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福耀玻璃工业集团股份有限公司
FUYAO GLASS INDUSTRY GROUP CO., LTD.

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

(Stock Code: 3606)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Fuyao Glass Industry Group Co., Ltd. (the "**Company**") announces that the Company proposes to amend certain articles of the articles of association of the Company (the "**AoA Amendments**") as recently resolved by the board of directors (the "**Board**") of the Company.

The AoA Amendments were made mainly according to the provisions under the Guidelines for the Articles of Association of Listed Companies (CSRC Announcement [2025] No. 6) and the Rules for Shareholders' General Meetings of Listed Companies (CSRC Announcement [2025] No. 7) issued by the China Securities Regulatory Commission (the "**CSRC**") on March 28, 2025, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (Revised in April 2025) and the Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operation (Revised in May 2025) issued by the Shanghai Stock Exchange from April to May 2025, and other relevant laws, regulations, rules and normative documents, and by taking into account the actual business needs of the Company. The AoA Amendments will take effect upon obtaining the approval at the forthcoming 2025 first extraordinary general meeting to be convened by the Company (the "**EGM**"). After the amendments to the Articles of Association take effect, the Company will no longer have the Board of Supervisors or any supervisors, the powers and functions of the Board of Supervisors under the Company Law of the People's Republic of China will be exercised by the Audit Committee of the Board of Directors, and the Rules of Procedure for Meetings of the Board of Supervisors (applicable after listing of H Shares) will be repealed accordingly. The 11th session of the Board of Supervisors of the Company will continue to perform its duties until the EGM has considered and approved the Resolution on the Amendments to the Articles of Association.

Details of the AoA Amendments are set out below:

Original articles before the amendments	Articles after the amendments
Article 1 The Articles of Association are formulated... with an aim to safeguard the legal interests of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the "Company"), its shareholders and creditors....	Article 1 The Articles of Association are **formulated**... with an aim to safeguard the legal interests of Fuyao Glass Industry Group Co., Ltd. (hereinafter referred to as the "Company"), its shareholders**, staffs** and creditors....
Article 3 The Company... approved by a circular issued by the People's Bank of China Fujian Branch on 22 July 1991 (Min Yin Han (1991) No. 131)....	Article 3 The Company... approved by a **document** issued by the People's Bank of China Fujian Branch on 22 July 1991 (Min Yin Han (1991) No. 131)....
Article 8 The legal representative of the Company is the chairman of the Board.	Article 8 The legal representative of the Company is the chairman of the Board. **The chairman of the Board is the director executing the Company's affairs on behalf of the Company.** **If the chairman serving as the legal representative resigns, he shall be deemed to have resigned as the legal representative at the same time.** **Upon resignation of the legal representative, the Company shall determine a new legal representative within thirty days from the date of the resignation.**
	Article 9 The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company. **The limitation on the functions and powers of the legal representative stipulated in the Articles of Association or by the shareholders' meeting shall not be enforceable against a bona fide counterpart.** **Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall bear civil liability for such damage. The Company may, after bearing such civil liability, seek indemnification from the legal representative at fault in accordance with laws or the Articles of Association.**

Original articles before the amendments	Articles after the amendments
Article 9 ~~The entire share capital of the Company shall be divided into equivalent shares.~~ The liabilities of the shareholders shall be limited to the amount of the shares in the Company they have subscribed to. The Company's liability on its debt shall be borne by the Company with its entire assets.	**Article 10** The liabilities of the shareholders shall be limited to the amount of the shares in the Company they have subscribed to. The Company's liability on its debt shall be borne by the Company with its entire **property**.
Article 10 From the date on which the Articles of Association came into effect, the Articles of Association constitute a legally binding document regulating our organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders themselves. The Articles of Association shall also be legally binding on the Company and its shareholders, directors~~, supervisors~~ and senior management, who shall have the right to make any claims and propositions regarding the Company's affairs in accordance with the Articles of Association. Pursuant to the Articles of Association, shareholders may pursue actions against other shareholders, shareholders may pursue actions against directors~~, supervisors, the general manager~~ and ~~other~~ senior management, the shareholders may pursue actions against the Company, and the Company may pursue actions against its shareholders, directors~~, supervisors, the general manager~~ and ~~other~~ senior management.	**Article 11** From the date on which the Articles of Association came into effect, the Articles of Association constitute a legally binding document regulating our organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders themselves. The Articles of Association shall also be legally binding on the Company and its shareholders, directors and senior management, **who** shall have the right to make any claims and propositions regarding the Company's affairs in accordance with the Articles of Association. Pursuant to the Articles of Association, shareholders may pursue actions against other shareholders, shareholders may pursue actions against directors and senior management, the shareholders may pursue actions against the Company, and the Company may pursue actions against its shareholders, directors and senior management.
Article 11 ~~Other~~ senior management in the Articles of Association refers to the deputy general manager, secretary to the Board and chief financial officer of the Company.	**Article 12** **S**enior management in the Articles of Association refers to **the general manager,** the deputy general manager, secretary to the Board, chief financial officer of the Company **and other personnel specified in the Articles of Association**.

Original articles before the amendments	Articles after the amendments
Article 12 The Company may invest in other limited liability companies or joint stock companies and shall be held responsible for the invested companies within the limitation of the amount of the Company's capital contribution or shares subscription. ~~Unless otherwise provided by laws, the Company shall not be the capital contributor bearing joint liability associated with the debts of the invested enterprises.~~ Pursuant to the requirements of the Constitution of the Communist Party of China, the Company shall establish an organization of the Communist Party of China, and carry out the activities of the Party. The Company shall provide necessary support to facilitate the activities of the Party.	**Article 13** The Company may invest in other **enterprises**. **Where the law stipulates that the Company shall not be the capital contributor bearing joint liability associated with the debts of the invested enterprises, such provision shall prevail.** **Article 14** Pursuant to the requirements of the Constitution of the Communist Party of China, the Company shall establish an organization of the Communist Party of China, and carry out the activities of the Party. The Company shall provide necessary support to facilitate the activities of the Party.
Article 13 The business objective of the Company is to bring satisfied economic benefits for all shareholders and make the members of the Group to develop in a stable, coordinated and rapid manner, so as to ensure the Company's production and operation be managed in a more standardized, scientific and unified way and contribute to the development of Fujian Province, the prosperity of the society and the progress of the humanity.	**Article 15** The business objective of the Company is to **adhere to scientific and technological innovation, promote the high-quality and sustainable development of the Company, create good economic and social benefits,** bring satisfied **return on investment** for all shareholders and make the members of the Group to develop in a stable, coordinated and rapid manner, so as to ensure the Company's production and operation be managed in a more standardized, scientific and unified way and contribute to the development of **China**, the prosperity of the society and the progress of the humanity.
Article 15 There must be ordinary shares in the Company at all times. The Company may issue other classes of shares pursuant to relevant national laws, administrative regulations, and the relevant provisions of the CSRC and other regulatory authorities.	**Article 17** There must be ordinary shares in the Company at all times. The Company may issue other **classes** of shares pursuant to relevant national laws, administrative regulations, and the relevant provisions of the CSRC and other regulatory authorities.

Original articles before the amendments	Articles after the amendments
Article 19 The shares shall be issued on an open, fair and equitable basis by the Company. Shares of the same class shall rank pari passu among each other. For shares of the same class issued at the same time, the issuance conditions and issuance price for each share shall be identical; the price for each share subscribed by any entity or individual shall be identical.	**Article 21** The shares shall be issued on an open, fair and equitable basis by the Company. Shares of the same **class** shall rank pari passu among each other. For shares of the same **class** issued at the same time, the issuance conditions and issuance price for each share shall be identical; the price for each share subscribed by any **subscriber** shall be identical.
Article 20 The shares issued by the Company shall be denominated in RMB. Each share shall have a par value of RMB1. "RMB" referred to in the previous clause means the legal currency of the PRC.	**Article 22** The **par-value** shares issued by the Company shall be denominated in RMB. Each share shall have a par value of RMB1. "RMB" referred to in the previous clause means the legal currency of the PRC.
~~Article 25 The Board of the Company may arrange separate implementations of the plans for the issuance of overseas-listed foreign shares and domestic-listed shares approved by securities regulatory authority of the State Council.~~ ~~The Company may conduct separate issuances of overseas-listed foreign shares and domestic-listed shares within fifteen months upon obtaining the approval from securities regulatory authority of the State Council pursuant to the provision set out in the previous clause.~~	Deleted
~~Article 26 When conducting separate issuance of up to the total number of shares determined by the issuance plans, the overseas-listed foreign shares and domestic-listed shares shall be fully subscribed for at their respective offering. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval from the securities regulatory authority of the State Council, be issued in separate branches.~~	Deleted

Original articles before the amendments	Articles after the amendments
Article 27 The Company or its subsidiaries (including affiliates of the Company) shall not provide any financial assistance by gifts, advances, guarantee, compensation, loans and other forms to any persons who purchase or propose to purchase the shares of the Company.	Article 27 The Company or its subsidiaries (including affiliates of the Company) shall not provide any financial assistance by gifts, advances, guarantee, **borrowings** and other forms **for** any persons **to obtain the shares of the Company or its parent company, except for the implementation of the employee stock ownership plan of the Company**. **In the interests of the Company, by a resolution of the shareholders' meeting or a resolution of the Board in accordance with the Articles of Association or the authorization of the shareholders' meeting, the Company may provide financial assistance for other persons to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed ten percent (10%) of the total issued share capital. Resolutions of the Board shall be passed by more than two-thirds of all the directors.** **Where the Company or its subsidiaries (including affiliates of the Company) engage in any act described in this article, it/they shall comply with the provisions of laws, administrative regulations, the requirements of the CSRC and the stock exchange on which the shares of the Company are listed.**

Original articles before the amendments	Articles after the amendments
Article 28 In light of the demands of operation and business development and based on laws and regulations, after obtaining ~~separate~~ resolutions of the ~~general~~ meeting, the Company may increase its capital through the following ways: (1) public offering of shares; (2) non-public offering of shares; (3) offer of bonus shares to existing shareholders; (4) conversion of common reserve fund into share capital; (5) other methods stipulated by laws and administrative regulations and approved by the securities regulatory authority under the State Council. …	Article 28 In light of the demands of operation and business development and based on laws and regulations, after obtaining resolutions of the **shareholders'** meeting, the Company may increase its capital through the following ways: (1) offering of shares **to unspecified targets**; (2) offering of shares **to specified targets**; (3) offer of bonus shares to existing shareholders; (4) conversion of common reserve fund into share capital; (5) other methods stipulated by laws and administrative regulations and **the CSRC**. …

Original articles before the amendments	Articles after the amendments
Article 30 … (4) Shareholders object to resolutions passed at the ~~general~~ meeting concerning merger or split-up of the Company, requiring the Company to buy its shares; …	Article 30 … (4) Shareholders object to resolutions passed at the **shareholders'** meeting concerning merger or split-up of the Company, requiring the Company to buy its shares; …
Article 31 The Company may purchase its shares through public and centralized transaction, or other ways approved by the law, administrative regulations, and the CSRC. Where the Company purchases its own shares, it shall perform the information disclosure obligation in accordance with the Securities Law and relevant provisions of the securities regulatory authorities at the location where the securities of the Company are listed. Where the Company purchases its own shares under any of the circumstances as mentioned in items (3), (5) and (6) under Article 30 of the Articles of Association, it shall be carried out through open and centralized transaction.	Article 31 The Company may purchase its shares through public and centralized transaction, or other ways approved by the law, administrative regulations, and the CSRC. Where the Company purchases its own shares, it shall perform the information disclosure obligation in accordance with the Securities Law and relevant provisions of the securities regulatory authorities at the location where the securities of the Company are listed. Where the Company purchases its own shares under any of the circumstances as mentioned in items (3), (5) and (6) **of the first paragraph** under Article 30 of the Articles of Association, it shall be carried out through open and centralized transaction.

