws and regulations and the Articles of Association, that the company's preliminary annual financial results can be announced within the timeframe specified by relevant laws and regulations, and that the annual general meeting of shareholders can be convened within six months after the end of each fiscal year of the company. Additionally, the semi-annual meeting of the Board of Directors shall be convened within two months after the end of the first six months of the company's fiscal year, primarily to review the company's semi-annual performance report and handle other relevant matters.

Article 6 Prior to issuing written notices for regular board meetings, the board secretary shall solicit opinions from all directors, draft preliminary meeting proposals, and submit them to the chairman for finalization.

Article 7 In any of the following circumstances, the chairman shall convene an extraordinary meeting within ten days:

(1) When more than one-third of the directors jointly propose it;

(2) When the chairman deems it necessary;

(3) When proposed by shareholders representing more than one-tenth of the voting rights;

(4) When proposed by the Supervisory Board;

(5) When two or more (including two) independent non-executive directors propose it;

~~**(5)**~~

(6) When proposed by the general manager of the company;

~~**(6)**~~

(7) Other circumstances specified in the Company's Articles of Association.

Article 8 When proposing to convene an extraordinary meeting of the Board of Directors in accordance with the preceding paragraph, the proposal shall be submitted through the Board Secretary or directly to the Chairman in writing, signed (or stamped) by the proposer. The written proposal shall specify the following matters:

(1) The name or title of the proposer;

(2) The reasons for the proposal or the objective circumstances on which the proposal is based;

(3) The time or deadline, location, and manner of the meeting;

(4) Clear and specific proposals;

(5) The proposer's contact information and the date of the proposal, etc.

The content of the proposal shall fall within the scope of the Board of Directors' authority as stipulated in the Articles of Association, and all relevant materials related to the proposal shall be submitted together.

Upon receiving the written proposal and relevant materials referred to in the preceding paragraph, the board secretary shall forward them to the chairman on the same day. If the chairman deems the proposal unclear, vague, or the relevant materials insufficient, he may request the proposer to revise or supplement the proposal.

Article 9 Before drafting a proposal, the chairman shall, as necessary, solicit the opinions of the general manager and other senior management personnel.

Article 10 Board meetings shall be convened and chaired by the chairman. If the chairman is unable to convene a meeting, the vice chairman shall ~~**on his behalf**~~ convene and chair the board meeting. If the vice chairman is unable to perform his duties or fails to do so, a director shall be elected by ~~**over half**~~ **a majority** of the directors to perform the duties.

Article 11 The Chairman shall convene and preside over the Board of Directors meeting within ten days of receiving the proposal.

Chapter 3 Meeting Notice

Article 12 For regular and extraordinary board meetings, the board secretary shall submit meeting notices to all directors, supervisors, the general manager, and the board secretary at least ~~**ten**~~ **fourteen** days and five days in advance, respectively, via direct delivery, fax, email, or other means. For non-direct delivery, confirmation shall be made by telephone, and records shall be kept accordingly.

In urgent circumstances requiring the immediate convening of an extraordinary board meeting, the notice may be issued at any time via telephone, fax, or email **in accordance with the provisions of the articles of association**; however, the convener shall provide an explanation at the meeting.

Article 13 The meeting notice shall include at least the following contents:

(1) The date and location of the meeting;

(2) The duration and method of the meeting;

(3) The reason for the meeting and the agenda items;

(4) The convener and chairperson of the meeting, the proposer of the extraordinary meeting, and their written proposal;

(5) Meeting materials necessary for directors to vote;

(6) Requirements for directors to attend the meeting in person or to be represented by another director;

(7) Contact person and contact information;

(8) The date of issuance of the notice.

An oral meeting notice must at least include the contents of the above items (i), (ii), and (iii), as well as an explanation of the urgent circumstances requiring the convening of an extraordinary board meeting as soon as possible.