Original articles before the amendments	Articles after the amendments
Article 32 Where the Company needs to purchase its own shares for any of the reasons as mentioned in items (1) and (2) under Article 30 of the Articles of Association, it shall be subject to a resolution of the ~~general~~ meeting. Where the Company needs to purchase its own shares under any of the circumstances as mentioned in Items (3), (5) and (6) under Article 30 of the Articles of Association, it shall be approved by way of a resolution at the Board meeting attended by more than two-thirds of the directors of the Company. After the Company purchases its own shares pursuant to Article 30, it shall, under the circumstance as mentioned in item (1), cancel the purchased shares within ten days after the purchase; while under either circumstance as mentioned in items (2) or (4), transfer or cancel them within six months; while under any of the circumstances as mentioned in items (3), (5) or (6), the aggregate number of shares of the Company held by itself shall not exceed 10% of its total shares in issue and the Company shall transfer or cancel them within three years. Where laws, administrative regulations, departmental rules, the listing rules of the stock exchanges on which the securities of the Company are listed provide otherwise in respect of the cancellation of shares, such provisions prevail.	Article 32 Where the Company needs to purchase its own shares **under** any of the **circumstances** as mentioned in items (1) and (2) **of the first paragraph** under Article 30 of the Articles of Association, it shall be subject to a resolution of the **shareholders'** meeting. Where the Company needs to purchase its own shares under any of the circumstances as mentioned in Items (3), (5) and (6) **of the first paragraph** under Article 30 of the Articles of Association, it shall be approved by way of a resolution at the Board meeting attended by more than two-thirds of the directors of the Company. After the Company purchases its own shares pursuant to **the first paragraph under** Article 30 **of the Articles of Association**, it shall, under the circumstance as mentioned in item (1), cancel the purchased shares within ten days after the purchase; while under either circumstance as mentioned in items (2) or (4), transfer or cancel them within six months; while under any of the circumstances as mentioned in items (3), (5) or (6), the aggregate number of shares of the Company held by itself shall not exceed 10% of its total **number of** shares in issue and the Company shall transfer or cancel them within three years. Where laws, administrative regulations, departmental rules, the listing rules of the stock exchanges on which the securities of the Company are listed provide otherwise in respect of the cancellation of shares, such provisions prevail.

Original articles before the amendments	Articles after the amendments
~~Article 33 In buying back shares through agreement outside the stock exchange, the Company shall seek prior approval at a general meeting in accordance with the Articles of Association. With prior approval at the general meeting in the same way, the Company may cancel or change the contract already concluded in the aforesaid way or waive any right under the contract.~~ ~~The share buyback contract mentioned in the preceding article includes (but is not limited to) agreement for undertaking share buyback obligations and obtaining share buyback rights~~ ~~The Company shall not transfer the share buyback contract or any right thereunder.~~ ~~The price of shares which the Company has the right to buy back or redeem and which are listed on the main board of the Hong Kong Stock Exchange shall not exceed a specific maximum price if the said shares are not bought back by public trading or offer; to buy back the shares by offer, the Company shall tender offer to all shareholders under the same conditions.~~	Deleted
~~Article 34 After buying back shares according to laws, the Company shall deregister the said shares before the deadline specified by the relevant laws and administrative regulations, and have the change of the registered capital registered with the original company registration authority.~~ ~~The total par value of the shares deregistered shall be deducted from the registered capital of the Company.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 35 Unless the Company is under liquidation, the Company shall observe the following regulations when buying back its outstanding shares:~~ ~~1. Where the Company buys back shares at par value, the payment shall be deducted from the book balance of distributable profit of the Company, or the proceeds from issue of new shares for buying back old shares;~~ ~~2. Where the Company buys back shares at a premium to its par value, payment up to the par value shall be deducted from the book balance of its distributable profits or from the proceeds of issue of new shares for buying back old shares. Payment of the portion in excess of par value shall be effected as follows:~~ ~~(1) Deducted from the book balance of distributable profit of the Company if the shares bought back were issued at par value;~~ ~~(2) Deducted from the book balance of distributable profit of the Company and the proceeds from issue of new shares for buying back old shares if the shares bought back were issued above par value; but the amount deducted from the proceeds from issue of new shares shall not exceed the total premium obtained at the time of issue of the shares bought back and shall not exceed the amount (including premium from issue of new shares) in the premium account (or capital reserve account) of the Company at the time of buyback.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~3. The Company shall make the following payment from the Company's distributable profits:~~ ~~(1) Acquiring the right to buy back its shares;~~ ~~(2) Changing the share buyback contract;~~ ~~(3) Cancelling its obligations under the share buyback contract.~~ ~~4. After the total par value of the shares deregistered is deducted from the registered capital of the Company pursuant to relevant regulations, the amount deducted from the distributable profit for paying the par value of the shares bought back shall be stated in the premium account (or capital reserve account) of the Company.~~ ~~If laws, regulations, regulatory documents and the securities regulatory authority at the location where the shares of the Company are listed have provisions on financial treatment relating to share buyback, such provisions shall prevail.~~	
Article 36 Save as otherwise specified by laws, administrative regulations, the Articles of Association and relevant provisions of the securities regulatory authority at the location where the shares of the Company are listed, the Company's shares may be transferred freely and shall not be subject to any lien. Transfer of the overseas-listed foreign shares (H shares) listed on the Hong Kong Stock Exchange shall be registered with a Hong Kong securities registry entrusted by the Company.	**Article 33** Save as otherwise specified by laws, administrative regulations, the Articles of Association and relevant provisions of the securities regulatory authority at the location where the shares of the Company are listed, the Company's shares may be transferred freely and shall not be subject to any lien. **The Company's shares shall be transferred in accordance with the laws.** Transfer of the overseas-listed foreign shares (H shares) listed on the Hong Kong Stock Exchange shall be registered with a Hong Kong securities registry entrusted by the Company.

Original articles before the amendments	Articles after the amendments
Article 38 The Company does not accept the shares of the Company as the subject matter of any pledge.	**Article 35** The Company does not accept the **shares** of the Company as the subject matter of any pledge.
Article 39 ~~The shares of the Company held by the promoters shall not be transferred within one year upon the incorporation of the Company.~~ The shares of the Company issued before the initial public offering shall not be transferred within one year since the listing and trading of the Company's shares on the stock exchange(s). The directors~~, supervisors~~ and senior management of the Company shall declare to the Company their holdings in the Company's shares and inform the same if there are any changes in their holdings subsequently. The shares transferred by them every year during their terms of office shall not exceed 25% of their holdings in the Company's shares. No transfer of their holdings in the Company's shares shall be made within one year after the Company's shares were listed for trading and within six months after they cease to hold their respective offices.	**Article 36** The shares of the Company issued before the initial public offering shall not be transferred within one year since the listing and trading of the Company's shares on the stock exchange(s). The directors and senior management of the Company shall declare to the Company their holdings in the Company's shares and inform the same if there are any changes in their holdings subsequently. The shares transferred by them every year during their terms of office **as determined at the time of taking office** shall not exceed 25% of their holdings in the Company's shares **of the same class**. No transfer of their holdings in the Company's shares shall be made within one year after the Company's shares were listed for trading and within six months after they cease to hold their respective offices. **Where laws, administrative regulations, the securities regulatory authorities of the place where the Company's shares are listed, or the stock exchanges on which the shares of the Company are listed impose other regulations on the transfer of the Company's shares held by shareholders, such regulations shall prevail.**

Original articles before the amendments	Articles after the amendments
Article 40 When shareholders holding more than 5% of the shares of the Company, directors~~,~~ ~~supervisors~~ or senior management of the Company sell their shares or other securities with the nature of equity within six months from the acquisition of such shares or securities, or purchase shares or securities within six months from the disposal of such shares or securities, the Board of the Company shall repatriate any profits derived from such dealings and the profits derived shall be vested in the Company. However, it shall not be applicable to any sale of shares by securities companies holding over 5% of the shares of the Company as a result of acquiring the remaining shares pursuant to underwriting arrangement, and other circumstances as stipulated by the CSRC. For the purpose of the preceding paragraph, shares or other securities with the nature of equity held by directors, ~~supervisors,~~ senior management and natural person shareholders include those held by their spouse, parents, and children and held under accounts opened by others. …	**Article 37** When shareholders holding more than 5% of the shares of the Company, directors or senior management of the Company sell their shares or other securities with the nature of equity within six months from the acquisition of such shares or securities, or purchase shares or securities within six months from the disposal of such shares or securities, the Board of the Company shall repatriate any profits derived from such dealings and the profits derived shall be vested in the Company. However, it shall not be applicable to any sale of shares by securities companies holding over 5% of the shares of the Company as a result of acquiring the remaining shares pursuant to underwriting arrangement, and other circumstances as stipulated by the CSRC. For the purpose of the preceding paragraph, shares or other securities with the nature of equity held by directors, senior management and natural person shareholders include those held by their spouse, parents, and children and held under accounts opened by others. …

Original articles before the amendments	Articles after the amendments
~~Section 4 Financial Assistance to Purchase Shares of the Company~~	Deleted
~~Article 41 The Company or its subsidiaries shall not at any time or in any form provide any financial assistance to purchasers or potential purchasers of the Company's shares. The aforesaid purchasers include persons directly or indirectly undertaking obligations because of purchase of shares.~~ ~~The Company or its subsidiaries shall not at any time or in any form provide financial assistance to the aforesaid obligors for reducing or exempting their obligations.~~ ~~This article shall not apply to the cases described in Article 43 hereof.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 42 Financial assistance as referred to in the Articles of Association includes (but not limited to) the following methods:~~ ~~(1) gift;~~ ~~(2) guarantee (including the case where the guarantor undertakes liability or provides property to ensure fulfillment of obligations by the obligor), compensation (excluding compensation for the Company's own error), termination or waiver of rights;~~ ~~(3) provision of loan or conclusion of contract under which the Company fulfils obligations prior to other parties, change of the said loan and the parties to the contract, and transfer of the said loan and rights under the contract;~~ ~~(4) provision of any other form of financial assistance when the Company is insolvent, has no net assets or its net assets are likely to decrease significantly.~~ ~~Obligations as referred to herein include the obligations undertaken by the obligor for concluding a contract or making an arrangement (regardless whether the said contract or arrangement is enforceable or whether it is undertaken by the obligor alone or jointly with others) or for changing his financial position in any form.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 43 The following acts are not deemed as acts prohibited in Article 41 of the Articles of Association:~~ ~~(1) The Company provides the relevant financial assistance for the interest of the Company in good faith and the said financial assistance is not mainly intended to buy back the Company's shares or the said financial assistance is part of a general plan of the Company;~~ ~~(2) The Company distributes its properties as dividends according to law;~~ ~~(3) The Company distributes shares as dividends;~~ ~~(4) The Company decreases the registered capital, buys back shares and adjusts the equity structure in accordance with the Articles of Association;~~ ~~(5) The Company, within its business scope, provides loan for its normal business operations (but such financial assistance shall not give rise to a decrease of the net assets of the Company, or despite a decrease, such financial assistance is deducted from the distributable profit of the Company);~~ ~~(6) The Company provides loan for the employee stock ownership plan (but such financial assistance shall not give rise to a decrease of the net assets of the Company, or despite a decrease, such financial assistance is deducted from the distributable profit of the Company).~~	Deleted

Original articles before the amendments	Articles after the amendments
Section 5 Shares and Register of Shareholders	**Section 4** Shares and Register of Shareholders
Article 44 The shares of the Company shall be registered shares. The shares of the Company shall state the details as prescribed under the Company Law. In addition to this, they shall also include other details that are required to be stated by the stock exchange on which these shares are listed. ~~If the share capital of the Company includes the non-voting shares, the names of those shares shall be stamped with "Non-voting". If the share capital includes the shares with different voting rights, the names of each type of shares (excluding the shares carrying the most preferential voting rights) shall be stamped with "restricted voting right" or "limited voting right".~~ Overseas listed foreign shares issued by the Company may take the form of depository receipts or other derivatives of share certificates in accordance with the law and the practices of securities registration and depository in the place of listing.	**Article 38** The shares of the Company shall be registered shares. The shares of the Company shall state the details as prescribed under the Company Law. In addition to this, they shall also include other details that are required to be stated by the stock exchange**s** on which these shares are listed. Overseas listed foreign shares issued by the Company may take the form of depository receipts or other derivatives of share certificates in accordance with the law and the practices of securities registration and depository in the place of listing.

Original articles before the amendments	Articles after the amendments
Article 47 … The register of shareholders shall be sufficient evidence substantiating that the shareholders hold the shares of the Company, unless there is evidence to the contrary.	**Article 40** … **The Company shall keep a register of shareholders according to the proof provided by the securities registration and clearing authority.** The register of shareholders shall be sufficient evidence substantiating that the shareholders hold the shares of the Company, unless there is evidence to the contrary.
Article 49 The Company shall keep a complete register of shareholders. …	**Article 42** The Company shall keep a complete register of shareholders **for shareholders' inspection**. …
Article 51 The registration of changes in register of shareholders resulting from transfer of shares prior to a general meeting shall comply with relevant laws, administrative regulations, departmental regulations, normative documents and the requirements of the relevant stock exchange or regulators of the place where the Company's shares are listed. No changes shall be made in the registration in the register of shareholders as a result of the transfer of shares within five days prior to the base date on which the Company decides to distribute dividends. Other requirements of the securities regulatory authorities of the locality where the Company's shares are listed shall prevail.	**Article 44 If relevant laws, administrative regulations, departmental regulations, normative documents and the requirements of the relevant stock exchange or regulators of the place where the Company's shares are listed stipulate on the period of closure of the register of shareholders of the Company prior to a shareholders' meeting or prior to the base date on which the Company decides to distribute dividends, such provisions shall prevail.**

Original articles before the amendments	Articles after the amendments
CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' ~~GENERAL~~ MEETINGS Section 1 Shareholders	CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' MEETINGS Section 1 **General Provisions of** Shareholders
Article 56 The shareholders of the Company shall be the persons who hold the shares of the Company in accordance with laws, and whose names are recorded in the register of shareholders. Shareholders shall be entitled to rights and undertake obligations according to the class of shares they hold; shareholders holding the same class of shares shall be entitled to equal rights and undertake the same obligations. … (4) in respect of the joint holders of any shares, only the joint holder who stands first on the register of shareholders has the right to take over the share certificates of the underlying shares from the Company, receive notices from the Company, attend shareholders' ~~general~~ meetings of the Company or exercise all voting rights of the underlying shares. Any notices served to the aforesaid person shall be deemed to have been served to all joint holders of the underlying shares.	**Article 49** The shareholders of the Company shall be the persons who hold the shares of the Company in accordance with laws, and whose names are recorded in the register of shareholders. Shareholders shall be entitled to rights and undertake obligations according to the **class** of shares they hold; shareholders holding the same **class** of shares shall be entitled to equal rights and undertake the same obligations. … (4) in respect of the joint holders of any shares, only the joint holder who stands first on the register of shareholders has the right to take over the share certificates of the underlying shares from the Company, receive notices from the Company, attend shareholders' meetings of the Company or exercise all voting rights of the underlying shares. Any notices served to the aforesaid person shall be deemed to have been served to all joint holders of the underlying shares.
Article 57 When the Company needs to confirm the identity of a shareholder for holding a shareholders' ~~general~~ meeting, distributing dividends, conducting liquidation and engaging in other acts, the Board of Directors or the convener of the shareholders' ~~general~~ meeting shall determine a record date. Shareholders registered in the register after the close of trading on the record date shall be entitled to the relevant rights.	**Article 50** When the Company needs to confirm the identity of a shareholder for holding a shareholders' meeting, distributing dividends, conducting liquidation and engaging in other acts, the Board of Directors or the convener of the shareholders' meeting shall determine a record date. Shareholders registered in the register after the close of trading on the record date shall be entitled to the relevant rights.

Original articles before the amendments	Articles after the amendments
Article 58 A shareholder holding ordinary shares of the Company shall be entitled to the following rights:	**Article 51** A shareholder holding ordinary shares of the Company shall be entitled to the following rights:
(1) receive dividends and benefit distributions in other forms according to the portion of shares he holds;	(1) receive dividends and benefit distributions in other forms according to the portion of shares he holds;
(2) make a request to, convene, preside over and attend or appoint a proxy to attend a shareholders' ~~general~~ meeting, and exercise the corresponding voting rights in accordance with the law;	(2) make a request to **call,** convene, preside over and attend or appoint a proxy to attend a shareholders' meeting, and exercise the corresponding voting rights in accordance with the law;
(3) carry out supervision of the Company's operations, and make recommendations or raise questions;	(3) carry out supervision of the Company's operations, and make recommendations or raise questions;
(4) transfer, grant or pledge the shares he holds in accordance with the laws, administrative regulations, normative documents, relevant rules of the securities regulatory authority where the shares are listed and the provisions hereof;	(4) transfer, grant or pledge the shares he holds in accordance with the laws, administrative regulations, normative documents, relevant rules of the securities regulatory authority where the shares are listed and the provisions hereof;
(5) inspect the Articles of Association, register of shareholders, ~~counterfoils of corporate bonds,~~ minutes of shareholders' ~~general~~ meetings, resolutions of the Board of Directors, ~~resolutions of the Board of Supervisors,~~ and disclosed financial and accounting reports;	(5) inspect **and copy** the Articles of Association, register of shareholders, minutes of shareholders' meetings, resolutions of the Board, and disclosed financial and accounting reports**, and (a shareholder who meets the relevant requirements may) inspect the Company's accounting books and vouchers**;
(6) during the termination or liquidation of the Company, participate in the distribution of surplus property of the Company according to the portion of shares he holds;	(6) during the termination or liquidation of the Company, participate in the distribution of surplus property of the Company according to the portion of shares he holds;

Original articles before the amendments	Articles after the amendments
(7) those shareholders who object to a resolution made at a shareholders' ~~general~~ meeting on the merger or division of the Company request that the Company purchase their shares; (8) other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.	(7) those shareholders who object to a resolution made at a shareholders' meeting on the merger or division of the Company request that the Company purchase their shares; (8) other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.
Article 59 In the event that a shareholder wants to access the relevant information as described in the preceding article, or to obtain information, he shall provide a written document to the Company proving the class and number of shares of the Company he holds. Such information shall be provided to the shareholder at his request after the Company verifies the identity of the shareholder. …	**Article 52 Shareholders who request to inspect and copy relevant materials of the Company shall abide by the Company Law, the Securities Law and other laws and administrative regulations. Shareholders shall submit a written application to the Company stating the purpose of the request, and shall provide documentation certifying the class and number of the Company's shares they hold. Upon verifying shareholder's identity, the Company shall notify the shareholder to inspect and copy the relevant materials at a location designated by the Company. The shareholder shall sign a confidential agreement or letter of confidentiality undertaking as required by the Company.** …

Original articles before the amendments	Articles after the amendments
Article 60 In the event that the particulars of a resolution passed at a shareholders' ~~general~~ meeting or a Board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to request a people's court to declare the resolution invalid. In the event that the procedures for convening a shareholders' ~~general~~ meeting or a Board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to request a people's court to revoke the resolution within sixty days from the date of the resolution.	**Article 53** In the event that the particulars of a resolution passed at a shareholders' meeting or a Board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to request a people's court to declare the resolution invalid invalid. In the event that the procedures for convening a shareholders' meeting or a Board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to request a people's court to revoke the resolution within sixty days from the date of the resolution. **However, this shall not apply when there are only minor defects in the convening procedures or voting method of the shareholders' meeting or Board meeting that do not materially affect the resolution.** **Where the Board, shareholders and other relevant parties dispute the validity of a resolution passed at the shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling such as a revocation of the resolution, the relevant parties shall execute the resolution of the shareholders' meeting. The Company, directors and senior management shall diligently perform their duties to ensure the normal operations of the Company.**

Original articles before the amendments	Articles after the amendments
	Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, requirements of the CSRC and the stock exchange, fully explain the impact, and actively co-operate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.
	Article 54 Resolutions of the shareholders' meeting or Board meeting of the Company shall not be valid under any of the following circumstances: **(I) no shareholders' meetings or Board meetings has been convened to pass a resolution;** **(II) the resolution is not voted on at the shareholders' meeting or Board meeting;** **(III) the number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;** **(IV) the number of persons agreeing to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.**

Original articles before the amendments	Articles after the amendments
Article 61 In the event that a director or a senior management officer violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly hold more than one percent of voting shares of the Company for one hundred and eighty consecutive days or more shall have the right to request in writing that the Board of Supervisors brings legal action before a people's court. In the event that the Board of Supervisors violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, shareholders may request in writing that the Board of Directors bring legal action before a people's court. In the event that the Board of Supervisors or the Board of Directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within thirty days of receiving such a request, or if any emergency situation arises where not taking immediate legal action would cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a people's court in their own names for the interests of the Company. In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a people's court in accordance with the provisions of the preceding two paragraphs.	**Article 55** In the event that a director or a senior management officer**, other than members of the audit committee of the Board (the "Audit Committee")** violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or **collectively** hold more than one percent of voting shares of the Company for one hundred and eighty consecutive days or more shall have the right to request in writing that the **Audit Committee** brings legal action before a people's court. In the event that **a member of the Audit Committee** violates laws, administrative regulations or the Articles of Association when executing **his/her** duties for the Company, thus causing losses to the Company, **the aforesaid** shareholders may request in writing that the Board bring legal action before a people's court. In the event that the **Audit Committee** or the Board refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within thirty days of receiving such a request, or if any emergency situation arises where not taking immediate legal action would cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a people's court in their own names for the interests of the Company. In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a people's court in accordance with the provisions of the preceding two paragraphs.

Original articles before the amendments	Articles after the amendments
	Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by directors, supervisors and senior management of a wholly-owned subsidiary of the Company in the course of performing their duties, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, shareholders individually or jointly holding 1% or more of the shares of the Company for one hundred and eighty consecutive days or more may request in writing the board of supervisors or the board of directors of the wholly-owned subsidiary to initiate legal action in the people's court or directly initiate legal action in the people's court in its own name in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law. **If the Company's wholly-owned subsidiary has not established the board of supervisors or any supervisor, but has established an audit committee of the board, the matter shall be dealt with in accordance with the first and second paragraphs of this article.**

Original articles before the amendments	Articles after the amendments
Article 63 Ordinary shareholders of the Company shall undertake the following obligations: (1) comply with laws, administrative regulations and the Articles of Association; (2) pay equity capital according to the shares he has subscribed to and the method of equity capital injection; (3) not withdraw equity shares unless provided by laws, regulations ~~and the Articles of Association~~; (4) not abuse the rights of a shareholder to prejudice the interests of the Company or other shareholders; nor abuse the Company's independent status of legal person and shareholders' limited liability to prejudice the interests of the Company's creditors; ~~In the event that a shareholder abuses his rights, thus causing losses to the Company or other shareholders, he shall be liable for compensation in accordance with the laws.~~ ~~In the event that a shareholder of the Company abuses the Company's independent status of legal person and shareholders' limited liability to evade debts, thus seriously prejudicing the interests of the Company's creditors, he shall be jointly and severally liable for the Company's debts.~~	**Article 57** Ordinary shareholders of the Company shall undertake the following obligations: (1) comply with laws, administrative regulations and the Articles of Association; (2) pay equity capital according to the shares he has subscribed to and the method of equity capital injection; (3) not withdraw equity **capital** unless provided by laws and regulations; (4) not abuse the rights of a shareholder to prejudice the interests of the Company or other shareholders; nor abuse the Company's independent status of legal person and shareholders' limited liability to prejudice the interests of the Company's creditors;

Original articles before the amendments	Articles after the amendments
(5) other obligations to be undertaken as prescribed by laws, administrative regulations and the Articles of Association. Except the conditions agreed by a subscriber for shares during the subscription, shareholders shall not be liable for any subsequent contribution of additional share capital.	(5) other obligations to be undertaken as prescribed by laws, administrative regulations and the Articles of Association. Except the conditions agreed by a subscriber for shares during the subscription, shareholders shall not be liable for any subsequent contribution of additional share capital.
	Article 58 Where any shareholder of the Company abuses the shareholders' rights and incur losses to the Company or other shareholders, such shareholder shall be legally liable for compensation. Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders to evade debt repayment, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the Company's debts.
	Section 2 Controlling Shareholders and De Facto Controller
	Article 59 The controlling shareholder and the de facto controller of the Company shall exercise their rights and fulfill their obligations in accordance with the laws, administrative regulations, the regulations of the CSRC and the stock exchange, in order to safeguard the interests of the listed company.
~~Article 64 In the event that a shareholder holding more than five percent of the voting shares of the Company pledges the shares he holds, he shall report to the Company in writing on the date of making the pledge.~~	Deleted