Article 14 Amendments to meeting notices

After the notice of a regular board meeting has been issued, if it is necessary to change the time, location, or other matters of the meeting, or to add, change, or cancel meeting proposals, a written notice of change must be issued at least three days prior to the originally scheduled meeting date, stating the circumstances and the relevant content and materials of the new proposals. If less than three days' notice is given, the meeting date shall be postponed accordingly or the meeting shall be held as scheduled with the approval of all attending directors.

After the notice of an extraordinary board meeting has been issued, if it is necessary to change the time, location, or other matters related to the meeting, or to add, amend, or cancel meeting proposals, prior approval must be obtained from all attending directors, and appropriate records must be kept.

Chapter 4 Convening of the Meeting

Article 15 A board meeting shall be valid only if ~~**over half**~~ **more than two-thirds (2/3)** of the directors are present. Directors participating in a board meeting via telephone or other electronic communication facilities **or other communication methods in accordance with the articles of association (hereinafter referred to as "other communication methods")** shall be deemed to have attended the meeting if all directors participating in the meeting can communicate with each other.

Article 16 Supervisors may attend board meetings. The general manager and the board secretary who are not directors shall attend board meetings. If the meeting chair deems it necessary, other relevant personnel may be notified to attend the board meeting.

Article 17 When the Board of Directors convenes a meeting, directors shall attend in person. If a director is unable to attend for any reason, they shall review the meeting materials in advance, form a clear opinion, and authorize another director in writing to attend the meeting on their behalf. If a director fails to attend the Board of Directors meeting and has not authorized another director to attend on their behalf, they shall be deemed to have waived their right to vote at that meeting.

The power of attorney shall specify the following:

(1) The names of the principal and the proxy;

(2) The principal's brief and clear opinion on each proposal;

(3) The scope of the proxy's authority and instructions regarding the voting intentions for each proposal;

(4) The validity period, the signatory's signature, and the date.

Article 18 If the proxy authorizes other directors to sign written confirmation opinions on behalf of the proxy for periodic reports, such authorization must be specifically stated in the power of attorney. The authorized director must submit the written power of attorney to the meeting chairperson and note the circumstances of their attendance on behalf of the proxy in the meeting sign-in register.

(1) When deliberating on related-party transactions, non-related directors shall not authorize related directors to attend on their behalf; related directors shall also not accept authorizations from non-related directors;

(2) Directors shall not grant full authority to other directors to attend on their behalf without disclosing their personal opinions and voting intentions on the proposals; relevant directors shall not accept full authority or unclear authorizations;

(3) A director may not accept proxies from more than two directors to attend the board meeting, and a director may not delegate another director who has already accepted a proxy from another director to attend the meeting.

Article 19 Regular board meetings shall be held in person. They may also be conducted in a hybrid format combining in-person attendance with other communication methods. Provided that directors are given sufficient opportunity to express their opinions, the convener (chairperson) and the proposer may agree to hold an extraordinary board meeting via video conferencing, telephone, fax, email, or other electronic means of communication.

Article 20 For board meetings not held in person, the number of directors present shall be calculated based on the directors displayed on video, those who express their opinions during a telephone conference, those who submit valid votes via fax, email, or other means within the specified timeframe, or those who submit written confirmation letters after the meeting stating their attendance.

Chapter 5 Consideration of Resolutions

Article 21 The meeting chairperson shall request all directors present at the board meeting to express their clear opinions on each proposal.

When the board of directors deliberates on matters requiring a special resolution, it may invite shareholders to appoint representatives to serve as observers at the board meeting. Such observers may express opinions on the matters under deliberation, which shall be recorded in the minutes of the board meeting; however, such opinions shall not constitute voting opinions. (If an observer, due to attending the meeting, becomes aware of any information related to the company that has not yet been publicly disclosed, especially information involving insider trading, such information shall be strictly kept confidential, and shall not disclose or publicize such information in any manner prior to the company's public disclosure, and shall cooperate with the company in fulfilling its obligations regarding the commitment and registration of persons with access to inside information).