Original articles before the amendments	Articles after the amendments
Article 65 The controlling shareholders and de facto controllers of the Company shall not prejudice the Company's interests by taking advantage of their connected relationships. They shall be liable for compensation for losses caused to the Company as a result of their violation. The controlling shareholders and de facto controllers of the Company shall have an obligation of good faith towards the Company and public shareholders. The controlling shareholders shall exercise the rights of an investor in strict compliance with the law. They may not prejudice the legitimate rights and interests of the Company and public shareholders by means of the distribution of profits, restructuring of assets, foreign investment, appropriation of funds, loan guarantees and other means, and they may not prejudice the interests of the Company and public shareholders by taking advantage of their controlling position. A director~~, supervisor~~ or senior management officer of the Company shall be obliged to protect the Company's funds from being occupied by the controlling shareholders. In the event that a director or senior management officer assists in or connives at the Company's assets being occupied by the controlling shareholders and their affiliates, the Board shall, depending on the severity of the situation, impose disciplinary action on those directly responsible and dismiss directors who bear significant responsibility. The Board shall establish a "Occupying Equals Freezing" mechanism for shares held by the substantial shareholders, meaning that a judiciary freeze shall be applied immediately in the event that the controlling shareholder is found to be embezzling the Company's assets, and if he is unable to settle in cash, he shall repay the embezzled assets by realizing the equity interest.	**Article 60 Controlling shareholders and de facto controller of the Company shall comply with the following provisions:** **(1) exercise their rights as shareholders in accordance with the law and not abuse their control or use their connected relationship to prejudice the legitimate interests of the Company or other shareholders;** **(2) strictly fulfil their public statements and various undertakings and not change or waive such statements and undertakings without authorization;** **(3) fulfil their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are intended to occur;** **(4) not appropriate the Company's funds in any way;** **(5) not order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;** **(6) not make use of the Company's undisclosed material information to gain benefits, nor disclose in any way undisclosed material information relating to the Company, nor engage in insider trading, short-term trading, market manipulation or other illegal and unlawful acts;**

Original articles before the amendments	Articles after the amendments
	(7) not prejudice the legitimate interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or any other means; **(8) ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not affect the independence of the Company in any way;** **(9) comply with laws, administrative regulations, provisions of the CSRC, business rules of stock exchanges and other requirements of the Articles of Association.** **The provisions regarding the fiduciary duties and duties of diligence of directors as contained in the Articles of Association shall apply to the controlling shareholder and the de facto controller of the Company who do not serve as directors but actually carry out the Company's affairs.** **Where a controlling shareholder or de facto controller of the Company instructs a director or senior management officer to engage in acts detrimental to the interests of the Company or its shareholders, he/she shall bear joint and several liability with the director or senior management officer.**

Original articles before the amendments	Articles after the amendments
	A director or senior management officer of the Company shall be obliged to protect the Company's funds from being occupied by the controlling shareholders. In the event that a director or senior management officer assists in or connives at the Company's assets being occupied by the controlling shareholders and their affiliates, the Board shall, depending on the severity of the situation, impose disciplinary action on those directly responsible and dismiss directors who bear significant responsibility. The Board shall establish a "Occupying Equals Freezing" mechanism for shares held by the substantial shareholders, meaning that a judiciary freeze shall be applied immediately in the event that the controlling shareholder is found to be embezzling the Company's assets, and if he is unable to settle in cash, he shall repay the embezzled assets by realizing the equity interest.

Original articles before the amendments	Articles after the amendments
~~Article 66 In addition the obligations required under laws, administrative regulations or the listing rules of the stock exchange on which the shares of the Company are listed, the controlling shareholders, in the exercise of their powers, may not make any decision on the following issues to jeopardize the interests of all or some of shareholders as a result of exercising their rights to vote:~~ ~~(1) removing a director or a supervisor to reflect, in good faith, the responsibility of doing so in the best interests of the Company as a starting point;~~ ~~(2) approving a director or a supervisor (for his own or others' benefits) of depriving the property of the Company in any way, including (but not limited to) any opportunity beneficial to the Company;~~ ~~(3) approving a director or a supervisor (for his own or others' benefits) of depriving the personal rights and interests of other shareholders, including (but not limited to) any distribution rights and voting rights, but excluding corporate restructuring submitted to a shareholders' general meeting for approval in accordance herewith.~~	Deleted
	Article 61 Where a controlling shareholder or de facto controller pledges the shares of the Company that he/she holds or effectively controls, he/she shall maintain the stability of the Company's control and its production and operations.

Original articles before the amendments	Articles after the amendments
	Article 62 Where a controlling shareholder or de facto controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares set out in laws, administrative regulations, the regulations of the CSRC and the stock exchange, as well as his/her undertakings in respect of restrictions on the transfer of shares.
~~Article 67 "Controlling shareholder" referred to in the previous article shall mean a shareholder who meets any of the following conditions:~~ ~~(1) such person may, individually or acting in concert with others, elect more than half of the directors;~~ ~~(2) such person may, individually or acting in concert with others, exercise more than thirty percent (inclusive) of the voting rights or may control the exercise more than thirty percent (inclusive) of the voting rights of the Company;~~ ~~(3) such person, individually or acting in concert with others, holds more than thirty percent (inclusive) of the shares of the Company;~~ ~~(4) such person, individually or acting in concert with others, has de facto control over the Company by other means.~~	Deleted
Section 2 General Rules of Shareholders' ~~General~~ Meetings	**Section 3** General Rules of Shareholders' Meetings

Original articles before the amendments	Articles after the amendments
Article 68 The shareholders' ~~general~~ meeting shall be the Company's authority and shall exercise the following duties and powers: ~~(1) decide on the Company's business policies and investment plans;~~ (2) elect and replace directors ~~and supervisors from non-employees' representatives~~, and decide on the remuneration of directors ~~and supervisors~~; (3) consider and approve the report of the Board of Directors; ~~(4) consider and approve the report of the Board of Supervisors;~~ ~~(5) consider and approve the Company's annual budget and final accounts proposals;~~ (6) consider and approve the Company's profit distribution plan and loss recovery plan; (7) make a resolution on the increase or decrease of the registered capital of the Company; (8) make a resolution on the issuance of corporate bonds; (9) make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the form of the Company; (10) amend the Articles of Association; (11) make a resolution on the Company's engagement or dismissal of an accounting firm;	**Article 63 The shareholders' meeting of the Company is composed of all shareholders.** The shareholders' meeting shall be the Company's authority and shall exercise the following duties and powers: **(1)** elect and replace directors, and decide on the remuneration of directors; **(2)** consider and approve the report of the Board of Directors; **(3)** consider and approve the Company's profit distribution plan and loss recovery plan; **(4)** make a resolution on the increase or decrease of the registered capital of the Company; **(5)** make a resolution on the issuance of corporate bonds; **(6)** make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the form of the Company; **(7)** amend the Articles of Association; **(8)** make a resolution on the Company's engagement or dismissal of an accounting firm **undertaking audit services of the Company**; **(9)** consider and approve the guarantees prescribed in Article **64** hereof; **(10)** consider the Company's purchase or sale of major assets within one year in excess of thirty percent of the Company's latest audited total assets;

Original articles before the amendments	Articles after the amendments
(12) consider and approve the guarantees prescribed in Article 69 hereof; (13) consider the Company's purchase or sale of major assets within one year in excess of thirty percent of the Company's latest audited total assets; (14) consider and approve changes in the use of proceeds; (15) consider an equity incentive plan and employee shareholding plan; (16) consider other matters on which resolutions shall be made by a shareholders' ~~general~~ meeting as required by laws, administrative regulations, departmental rules, the securities regulatory authority of the location where the Company's shares are listed or the Articles of Association.	**(11)** consider and approve changes in the use of proceeds; **(12)** consider an equity incentive plan and employee shareholding plan; **(13)** consider other matters on which resolutions shall be made by a shareholders' meeting as required by laws, administrative regulations, departmental rules, the securities regulatory authority of the location where the Company's shares are listed or the Articles of Association. **The shareholders' meeting may authorize the Board to make a resolution on the issuance of corporate bonds.** **Shares and corporate bonds convertible into shares of the Company may be issued by a resolution of the shareholders' meeting or by a resolution of the Board as authorized by the Articles of Association or the shareholders' meeting, the specific implementation of which shall comply with the laws, administrative regulations, the requirements of the CSRC and the securities regulatory authority of the location where the Company's shares are listed.**

Original articles before the amendments	Articles after the amendments
Article 69 The following external guarantees by the Company shall be considered and approved by a shareholders' ~~general~~ meeting.	**Article 64** The following external guarantees by the Company shall be considered and approved by a shareholders' meeting**:**
(1) any guarantee provided after the total amount of external guarantees by the Company and its holding subsidiaries exceed fifty percent of the latest audited net assets;	(1) any guarantee provided after the total amount of external guarantees by the Company and its holding subsidiaries exceed fifty percent of the latest audited net assets;
(2) any guarantee provided after the total amount of external guarantees by the Company ~~meet or~~ exceed thirty percent of the latest audited total assets;	(2) any guarantee provided after the total amount of external guarantees by the Company exceed thirty percent of the latest audited total assets;
(3) any guarantee provided by the Company where the amount of guarantees within one year exceeds thirty percent of the latest audited total assets of the Company;	(3) any guarantee provided by the Company to **others** where the amount of guarantees within one year exceeds thirty percent of the latest audited total assets of the Company;
(4) any guarantee provided for a target party whose asset-liability ratio is over seventy percent;	(4) any guarantee provided for a target party whose asset-liability ratio is over seventy percent;
(5) any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets;	(5) any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets;
(6) any guarantee provided to shareholders, de facto controllers and their connected parties;	(6) any guarantee provided to shareholders, de facto controllers and their connected parties;
(7) other external guarantees that shall be considered by a shareholders' ~~general~~ meeting as required by the relevant laws, administrative regulations, normative documents or Shanghai Stock Exchange or Hong Kong Stock Exchange.	(7) other external guarantees that shall be considered by a shareholders' meeting as required by the relevant laws, administrative regulations, normative documents or Shanghai Stock Exchange or Hong Kong Stock Exchange.

Original articles before the amendments	Articles after the amendments
When any guarantee as described in item (3) in the preceding paragraph is considered at the shareholders' ~~general~~ meeting of the Company, it shall be approved by shareholders representing more than 2/3 of the voting rights of the shareholders in presence. …	When any guarantee as described in item (3) in the preceding paragraph is considered at the shareholders' meeting of the Company, it shall be approved by shareholders representing more than 2/3 of the voting rights of the shareholders in presence. …
Article 70 Shareholders' ~~general~~ meetings include annual ~~general~~ meeting and extraordinary ~~general~~ meeting. An annual ~~general~~ meeting shall be convened once each year, and held within six months after the end of the previous fiscal year. The Company shall convene an extraordinary ~~general~~ meeting within two months from the occurrence of any of the following events: (1) the number of directors is below the required quorum as prescribed in the Company Law or is less than two-thirds of the required quorum (i.e. six) hereunder; (2) the losses not yet made up by the Company account for one-third of the total ~~paid-up~~ share capital; (3) the shareholders individually or jointly holding more than ten percent of total shares of the Company make a request; (4) the Board of Directors considers it necessary; (5) the Board of Supervisors proposes convening the meeting; (6) other cases as required by laws, administrative regulations, departmental rules or the Articles of Association.	**Article 65** Shareholders' meetings include annual **shareholders'** meeting and extraordinary **shareholders'** meeting. An annual **shareholders'** meeting shall be convened once each year, and held within six months after the end of the previous fiscal year. **Article 66** The Company shall convene an extraordinary **shareholders'** meeting within two months from the occurrence of any of the following events: (1) the number of directors is below the required quorum as prescribed in the Company Law or is less than **two-thirds** of the required quorum (i.e. **eight**) hereunder; (2) the losses not yet made up by the Company account for **one-third** of the total share capital; (3) the shareholders individually or jointly holding more than ten percent of total shares of the Company make a request; (4) the Board of Directors considers it necessary; (5) the **Audit Committee** proposes convening the meeting; (6) other cases as required by laws, administrative regulations, departmental rules or the Articles of Association.

Original articles before the amendments	Articles after the amendments
Article 71 A shareholders' ~~general~~ meeting of the Company shall be convened at ~~the Conference room of the Company,~~ Fuyao Industrial Village, Fuqing City, Fujian Province, or other locations stated in the notice of the shareholders' ~~general~~ meeting. A venue shall be available for a shareholders' ~~general~~ meeting which shall be held as an on-site meeting. The Company shall also provide a network voting to facilitate the attendance of holders ~~of A shares~~ at the shareholders' ~~general~~ meeting. ~~Shareholders attending a shareholders' general meeting in the above methods shall be deemed being present at the meeting.~~	**Article 67** A shareholders' meeting of the Company shall be convened at **the registered address** of the Company (Fuyao Industrial Village, Fuqing City, Fujian Province) or other locations stated in the notice of the shareholders' meeting. A venue shall be available for a shareholders' meeting which shall be held as an on-site meeting. The Company **shall also adopt secure, economical and convenient network and other means** to facilitate **shareholders' participation as well as their ability to speak and vote** at the shareholders' meetings.
Article 72 When the Company holds a shareholders' ~~general~~ meeting, a lawyer shall be engaged to present a legal opinion on the following matters and make an announcement: (1) whether or not the procedures for convening and holding the meeting are in compliance with laws, administrative regulations and the Articles of Association; …	**Article 68** When the Company holds a shareholders' meeting, a lawyer shall be engaged to present a legal opinion on the following matters and make an announcement: (1) whether or not the procedures for convening and holding the meeting are in compliance with **the requirements of** laws, administrative regulations and the Articles of Association; …
Section 3 Convening of Shareholders' ~~General~~ Meeting	**Section 4** Convening of Shareholders' Meeting

Original articles before the amendments	Articles after the amendments
Article 73 Independent directors shall have the right to propose to the Board of Directors the convening of an extraordinary ~~general~~ meeting. With respect to this proposal, the Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary ~~general~~ meeting. In the event that the Board of Directors agrees to convene the extraordinary ~~general~~ meeting, it shall issue a notice of convening a shareholders' ~~general~~ meeting within five days of making a resolution. In the event that the Board of Directors does not agree to convene the extraordinary ~~general~~ meeting, it shall explain the reasons and make an announcement.	**Article 69 The Board shall convene the shareholders' meeting on time within the prescribed time limit.** **As approved by a majority of all independent directors, i**ndependent directors shall have the right to propose to the Board of Directors the convening of an extraordinary **shareholders'** meeting. With respect to this proposal, the Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary **shareholders'** meeting. In the event that the Board of Directors agrees to convene the extraordinary **shareholders'** meeting, it shall issue a notice of convening a shareholders' meeting within five days of making a resolution. In the event that the Board of Directors does not agree to convene the extraordinary **shareholders'** meeting, it shall explain the reasons and make an announcement.

Original articles before the amendments	Articles after the amendments
Article 74 The Board of Supervisors shall ~~have the right to~~ propose to the Board of Directors the convening of an extraordinary ~~general~~ meeting and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary ~~general~~ meeting. In the event that the Board of Directors agrees to convene the extraordinary ~~general~~ meeting, it shall issue a notice of convening a shareholders' ~~general~~ meeting within five days of making a resolution. Any changes in the original proposal in the notice shall be approved by the Board of Supervisors. In the event that the Board of Directors does not agree to convene the extraordinary ~~general~~ meeting or does not make any feedback within ten days of receiving the proposal, the Board of Directors shall be deemed as being unable to or as being not to perform the duty of convening the shareholders' ~~general~~ meeting. The Board of Supervisors may convene and preside over a meeting on their own.	**Article 70** The **Audit Committee** shall propose to the Board of Directors the convening of an extraordinary **shareholders'** meeting and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary **shareholders'** meeting. In the event that the Board of Directors agrees to convene the extraordinary **shareholders'** meeting, it shall issue a notice of convening a shareholders' **shareholders'** meeting within five days of making a resolution. Any changes in the original proposal in the notice shall be approved by the **Audit Committee**. In the event that the Board of Directors does not agree to convene the extraordinary **shareholders'** meeting or does not make any feedback within ten days of receiving the proposal, the Board of Directors shall be deemed as being unable to or as being not to perform the duty of convening the shareholders' **shareholders'** meeting. The **Audit Committee** may convene and preside over a meeting on their own.

Original articles before the amendments	Articles after the amendments
Article 75 Shareholders individually or jointly holding more than ten percent of shares of the Company shall ~~have the right to~~ request the Board of Director for convening an extraordinary ~~general~~ meeting, and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the request, on agreeing or disagreeing with convening the extraordinary ~~general~~ meeting.	**Article 71** Shareholders individually or jointly holding more than ten percent of shares of the Company shall request the Board of Director for convening an extraordinary **shareholders'** meeting, and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the request, on agreeing or disagreeing with convening the extraordinary **shareholders'** meeting.
In the event that the Board of Directors agrees to convene the extraordinary ~~general~~ meeting, it shall issue a notice of convening a shareholders' ~~general~~ meeting within five days of making a resolution. Any changes in the original request in the notice shall be approved by the relevant shareholders.	In the event that the Board of Directors agrees to convene the extraordinary **shareholders'** meeting, it shall issue a notice of convening a shareholders' meeting within five days of making a resolution. Any changes in the original request in the notice shall be approved by the relevant shareholders.
In the event that the Board of Directors does not agree to convene the extraordinary ~~general~~ meeting or does not make any feedback within ten days of receiving the request, shareholders individually or jointly holding more than ten percent of shares of the Company shall ~~have the right to~~ propose to the Board of Supervisors the convening of an extraordinary ~~general~~ meeting, and shall do so in writing.	In the event that the Board of Directors does not agree to convene the extraordinary **shareholders'** meeting or does not make any feedback within ten days of receiving the request, shareholders individually or jointly holding more than ten percent of shares of the Company shall propose to the **Audit Committee** the convening of an extraordinary **shareholders'** meeting, and shall do so in writing.
In the event that the Board of Supervisors agrees to convene the extraordinary ~~general~~ meeting, it shall issue a notice of convening a shareholders' ~~general~~ meeting within five days of receiving the request. Any changes in the original proposal in the notice shall be approved by the relevant shareholders.	In the event that the **Audit Committee** agrees to convene the extraordinary **shareholders'** meeting, it shall issue a notice of convening a shareholders' meeting within five days **upon** receiving the request. Any changes in the original proposal in the notice shall be approved by the relevant shareholders.

Original articles before the amendments	Articles after the amendments
In the event that the Board of Supervisors does not issue a notice of ~~general~~ meeting within the prescribed time limit, it shall be deemed as being not to convene and preside over the meeting. Shareholders who individually or jointly have been holding more than ten percent of shares of the Company for consecutive ninety days may convene and preside over a meeting on their own. In the event that the shareholders convene and hold their own meeting because the Board of Directors and the Board of Supervisors do not hold the meeting at the request above, the reasonable expenses incurred therefrom shall be borne by the Company~~, and deducted from the amount of the Company owed to delinquent directors~~.	In the event that the **Audit Committee** does not issue a notice of **shareholders'** meeting within the prescribed time limit, it shall be deemed as being not to convene and preside over the meeting. Shareholders who individually or jointly have been holding more than ten percent of shares of the Company for consecutive ninety days may convene and preside over a meeting on their own. In the event that the shareholders convene and hold their own meeting because the Board of Directors and the **Audit Committee** do not hold the meeting at the request above, the reasonable expenses incurred therefrom shall be borne by the Company.
Article 77 In the event that the Board of Supervisors or a shareholder decides to convene a shareholders' ~~general~~ meeting on its own, it or he shall notify the Board of Directors in writing and report the same to the Shanghai Stock Exchange for the record. Before making an announcement on a resolution made at the shareholders' ~~general~~ meeting, the percentage of shares held by the convening shareholders may not be less than ten percent. The Board of Supervisors or the convening shareholders shall submit relevant evidence to the Shanghai Stock Exchange when giving a notice of shareholders' ~~general~~ meeting and making an announcement on the resolutions made at such meeting.	**Article 73** In the event that the **Audit Committee** or a shareholder decides to convene a shareholders' meeting on its own, it or he shall notify the Board of Directors in writing and report the same to the Shanghai Stock Exchange for the record. The **Audit Committee** or the convening shareholders shall submit relevant evidence to the Shanghai Stock Exchange when giving a notice of shareholders' meeting and making an announcement on the resolutions made at such meeting. Before making an announcement on a resolution made at the shareholders' meeting, the percentage of shares held by the convening shareholders may not be less than ten percent.

Original articles before the amendments	Articles after the amendments
Article 78 The Board of Directors and the secretary to the Board of Directors shall cooperate with the Board of Supervisors or the shareholders in convening a shareholders' ~~general~~ meeting on it/their own. The Board of Directors will provide the register of shareholders as at the record date.	**Article 74** The Board of Directors and the secretary to the Board of Directors shall cooperate with the **Audit Committee** or the shareholders in convening a shareholders' meeting on it/their own. The Board of Directors will provide the register of shareholders as at the record date.
Article 79 The Company shall bear the expenses necessary for a shareholders' ~~general~~ meeting convened by the Board of Supervisors or the shareholders on it/their own~~, and deducted from the amount of the Company owed to delinquent directors~~.	**Article 75** The Company shall bear the expenses necessary for a shareholders' meeting convened by the **Audit Committee** or the shareholders on it/their own.
Section 4 Proposal and Notice of the Shareholders' ~~General~~ Meeting	**Section 5** Proposal and Notice of the Shareholders' Meeting
Article 80 The particulars of a proposal shall be part of the terms of reference of a shareholders' ~~general~~ meeting, containing clear issues and specific matters for resolutions, and being in compliance with laws, administrative regulations and relevant provisions hereof.	**Article 76** The particulars of a proposal shall be part of the terms of reference of a shareholders' meeting, containing clear issues and specific matters for resolutions, and being in compliance with laws, administrative regulations and relevant provisions hereof.

Original articles before the amendments	Articles after the amendments
Article 81 The Board of Directors, the Board of Supervisors and shareholders individually or jointly holding more than three percent of shares of the Company shall have the right to submit proposals to the Company on holding a shareholders' ~~general~~ meeting, and these proposals shall be submitted or served in writing. Shareholders individually or jointly holding more than three percent of shares of the Company may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the shareholders' ~~general~~ meeting or before the deadline of issuing a supplementary circular of shareholders' ~~general~~ meeting as required by the Hong Kong Listing Rules, whichever is earlier. The convenor shall issue a supplementary notice of shareholders' ~~general~~ meeting within two days of receiving the proposals to publish particulars of the provisional proposals, and shall submit the provisional proposals to the shareholders' ~~general~~ meeting for consideration. Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of shareholders' ~~general~~ meeting, or add new proposals after issuing an announcement on the notice of shareholders' ~~general~~ meeting. No voting may take place and no resolutions may be made at the shareholders' ~~general~~ meeting on proposals which are not set out in the notice of shareholders' ~~general~~ meeting or do not meet the requirements ~~of Article 80~~ hereof.	**Article 77** The Board of Directors, the **Audit Committee** and shareholders individually or jointly holding more than **one** percent of shares of the Company shall have the right to submit proposals to the Company on holding a shareholders' meeting, and these proposals shall be submitted or served in writing. Shareholders individually or jointly holding more than **one** percent of shares of the Company may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the shareholders' meeting or before the deadline of issuing a supplementary circular of shareholders' meeting as required by the Hong Kong Listing Rules, whichever is earlier. The convenor shall issue a supplementary notice of shareholders' meeting within two days of receiving the proposals to publish particulars of the provisional proposals, and shall submit the provisional proposals to the shareholders' meeting for consideration. **However, this does not apply if the provisional proposals are in violation of laws, administrative regulations or the provisions of the Articles of Association, or if they do not fall within the terms of reference of the shareholders' meeting.** Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of shareholders' meeting, or add new proposals after issuing an announcement on the notice of shareholders' meeting. No voting may take place and no resolutions may be made at the shareholders' meeting on proposals which are not set out in the notice of shareholders' meeting or do not meet the requirements hereof.

Original articles before the amendments	Articles after the amendments
Article 82 For an annual ~~general~~ meeting, the convenor will notify the shareholders by way of announcement twenty days prior to the meeting. For an extraordinary ~~general~~ meeting, the convenor will notify the shareholders by way of announcement fifteen days prior to the meeting. However, if laws, administrative regulations, departmental rules, normative documents and relevant stock exchanges or regulatory authorities in the place where the shares of the Company are listed have other requirements regarding the notice period for annual ~~general~~ meeting and/or extraordinary ~~general~~ meeting, those requirements shall prevail. The date on which the meeting is convened and held shall not be included when calculating the starting term.	**Article 78** For an annual **shareholders'** meeting, the convenor will notify the shareholders by way of announcement twenty days prior to the meeting. For an extraordinary **shareholders'** meeting, the convenor will notify the shareholders by way of announcement fifteen days prior to the meeting. However, if laws, administrative regulations, departmental rules, normative documents and relevant stock exchanges or regulatory authorities in the place where the shares of the Company are listed have other requirements regarding the notice period for annual **shareholders'** meeting and/or extraordinary **shareholders'** meeting, those requirements shall prevail. The date on which the meeting is convened and held shall not be included when calculating the starting term.
~~Article 83 Matters not stated in an announcement may not be decided at an extraordinary general meeting.~~	Deleted

Original articles before the amendments	Articles after the amendments
Article 84 A notice of shareholders' ~~general~~ meeting shall be made in writing and contain the following: (1) the time, place and duration of the meeting; (2) matters and proposals to be considered at the meeting; (3) it shall explain in clear text that all ordinary shareholders (including shareholders of preference shares with voting rights restored, if any) have rights to attend and vote at the shareholders' ~~general~~ meeting either in person or by proxy in writing, and that such proxy needs not be a shareholder of the Company; (4) the record date on which shareholders have the right to attend the shareholders' ~~general~~ meeting; (5) the names and telephone numbers of permanent contact persons for the affairs of the meeting; (6) the voting time and voting procedure for voting on the network or otherwise. Voting at the shareholders' ~~general~~ meeting on the network or otherwise shall commence not earlier than 3:00 pm on the day prior to an on-site shareholders' ~~general~~ meeting, and not later than 9:30 am on the day of the on-site shareholders' ~~general~~ meeting, and shall finish not earlier than 3:00 pm on the day of closing the on-site shareholders' ~~general~~ meeting. Once the record date is confirmed, no change may be made thereto.	**Article 79** A notice of shareholders' meeting shall be made in writing and contain the following: (1) the time, place and duration of the meeting; (2) matters and proposals to be considered at the meeting; (3) it shall explain in clear text that all ordinary shareholders (including shareholders of preference shares with voting rights restored, if any) have rights to attend and vote at the shareholders' meeting either in person or by proxy in writing, and that such proxy needs not be a shareholder of the Company; (4) the record date on which shareholders have the right to attend the shareholders' meeting; (5) the names and telephone numbers of permanent contact persons for the affairs of the meeting; (6) the voting time and voting procedure for voting on the network or otherwise. Voting at the shareholders' meeting on the network or otherwise shall commence not earlier than 3:00 pm on the day prior to an on-site shareholders' meeting, and not later than 9:30 am on the day of the on-site shareholders' meeting, and shall finish not earlier than 3:00 pm on the day of closing the on-site shareholders' meeting. Once the record date is confirmed, no change may be made thereto.