Article 22 If a director **or other attendee** obstructs the normal conduct of the meeting or interferes with the statements of other directors, the meeting chairperson shall promptly intervene to stop such conduct.

Article 23 Unless all attending directors unanimously agree, the board meeting shall not vote on proposals not included in the meeting notice. Directors attending the board meeting on behalf of other directors shall not vote on proposals not included in the meeting notice on behalf of the directors they represent.

Article 24 Directors shall carefully review the relevant meeting materials and, based on a full understanding of the situation, independently and prudently express their opinions.

Article 25 Directors may, prior to the meeting, seek information necessary for decision-making from the board secretary, the meeting convener, the general manager, and other senior management personnel or relevant departments and institutions. They may also, during the meeting, suggest to the chairperson that such personnel or institutions be invited to attend and explain relevant circumstances.

Article 26 After each proposal has been thoroughly discussed, the chairperson shall promptly put it to a vote by the attending directors.

Article 27 Voting at the meeting shall be conducted on a one-person, one-vote basis, either by ballot or by a show of hands.

Article 28 Directors' voting intentions are categorized as "in favor," "against," or "abstain." Attending directors shall select one of the above options. If a director fails to make a selection or selects two or more options, the chairperson shall request the relevant director to make a new selection. If the director refuses to do so, it shall be deemed as an abstention. If a director leaves the meeting venue without returning and fails to make a selection, it shall also be deemed as an abstention.

Article 29 After all attending directors have completed their votes, the relevant staff members of the board of directors shall promptly collect the voting ballots and conduct a tally.

Article 30 For meetings held in person, the meeting chairperson shall announce the results of the tally on the spot. In other cases, the meeting chairperson shall require the board secretary to notify the directors of the voting results by the next working day following the expiration of the specified voting time limit.

Article 31 Votes cast by directors after the meeting chairperson announces the voting results or after the specified voting deadline has expired shall not be counted.

Article 32 The board of directors shall adopt meeting proposals and form relevant resolutions only if more than half of the directors vote in favor of the proposal. However, if laws, administrative regulations, or the company's articles of association stipulate that the board of directors must obtain the approval of a greater number of directors to form a resolution, such provisions shall prevail.

Article 33 In the event of conflicts in content or meaning between resolutions, the resolution adopted later shall prevail.

Article 34 If a proposal is not approved, the board of directors shall not reconsider the same proposal within one month unless there have been significant changes in the relevant conditions or factors.

Chapter 6 Recusal from voting

Article 35 Directors shall abstain from voting on proposals in the following circumstances:

(1) Circumstances specified in the company's articles of association where directors shall recuse themselves;

(2) Circumstances where the director believes they should recuse themselves;

(3) Other circumstances specified in the Articles of Association where a director must abstain from voting due to an association between the director and the enterprise involved in the proposal.

Article 36 In cases where directors abstain from voting, the relevant board meeting may proceed with the attendance of a majority of directors who have no affiliation with the matter, and resolutions must be approved by a majority of such unaffiliated directors. If the number of unaffiliated directors present at the meeting is less than three, no vote may be taken on the relevant proposal, and the matter shall be submitted to the shareholders' ~~**general**~~ meeting for consideration.

Chapter 7 Postponement of Voting

Article 37 If a majority of the directors present at the meeting deem a proposal to be unclear or vague, or if other circumstances such as insufficient meeting materials prevent them from making a judgment on the matter, the meeting chairperson shall request that the meeting postpone the vote on the agenda item.

If there are two consecutive board meetings that fail to pass a special resolution, the chairman shall submit the matter to shareholders, and the senior management of shareholders shall hold a meeting within 5 days from the date of receipt of the matter, and notify the board of directors after reaching an agreement, and the board of directors shall convene a meeting to complete the vote in accordance with the consensus of shareholders.