Original articles before the amendments	Articles after the amendments
Article 85 In the event that the election of directors ~~and supervisors~~ is to be discussed at a shareholders' ~~general~~ meeting, the notice of the shareholders' ~~general~~ meeting shall fully disclose details of candidates for the directors ~~and supervisors~~, and shall at least include the following particulars: (1) their educational background, work experience, part-time jobs and other personal details; (2) whether or not they have any connected relationship with the Company or its controlling shareholders and de facto controllers; (3) the ~~disclosed~~ number of shares of the Company they hold; (4) whether or not they have been penalized by the securities regulatory body under the State Council and other relevant departments, and disciplined by the stock exchange. In addition to adopting the cumulative voting system to elect directors ~~and supervisors~~, a single proposal on each of the candidates for directors ~~and supervisors~~ shall be submitted.	**Article 80** In the event that the election of directors is to be discussed at a shareholders' meeting, the notice of the shareholders' meeting shall fully disclose details of candidates for the directors, and shall at least include the following particulars: (1) their educational background, work experience, part-time jobs and other personal details; (2) whether or not they have any connected relationship with the Company or its controlling shareholders and de facto controllers; (3) the number of shares of the Company they hold; (4) whether or not they have been penalized by the **CSRC** and other relevant departments, and disciplined by the stock exchange. In addition to adopting the cumulative voting system to elect directors, a single proposal on each of the candidates for directors shall be submitted.

Original articles before the amendments	Articles after the amendments
Article 86 Unless otherwise prescribed by the Articles of Association, the notice of a ~~general~~ meeting ~~of shareholders~~ shall be served on shareholders (whether or not such shareholders are entitled to vote at the ~~general~~ meeting ~~of shareholders~~) by personal delivery or pre-paid mail to the address of the shareholders as shown in the register of shareholders. For the domestic shareholders, the notice of a ~~general~~ meeting ~~of shareholders~~ can also be served by means of public announcement. The aforesaid announcement shall be disclosed in one or more newspapers or on websites specified by the securities regulatory authority of the place where the Company's shares are listed. All holders of the domestic shares shall be deemed to have received the notice of the relevant ~~general~~ meeting upon the publication of such announcement. Subject to the laws, administrative regulations, normative documents and relevant requirements of the securities regulatory authority of the place where the Company's shares are listed and fulfilling relevant prescribed procedures, the Company can issue the notice of shareholders' ~~general~~ meeting to the holders of overseas listed foreign shares by publication on the website of the Company or those designated by Hong Kong Stock Exchange or otherwise permitted by Hong Kong Listing Rules and the Articles of Association in lieu of distributing the notice to the holders of overseas listed foreign shares by hand or by postage prepaid mail.	**Article 81** Unless otherwise prescribed by the Articles of Association, the notice of a **shareholders'** meeting shall be served on shareholders (whether or not such shareholders are entitled to vote at the **shareholders'** meeting) by personal delivery or pre-paid mail to the address of the shareholders as shown in the register of shareholders. For the domestic shareholders, the notice of a **shareholders'** meeting can also be served by means of public announcement. The aforesaid announcement shall be disclosed in one or more newspapers or on websites specified **or recognized** by the securities regulatory authority of the place where the Company's shares are listed. All holders of the domestic shares shall be deemed to have received the notice of the relevant **shareholders'** meeting upon the publication of such announcement. Subject to the laws, administrative regulations, normative documents and relevant requirements of the securities regulatory authority of the place where the Company's shares are listed and fulfilling relevant prescribed procedures, the Company can issue the notice of shareholders' meeting to the holders of overseas listed foreign shares by publication on the website of the Company or those designated by Hong Kong Stock Exchange or otherwise permitted by Hong Kong Listing Rules and the Articles of Association in lieu of distributing the notice to the holders of overseas listed foreign shares by hand or by postage prepaid mail.
~~Article 87 In the event that, due to accidental omission, the notice for meeting is not sent to any person entitled thereto or such person does not receive the notice, the meeting and any resolution made thereon shall still be effective.~~	Deleted

Original articles before the amendments	Articles after the amendments
Article 88 After a notice of shareholders' ~~general~~ meeting is given, the shareholders' ~~general~~ meeting shall not be postponed or canceled, and the proposals set out in the notice of shareholders' ~~general~~ meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.	**Article 82** After a notice of shareholders' meeting is given, the shareholders' meeting shall not be postponed or canceled, and the proposals set out in the notice of shareholders' meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.
Section 5 Holding ~~General~~ Meetings of Shareholders	Section 6 Holding **Shareholders' Meetings**
Article 89 The Board of Directors and other conveners of the Company shall take all necessary measures to ensure the normal order of the ~~general~~ meeting ~~of shareholders~~. Measures shall be taken to prevent any disturbance, provocation or nuisance to the order of the meeting and any acts infringing the lawful interests of the shareholders, and such matters shall be promptly reported to the relevant authorities.	**Article 83** The Board of Directors and other conveners of the Company shall take all necessary measures to ensure the normal order of the **shareholders'** meeting. Measures shall be taken to prevent any disturbance, provocation or nuisance to the order of the meeting and any acts infringing the lawful interests of the shareholders, and such matters shall be promptly reported to the relevant authorities.
Article 90 All shareholders recorded in the register on the record date or their proxy shall have the right to attend ~~general~~ meetings and exercise the rights to vote in accordance with the relevant law, regulations and the Articles of Association. A shareholder may attend a ~~general~~ meeting in person, and also may entrust his/her proxy(ies) to attend the meeting and vote on his/her behalf.	**Article 84** All shareholders, **including ordinary shareholders and holders of shares with special voting rights (if any)** recorded in the register on the record date or their proxy shall have the right to attend **shareholders'** meetings and exercise the rights to vote in accordance with the relevant law, regulations and the Articles of Association. A shareholder may attend a **shareholders'** meeting in person, and also may entrust his/her proxy(ies) to attend the meeting and vote on his/her behalf.

Original articles before the amendments	Articles after the amendments
Article 91 Any shareholder entitled to attend and vote at a ~~general~~ meeting of the Company shall be entitled to appoint one or more persons (who need not be a shareholder or shareholders) as his proxies to attend and vote on his behalf. The said proxy may exercise the following rights as authorized by the said shareholder: (1) To exercise the shareholder's right to speak at the ~~general~~ meeting; (2) To severally or jointly request to vote by ballot; (3) Unless otherwise stated in applicable rules governing the listing of securities or other laws and regulations on securities, to exercise the right to vote by a show of hand or ballot. Where there is more than one proxy, the said proxy shall only vote by ballot. If the shareholder is a Recognized Clearing House (or proxy thereof) as defined in relevant regulations formulated by Hong Kong from time to time, the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any ~~general~~ meeting or class general meeting; however, where more than one person is thus authorized, the power of attorney shall specify the numbers and classes of shares involved for each authorized persons. The power of attorney shall be signed by the authorized personnel of the Recognized Clearing House. The persons thus authorized may attend the meetings (without being required to present share certificate, notarized authorization and/or further evidence of due authorization) and exercise rights on behalf of the Recognized Clearing House (or proxy thereof), as if the said persons were the individual shareholders of the Company.	**Article 85** Any shareholder entitled to attend and vote at a **shareholders'** meeting of the Company shall be entitled to appoint one or more persons (who need not be a shareholder or shareholders) as his proxies to attend and vote on his behalf. The said proxy may exercise the following rights as authorized by the said shareholder: (1) To exercise the shareholder's right to speak at the **shareholders'** meeting; (2) To severally or jointly request to vote by ballot; (3) Unless otherwise stated in applicable rules governing the listing of securities or other laws and regulations on securities, to exercise the right to vote by a show of hand or ballot. Where there is more than one proxy, the said proxy shall only vote by ballot. If the shareholder is a Recognized Clearing House (or proxy thereof) as defined in relevant regulations formulated by Hong Kong from time to time, the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any **shareholders'** meeting or class general meeting; however, where more than one persons is thus authorized, the power of attorney shall specify the numbers and classes of shares involved for each authorized persons. The power of attorney shall be signed by the authorized personnel of the Recognized Clearing House. The persons thus authorized may attend the meetings (without being required to present share certificate, notarized authorization and/or further evidence of due authorization) and exercise rights **(including the rights to speak and vote)** on behalf of the Recognized Clearing House (or proxy thereof), as if the said persons were the individual shareholders of the Company.

Original articles before the amendments	Articles after the amendments
Article 92 …	**Article 86** …
An individual shareholder attending a meeting in person shall present his/her identity card or other valid identification documents; a proxy attending a meeting on behalf of an individual shareholder shall present his/her identity card and power of attorney of the shareholder.	An individual shareholder attending a meeting in person shall present his/her identity card or other valid identification documents; a proxy attending a meeting on behalf of an individual shareholder shall present his/her identity card and power of attorney of the shareholder.
For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and power of attorney issued by the legal representative of the corporate shareholder.	For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and power of attorney issued by the legal representative of the corporate shareholder.

Original articles before the amendments	Articles after the amendments
Article 93 The power of attorney issued by a shareholder authorizing another person to attend the ~~general~~ meeting ~~of shareholders~~ shall state the following information: (1) the full name of the proxy; (2) whether the proxy has voting power; (3) the respective instructions on voting for, against or abstaining on each matter listed on the agenda of the ~~general~~ meeting ~~of~~ ~~shareholders~~; (4) the issuance date and the validity period of the power of attorney; (5) the signature (or the seal) of the principal. If the principal is a corporate shareholder, the document shall bear the seal of legal person entity, or be signed by its director or duly appointed proxy.	**Article 87** The power of attorney issued by a shareholder authorizing another person to attend the **shareholders'** meeting shall state the following information: (1) **name of the principal, class and number of shares held in the Company;** (2) **name of the proxy;** (3) **specific instructions from the shareholders, including** instructions on voting for **(i.e. agreeing)**, against or abstaining on each matter listed on the agenda of the **shareholders'** meeting; (4) the issuance date and the validity period of the power of attorney; (5) the signature (or the seal) of the principal. If the principal is a corporate shareholder, the document shall bear the seal of legal person entity, or be signed by its director or duly appointed proxy.
Article 94 Any form of power of attorney issued by the Board of Directors of the Company to any shareholder to appoint a proxy shall allow the shareholder to freely choose to direct the shareholder proxy to cast a pro vote or a nay vote or a abstention vote at the meeting and respectively state the matters to be voted of every proposal. ~~The power of attorney shall state that, if the shareholder does not make any direction, the proxy may vote at his/her discretion.~~	**Article 88** Any form of power of attorney issued by the Board of Directors of the Company to any shareholder to appoint a proxy shall allow the shareholder to freely choose to direct the shareholder proxy to cast a pro vote or a nay vote or a abstention vote at the meeting and respectively state the matters to be voted of every proposal.

Original articles before the amendments	Articles after the amendments
Article 95 ~~The power of attorney for voting shall be deposited at the domicile of the company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time.~~ Where such a power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be delivered to the Company's domicile or other location as specified in the notice of the meeting. ~~Where the principal is a legal person, its legal representative or a person authorized by the Board of Directors or other decision making body shall attend the general meeting of the Company.~~	**Article 89** Where **the voting proxy** power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be delivered to the Company's domicile or other location as specified in the notice of the meeting.
Article 97 The Company is responsible for producing a register of the attendees of the meeting. The register shall clearly bear the names (or the organization names) of the attendees, their identity card numbers, ~~home addresses,~~ the number of shares carrying voting rights held or represented, the names (or the organization names) of the proxies and so on.	**Article 91** The Company is responsible for producing a register of the attendees of the meeting. The register shall clearly bear the names (or the organization names) of the attendees, their identity card numbers, the number of shares carrying voting rights held or represented, the names (or the organization names) of the proxies and so on.
Article 98 The convener and the lawyer engaged by the Company shall jointly verify the validity of the qualification of the shareholders in accordance with the register of shareholders provided by the securities registration and clearing institution and overseas proxy agencies, and register the name (or designations) of the shareholders and the number of shares carrying voting rights held by them. The registration for the meeting shall end before the chairman of the meeting declares the number of the shareholders and the proxies present at the meeting as well as the total number of shares carrying voting rights held by them.	**Article 92** The convener and the lawyer engaged by the Company shall jointly verify the validity of the qualification of the shareholders in accordance with the register of shareholders provided by the securities registration and clearing institution and overseas proxy agencies, and register the name (or designations) of the shareholders and the number of shares carrying voting rights held by them. The registration for the meeting shall end before the chairman **(i.e., the meeting host, the same below)** of the meeting declares the number of the shareholders and the proxies present at the meeting as well as the total number of shares carrying voting rights held by them.

Original articles before the amendments	Articles after the amendments
Article 99 If the ~~general~~ meeting is held, all directors, the supervisors and secretary to the Board of Directors of the Company shall be present the meeting, while the general manager and other senior management officers shall also attend.	**Article 93 If the shareholders' meeting requests the attendance of directors and the senior management officers, the directors and the senior management officers shall attend the meeting and respond to the shareholders' inquiries.**
Article 100 Where the shareholders' ~~general~~ meeting is convened by the Board of Directors, the chairman shall preside over the meeting and act as the chairman of the meeting. If the chairman is unable to attend due to some reasons, the vice chairman shall convene and act as the chairman of the meeting. If both the chairman and the vice chairman are unable to attend, the Board of Directors may appoint one director to convene and act as the chairman of the meeting. If no chairman is appointed, shareholders present at the meeting may elect one of the participants of the meeting to act as the chairman. If shareholders fail to elect a chairman due to any reasons, the shareholder (including his proxy) attending the meeting and holding the most voting shares shall act as the chairman. ~~General~~ meeting ~~of shareholders~~ convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. In the event that the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor jointly elected by more than half of the directors shall preside over the meeting.	**Article 94** Where the shareholders' meeting is convened by the Board of Directors, the chairman shall preside over the meeting and act as the chairman of the meeting. If the chairman is unable to attend due to some reasons, the vice chairman shall **preside over** and act as the chairman of the meeting. If both the chairman and the vice chairman are unable to attend **or unable or fail to perform duties, a director jointly elected by a majority of the directors shall preside over the meeting and act as the chairman of the meeting**. **The shareholders'** meeting convened by the **Audit Committee** shall be presided over by the chairman of the **Audit Committee (i.e., the convenor, the same below**). In the event that the chairman of the **Audit Committee** is unable or fails to perform his/her duties, a **member of the Audit Committee** jointly elected by more than half of the **members of the Audit Committee** shall preside over the meeting.

Original articles before the amendments	Articles after the amendments
~~General~~ meeting ~~of shareholders~~ convened by the shareholders shall be presided over by a representative nominated by the convener. During a ~~general~~ meeting ~~of shareholders~~, if the chairman of the meeting violates the rules of procedure of meeting and the ~~general~~ meeting ~~of shareholders~~ cannot proceed as the result thereof, a person may be elected at the ~~general~~ meeting ~~of shareholders~~ to act as the chairman of the meeting to proceed with the meeting, subject to the approval of more than half of shareholders carrying voting rights present at the meeting.	**The shareholders'** meeting convened by the shareholders shall be presided over by **the convener or** a representative nominated by **him/her**. During a **shareholders'** meeting, if the chairman of the meeting violates the rules of procedure of meeting and the **shareholders'** meeting cannot proceed as the result thereof, a person may be elected at the **shareholders'** meeting to act as the chairman of the meeting to proceed with the meeting, subject to the approval of more than half of shareholders carrying voting rights present at the meeting.
Article 101 The Company shall formulate the rules of procedure of ~~general~~ meetings ~~of shareholders~~ which specifies the rules of convening the ~~general~~ meeting ~~of shareholders~~ and the voting procedure in the ~~general~~ meeting ~~of shareholders~~ and other matters including the notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formulation of resolutions, meeting minutes and its signing, announcement, the principle of conferring powers on the Board of Directors and the specific content of such powers of the ~~general~~ meeting ~~of shareholders~~. The rules of procedure of ~~general~~ meetings ~~of shareholders~~ shall be drafted by the Board of Directors and approved by the ~~general~~ meeting ~~of shareholders~~ and shall act as the appendix of the Articles of Association.	**Article 95** The Company shall formulate the rules of procedure of **shareholders' meetings** which specifies the rules of **calling,** convening the **shareholders'** meeting and the voting procedure in the **shareholders'** meeting and other matters including the notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formulation of resolutions, meeting minutes and its signing, announcement, the principle of conferring powers on the Board of Directors and the specific content of such powers of the **shareholders'** meeting. The rules of procedure of **shareholders' meetings** shall be drafted by the Board of Directors and approved by the **shareholders'** meeting and shall act as the appendix of the Articles of Association.
Article 102 At the annual ~~general~~ meeting of shareholders, the Board of Directors ~~and the Board of Supervisors~~ shall report to the ~~general~~ meeting of shareholders on its work over the previous year. Each and every independent director shall also submit his/her duty report.	**Article 96** At the annual **shareholders'** meeting, the Board of Directors shall report to the **shareholders'** meeting on its work over the previous year. Each and every independent director shall also submit his/her duty report.
Article 103 The directors~~, the supervisors~~ and senior management officers shall provide explanations and illustrations for the enquiries and recommendations made by the shareholders at the ~~general~~ meeting ~~of shareholders~~.	**Article 97** The directors and senior management officers shall provide explanations and illustrations for the enquiries and recommendations made by the shareholders at the **shareholders'** meeting.

Original articles before the amendments	Articles after the amendments
Article 105 Minutes of the ~~general~~ meeting ~~of~~ ~~shareholders~~ shall be prepared by the secretary to the Board of Directors and the following shall be recorded therein: (1) the time, the venue, the agenda and the name or the designation of the convener of the meeting; (2) the names of the chairman of the meeting, and names of the directors~~, the supervisors, general managers~~ and ~~other~~ senior management officers who a~~re present at or~~ attend the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of shares carrying voting rights held by them and the percentage to the total number of the shares of the Company; (4) the process of consideration, the summary of speeches and the voting results for each proposal; (5) the enquiries or recommendations raised by the shareholders and the corresponding explanations or clarification; (6) the names of the lawyer, the vote counters and the vote scrutinizers; (7) the total number of the shares carrying voting rights held by the holders of domestic shares (including their proxies) and the holders of overseas listed foreign shares (including their proxies), and the respective percentage of the shares carrying voting rights held by them to the total number of the shares of the Company; …	**Article 99** Minutes of the **shareholders'** meeting shall be prepared by the secretary to the Board of Directors and the following shall be recorded therein: (1) the time, the venue, the agenda and the name or the designation of the convener of the meeting; (2) the names of the chairman of the meeting, and names of the directors and senior management officers who attend the meeting; (3) the number of shareholders and proxies proxies present at the meeting, the total number of shares carrying voting rights held by them and the percentage to the total number of the shares of the Company; (4) the process of consideration, the summary of speeches and the voting results for each proposal; (5) the enquiries or recommendations raised by the shareholders and the corresponding explanations or clarification; (6) the names of the lawyer, the vote counters and the vote scrutinizers; (7) the total number of the shares carrying voting rights held by the holders of domestic shares (including their proxies) and the holders of overseas listed foreign shares (including their proxies), and the respective percentage of the shares carrying voting rights held by them to the total number of the shares of the Company; …

Original articles before the amendments	Articles after the amendments
Article 106 The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, ~~the supervisors,~~ the secretary to the Board of Directors, the convener or his/her representative, and the chairman of the meeting (meeting host) present at the meeting shall sign on the minutes. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the powers of attorney for the proxies, and the valid information regarding the voting via the Internet or other means, for no less than 10 years.	**Article 100** The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, the secretary to the Board of Directors, the convener or his/her representative, and the chairman of the meeting (meeting host) present at **or attend the meeting** shall sign on the minutes. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the powers of attorney for the proxies, and the valid information regarding the voting via the Internet or other means, for no less than 10 years.
Article 107 The convener shall ensure the ~~general~~ meeting ~~of shareholders~~ is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC Fujian Office and the stock exchange on which the shares of the Company are listed.	**Article 101** The convener shall ensure the **shareholders'** meeting is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC Fujian Office and the stock exchange**s** on which the shares of the Company are listed.
Section 6 Voting and Resolutions at ~~General~~ Meetings ~~of Shareholders~~	**Section 7** Voting and Resolutions at **Shareholders'** Meetings
Article 108 Resolutions of a ~~general~~ meeting shall be divided into ordinary resolutions and special resolutions. Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders ~~(including proxies thereof)~~ present at the ~~general~~ meeting. Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders ~~(including proxies thereof)~~ present at the ~~general~~ meeting.	**Article 102** Resolutions of a **shareholders'** meeting shall be divided into ordinary resolutions and special resolutions. Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders present at the **shareholders'** meeting. Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders present at the **shareholders'** meeting. **The shareholders referred to in this article include shareholders who appoint proxies to attend shareholders' meetings.**

Original articles before the amendments	Articles after the amendments
Article 109 The following issues shall be approved by ordinary resolutions at a ~~general~~ meeting: (1) Reports of the Board of Directors~~ and board of supervisors~~; (2) Profit distribution plans and loss recovery plans formulated by the Board of Directors; (3) Appointment and removal of the members of the Board of Directors~~ and the Board of Supervisors~~, their remunerations and the method of payment thereof; ~~(4) Annual budgets plan, and final accounts plan of the Company;~~ ~~(5) Annual reports of the Company; and~~ (6) Other matters other than those required by laws, administrative regulations, or by the listing rules of stock exchange on which the shares of the Company are listed or by the Articles of Association to be approved by a special resolution.	**Article 103** The following issues shall be approved by ordinary resolutions at a **shareholders'** meeting: (1) Reports of the Board of Directors; (2) Profit distribution plans and loss recovery plans formulated by the Board of Directors; (3) Appointment and removal of the members of the Board of Directors, their remunerations and the method of payment thereof; **(4)** Other matters other than those required by laws, administrative regulations, or by the listing rules of stock exchange**s** on which the shares of the Company are listed or by the Articles of Association to be approved by a special resolution.

Original articles before the amendments	Articles after the amendments
Article 110 The following issues shall be approved by special resolutions at a ~~general~~ meeting:	**Article 104** The following issues shall be approved by special resolutions at a **shareholders'** meeting:
(1) Increase or reduction in the registered capital of the Company;	(1) Increase or reduction in the registered capital of the Company;
(2) Split-up, spin-off, merger, dissolution and liquidation of the Company;	(2) Split-up, spin-off, merger, dissolution and liquidation of the Company;
(3) Amendments to the Articles of Association;	(3) Amendments to the Articles of Association;
(4) The Company's acquisition or disposal of major assets or the provision of guarantee within one year with the amount exceeding 30% of the latest audited total assets of the Company;	(4) The Company's acquisition or disposal of major assets or the guarantee **provided by it to others** within one year with the amount exceeding 30% of the latest audited total assets of the Company;
(5) Purchase of its own shares by the Company under the circumstance as mentioned in item (1) under Article 30 of the Articles of Association;	(5) Purchase of its own shares by the Company under the circumstance as mentioned in item (1) **and item (2) of the first paragraph** under Article 30 of the Articles of Association;
(6) Equity incentive scheme; and	(6) Equity incentive scheme; and
(7) Any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a ~~general~~ meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.	(7) Any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange**s** on which the shares of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a **shareholders'** meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.