Article 38 The director proposing the postponement of the vote shall clearly state the conditions that must be met for the proposal to be resubmitted for consideration.

Chapter 8 Meeting minutes, meeting summaries, and resolution records

Article 39 The board secretary shall record the board meeting, and the meeting minutes shall include the following contents:

(1) The session number, date, time, location, and method of the meeting;

(2) The issuance of meeting notices;

(3) The convener and chairperson of the meeting;

(4) The attendance of directors in person or by proxy;

(5) The proposals discussed at the meeting, the key points and main opinions of each director on relevant matters, and their voting intentions on the proposals;

(6) The voting method and results for each proposal (specifying the exact number of votes in favor, against, and abstentions);

(7) Other matters deemed necessary to be recorded by the attending directors;

(8) Name of the recorder.

Article 40 In addition to the meeting minutes, the board secretary shall prepare a concise summary of the meeting proceedings and, based on the tabulated voting results, prepare separate resolution records for the resolutions adopted at the meeting.

Article 41 Directors attending the meeting shall sign and confirm the meeting minutes and resolution records on behalf of themselves and any directors they are authorized to represent at the meeting. Directors who object to a board resolution have the right to request that their objections be recorded in the meeting minutes.

Directors shall assume decision-making responsibility in accordance with the minutes of the board meeting. Directors who neither attend the meeting nor authorize another director to attend on their behalf shall be deemed to have not objected to the board resolution and shall not be exempt from liability. If a board resolution violates Chinese laws, regulations, or the company's articles of association and causes the company to suffer losses, the directors who participated in the resolution shall bear liability for compensation to the company; however, if it is proven that a director expressed an objection during the voting process and such objection was recorded in the meeting minutes and resolution records, such director may be exempt from liability.

If a director neither signs to confirm in accordance with the preceding provision nor provides a written explanation of their differing opinions, they shall be deemed to fully agree with the content of the meeting minutes and resolution records.

Article 42 The chairman shall supervise the implementation of board resolutions by relevant personnel, inspect the implementation status of resolutions, and report on the implementation status of resolutions already adopted at subsequent board meetings.

Chapter 9 Supplementary Provisions

Article 43 The Board of Directors shall appoint a Board Secretary to handle the daily affairs of the Board of Directors.

Article 44 Board meeting records, including meeting notices and materials, attendance records, director authorization letters, meeting audio recordings, voting ballots, meeting minutes signed and confirmed by attending directors, meeting summaries, resolution records, and resolutions, shall be preserved by the Board Secretary.

Article 45 The retention period for Board meeting records shall be ten years or more.

Article 46 In this rule, **terms such as "less than," "outside of," "below," "more than," , "over" do not include the number itself, while terms such as** "at least," **and "expiry"** include the number itself.

Article 47 These rules are an appendix to the Company's Articles of Association, formulated by the Board of Directors and approved by the Shareholders' Meeting before taking effect. Any amendments shall be made in the same manner. In case of any inconsistency with the Company's Articles of Association, national laws and regulations, or listing rules, the provisions of the Company's Articles of Association and national laws and regulations shall prevail.

Article 48 This rule is interpreted by the Board of Directors.

Article 49 **The Board of Directors shall establish the following specialized committees: Nomination Committee, Audit Committee, Remuneration Committee, and Strategic Development Committee. These specialized committees shall conduct research on professional matters, provide opinions and recommendations for the Board of Directors' decision-making reference, and their respective responsibilities are detailed in the bylaws of the Strategic Development Committee, Audit Committee, Remuneration Committee, and Nomination Committee.**

The Audit and Remuneration Committees shall consist of non-executive directors, with independent non-executive directors constituting the majority, and the Board of Directors shall designate one independent non-executive director to serve as the chairperson of such committees. The Nomination Committee shall consist of the Chairman of the Board and at least three non-executive directors, including at least one director of the opposite gender, with independent non-executive directors constituting the majority, and the Chairman of the Board of Directors shall serve as the chairperson of such committee. At least one independent non-executive director on the Audit Committee must possess appropriate accounting or related financial management expertise.

The Strategic Development Committee shall consist of three or more directors, who may be executive or non-executive directors,.

Article 50 **In addition to meeting the qualifications required by the Company Law and other applicable laws and regulations, as well as the provisions of the Company's Articles of Association, Directors shall also:**

(1) Be capable to protect shareholders' interests and ensure the safety of company assets.

(2) Comply with laws and regulations, be honest and upright, and act fairly.

(3) Possess work experience and expertise commensurate with the role of a director.

(4) Familiar with the company's production, operations, and management, in good health, and able to fulfill their duties effectively.

(5) Meet any other qualifications required by laws and regulations for directors.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

河南金馬能源股份有限公司
HENAN JINMA ENERGY COMPANY LIMITED

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

(Stock Code: 6885)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting ("**EGM**") of Henan Jinma Energy Company Limited (the "**Company**") will be held at 10:00 a.m. on Friday, 5 September 2025 at the Company's conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong for the purposes of considering and, if thought fit, approving the matter set out below**.** Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 18 August 2025 (the "**Circular**").

The Company reminds all shareholders of the Company (the "**Shareholders**") that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

ORDINARY RESOLUTIONS

1. To elect Mr. Yiu Chiu Fai as a non-executive director of the Company for a term commencing immediately after the conclusion of the Extraordinary General Meeting and until the expiration of the term of the current session of the board of directors of the Company (i.e. the conclusion of the annual general meeting of the Company for the year ending 31 December 2027).

2. To consider and approve the remuneration for Mr. Yiu Chiu Fai.

SPECIAL RESOLUTION

3. To consider and, if thought fit, to approve the proposal in relation to the proposed amendments to the Articles of Association and the Rules of Procedures, whose details are set out in the circular of the Company dated 18 August 2025, and to authorize the Board to take all such actions as it may in its absolute discretion consider necessary, appropriate or expedient, and deal with the relevant filing and amendment (where necessary) procedures and other related issues arising from the amendments to the Articles of Association and the Rules of Procedures on behalf of the Company, including but not limited to obtaining all requisite approvals, authorizations, filings and/or registrations from relevant governmental or regulatory authorities, signing all documents, and taking all necessary steps to give effect to the proposed amendments to the Articles of Association and the Rules of Procedures

By Order of the Board
Henan Jinma Energy Company Limited
Xu Fenglei
Deputy Chairman

The People's Republic of China, 18 August 2025

Notes:

(A) The Company will not process registration of transfers of the H shares of the Company (the "**H Shares**") from Tuesday, 2 September 2025 to Friday, 5 September 2025 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company's H-share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (the "**Company's H-Share Registrar**") at 4:30 p.m., the close of business on Monday, 1 September 2025 are entitled to attend and vote at the EGM following completion of the registration procedures.

To qualify for attendance and voting at the EGM, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company's H-Share Registrar, not later than 4:30 p.m. on Monday, 1 September 2025. The address of the Company's H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-16, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

(B) Each holder of H Shares entitled to attend and vote at the EGM may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company (the "**Shareholder**"). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.

(C) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a "**power of attorney**"). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the EGM on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.

(D) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (C) above must be delivered to the Company's H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM.

(E) A Shareholder or his/her proxy should produce proof of identity when attending the EGM. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the EGM, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.

(F) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.

As at the date of this announcement, the executive directors of the Company are Mr. XU Huaping and Mr. WANG Lijie; the non-executive directors of the Company are Mr. XU Fenglei, Ms. WAN Tingting and Ms. YE Ting; and the independent non-executive directors of the Company are Mr. SU Jiangang, Mr. ZHANG Xicheng and Mr. MAN Kwok Leung.