Original articles before the amendments	Articles after the amendments
Article 111 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote. Where material issues considered at a ~~general~~ meeting affect the interests of minority investors, the votes of minority investors shall be counted separately. The results of the separate votes shall be disclosed publicly in a timely manner. Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a ~~general~~ meeting. Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a ~~general~~ meeting. …	**Article 105** Shareholders (including **shareholders who appoint proxies to attend shareholders' meetings**) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote. Where material issues considered at a **shareholders'** meeting affect the interests of minority investors, the votes of minority investors shall be counted separately. The results of the separate votes shall be disclosed publicly in a timely manner. Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a **shareholders'** meeting. Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a **shareholders'** meeting. …

Original articles before the amendments	Articles after the amendments
Article 112 For connected transactions to be considered at a ~~general~~ meeting ~~of shareholders~~, the connected shareholders shall not participate in the voting on such connected transactions, and the number of shares carrying voting rights they represent shall not be counted into the valid quorum for voting; The announcement of the resolutions passed at the ~~general~~ meeting ~~of shareholders~~ shall fully disclose the voting of the non-connected shareholders. If the connected shareholders need to make on-site explanation according to the laws, administrative regulations, departmental rules, regulatory documents and the relevant requirements of the securities regulatory authority of the place where the Company's shares are listed, they have the responsibility and obligation to make truthful explanations at the meeting. The definition and scope of connected shareholders shall be determined in accordance with the relevant provisions of the securities regulatory authority and stock exchange of the place where the Company's shares are listed. Where resolutions are made at the ~~general~~ meeting in respect of relevant connected transactions, they are approved by over half or by more than two-thirds of voting rights held by the non-connected shareholders present at the ~~general~~ meeting (depending on the difference of the ordinary and special resolutions). The voting on connected transactions shall be counted and scrutinized by two representatives from non-connected shareholders.	**Article 106** For connected transactions to be considered at a **shareholders'** meeting, the connected shareholders shall not participate in the voting on such connected transactions, and the number of shares carrying voting rights they represent shall not be counted into the valid quorum for voting; The announcement of the resolutions passed at the **shareholders'** meeting shall fully disclose the voting of the non-connected shareholders. If the connected shareholders need to make on-site explanation according to the laws, administrative regulations, departmental rules, regulatory documents and the relevant requirements of the securities regulatory authority of the place where the Company's shares are listed, they have the responsibility and obligation to make truthful explanations at the meeting. The definition and scope of connected shareholders shall be determined in accordance with the relevant provisions of the securities regulatory authority and stock exchange of the place where the Company's shares are listed. Where resolutions are made at the **shareholders'** meeting in respect of relevant connected transactions, they are approved by over half or by more than two-thirds of voting rights held by the non-connected shareholders present at the **shareholders'** meeting (depending on the difference of the ordinary and special resolutions). The voting on connected transactions shall be counted and scrutinized by two representatives from non-connected shareholders.
Article 113 The chairman of the meeting shall determine whether or not a resolution of the ~~general~~ meeting shall be adopted based on the voting result. His decision ~~shall be final and conclusive and~~ shall be announced at the meeting and recorded in the meeting minutes.	**Article 107** The chairman of the meeting shall determine whether or not a resolution of the **shareholders'** meeting shall be adopted based on the voting result. His decision shall be announced at the meeting and recorded in the meeting minutes.

Original articles before the amendments	Articles after the amendments
~~Article 114 When the Company convenes a shareholders' general meeting for the matters relating to the issuance of preference shares, online voting shall be made available for the meeting and the Company shall make it convenient for shareholders to attend the shareholders' general meeting through other means as approved by the securities regulatory authority of the place where the Company's shares are listed.~~ ~~Where the online voting is available at the general meeting, the Company shall be well prepared to publicize and explain the proposals through various forms to medium and small investors.~~	Deleted
Article 115 The Company shall not, without approval by special resolution at the ~~general~~ meeting ~~of shareholders~~, enter into contract with any person other than the directors~~, general managers~~ and ~~other~~ senior management officers of the Company where the Company agrees to hand over the management of all or major businesses of the Company to such person, except under special circumstances such as where the Company is in a crisis.	**Article 108** The Company shall not, without approval by special resolution at the **shareholders'** meeting, enter into contract with any person other than the directors and senior management officers of the Company where the Company agrees to hand over the management of all or major businesses of the Company to such person, except under special circumstances such as where the Company is in a crisis.

Original articles before the amendments	Articles after the amendments
Article 116 The list of candidates for the positions of the directors ~~and the supervisors~~ shall be submitted as proposal for voting at the ~~general~~ meeting. Directors ~~and supervisors~~ shall be nominated in the following manners and procedures: (1) The nomination proposals can be submitted to the ~~general~~ meeting by the Board of Directors ~~and the Board of Supervisors~~ in respect of the candidates for the positions of the directors ~~and the supervisors from the shareholder representatives respectively~~. Shareholder(s) separately or aggregately holding more than 3% shares of the Company may nominate the candidates for the positions of the directors ~~and the supervisors from the shareholder representatives~~. The Board of Directors~~, the Board of Supervisors~~ and shareholder(s) separately or aggregately holding more than 1% shares of the Company may nominate the candidates for the positions of the independent directors. (2) Employee representatives on the Board of Supervisors shall be elected democratically at the employee representatives' meetings, employees' meetings or in other forms. (3) The nomination way and procedure for the independent directors shall be executed in accordance with the laws, administrative regulations and the relevant requirements of departmental rules. Where shareholder(s) separately or aggregately holding more than 3% shares of the Company nominate the candidates for the positions of the directors ~~or the supervisors representing shareholders~~ through the proposal, the aforesaid proposal shall be submitted in writing to the Board of Directors ~~or the Board of Supervisors~~ ten days before a ~~general~~ meeting is convened and the number of the candidates for the positions of the directors ~~and the supervisors~~ in the proposal shall not exceed the number required by the Articles of Association, and the biographies and basic information in respect of each candidate shall be supplied at the same time.	**Article 109** The list of candidates for the positions of the directors shall be submitted as proposal for voting at the **shareholders'** meeting. Directors shall be nominated in the following manners and procedures: (1) The nomination proposals can be submitted to the **shareholders'** meeting by the Board of Directors in respect of the candidates for the positions of the directors. Shareholder(s) separately or aggregately holding more than **1**% shares of the Company may nominate the candidates for the positions of the directors. The Board of Directors and shareholder(s) separately or aggregately holding more than 1% shares of the Company may nominate the candidates for the positions of the independent directors. (2) Employee representatives on the **Board of Directors** shall be elected democratically at the employee representatives' meetings, employees' meetings or in other forms. (3) The nomination way and procedure for the independent directors shall be executed in accordance with the laws, administrative regulations and the relevant requirements of departmental rules. Where shareholder(s) separately or aggregately holding more than **1**% shares of the Company nominate the candidates for the positions of the directors through the proposal, the aforesaid proposal shall be submitted in writing to the Board of Directors ten days before a **shareholders'** meeting is convened and the number of the candidates for the positions of the directors in the proposal shall not exceed the number required by the Articles of Association, and the biographies and basic information in respect of each candidate shall be supplied at the same time (**which shall include the relevant information of the candidates for directorship as stipulated in Article 80 of the Articles of Association**).

Original articles before the amendments	Articles after the amendments
Article 117 Resolutions in respect of the election of directors ~~or supervisors~~ may be passed by way of cumulative voting at the ~~general~~ meeting pursuant to the Articles of Association or resolution of the ~~general~~ meeting. Cumulative voting shall be adopted for election of more than two non-independent directors, independent directors ~~and supervisors~~ at the ~~general~~ meeting of the Company. Cumulative voting mentioned in the Articles of Association means that when directors ~~or supervisors~~ are being elected at a ~~general~~ meeting, each share is entitled to the number of votes equal to the number of director ~~or supervisors~~ positions available, and the shareholders' voting rights may be used in a concentrated manner. ~~The Board of Directors shall provide shareholders with the brief biographies and background information of the director or supervisor candidates.~~ The specific procedure of accumulative voting is as follows: (1) non-independent directors, independent directors ~~and supervisors~~ of the Company shall be elected separately through separate voting. (2) each voting share is entitled to a number of votes equal to the number of the candidates for non-independent directors, independent directors ~~and supervisors~~ to be elected. Shareholders may freely allocate their votes among the candidates for non-independent directors, independent directors ~~and supervisors~~, either distributing them among various candidates or concentrating them on one candidate.	**Article 110** Resolutions in respect of the election of directors may be passed by way of cumulative voting at the **shareholders'** meeting pursuant to the Articles of Association or resolution of the **shareholders'** meeting. Cumulative voting shall be adopted for election of more than two non-independent directors **and** independent directors at the **shareholders'** meeting of the Company. Cumulative voting mentioned in the Articles of Association means that when directors are being elected at a **shareholders'** meeting, each **ordinary** share is entitled to the number of votes equal to the number of director positions available, and the shareholders' voting rights may be used in a concentrated manner. The specific procedure of accumulative voting is as follows: (1) non-independent directors **and** independent directors of the Company shall be elected separately through separate voting. (2) each voting share is entitled to a number of votes equal to the number of the candidates for non-independent directors **and** independent directors to be elected. Shareholders may freely allocate their votes among the candidates for non-independent directors **and** independent directors, either distributing them among various candidates or concentrating them on one candidate. (3) the sum of votes cast by shareholders on the candidates of non-independent directors **and** independent directors shall not exceed the total voting rights granted for the election of non-independent directors **and** independent directors, otherwise their votes will become invalid.

Original articles before the amendments	Articles after the amendments
(3) the sum of votes cast by shareholders on the candidates of non-independent directors, independent directors ~~and supervisors~~ shall not exceed the total voting rights granted for the election of non-independent directors, independent directors ~~and supervisors~~, otherwise their votes will become invalid.	(4) based on the number of votes casted on each of the candidates of non-independent directors **and** independent directors and the number of candidates proposed to be elected, candidates who got the most votes shall be elected, and the votes of the non-independent directors **and** independent directors shall exceed the votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the **shareholders'** meeting.
(4) based on the number of votes casted on each of the candidates of non-independent directors, independent directors ~~and supervisors~~ and the number of candidates proposed to be elected, candidates who got the most votes shall be elected, and the votes of the non-independent directors, independent directors ~~and supervisors~~ shall exceed the votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the ~~general~~ meeting.	(5) In the event that the votes of two or more candidates of non-independent directors **or** independent directors are equivalent and their votes are the lowest among the candidates of the same class, and if electing all of them would result in the number of non-independent directors **or** independent directors exceeding the number to be elected as the candidates of non-independent directors **or** independent directors, then such candidates for non-independent director **or** independent director will be deemed not elected to the office of non-independent director **or** independent director.
(5) In the event that the votes of two or more candidates of non-independent directors, independent directors ~~and supervisors~~ are equivalent and their votes are the lowest among the candidates of the same class, and if electing all of them would result in the number of non-independent directors, independent directors ~~and supervisors~~ exceeding the number to be elected as the candidates of non-independent directors, independent directors ~~and supervisors~~ at that ~~general~~ meeting, then such candidates for non-independent director, independent director ~~or supervisor~~ will be deemed not elected to the office of non-independent director, independent director ~~or supervisor and the election will be carried out by the Company at the next general meeting in respect of the candidates of non-independent directors, independent directors and supervisors~~.	(6) If the number of the elected non-independent directors **or** independent directors is less than the number expected to be elected at the **shareholders'** meeting, the Company shall conduct elections for the vacant positions at a subsequent **shareholders'** meeting in accordance with the provisions of the Articles of Association.

Original articles before the amendments	Articles after the amendments
(6) If the number of the elected non-independent directors, independent directors ~~and supervisors~~ is less than the number expected to be elected at the ~~general~~ meeting, the Company shall conduct elections for the vacant positions at a subsequent ~~general~~ meeting in accordance with the provisions of the Articles of Association.	
Article 118 Except for the cumulative voting system, the ~~general~~ meeting shall vote on all proposals item by item, and shall vote on the basis of time sequence in case that more than one proposal which is for one matter are received. The ~~general~~ meeting shall not shelve or take no votes on any proposal, unless the ~~general~~ meeting is adjourned or unable to make any resolution due to any special reasons, e.g., force majeure.	**Article 111** Except for the cumulative voting system, the **shareholders'** meeting shall vote on all proposals item by item, and shall vote on the basis of time sequence in case that more than one proposal which is for one matter are received. The **shareholders'** meeting shall not shelve or take no votes on any proposal, unless the **shareholders'** meeting is adjourned or unable to make any resolution due to any special reasons, e.g., force majeure.
Article 119 When reviewing any proposal, the ~~general~~ meeting shall make no change to the proposal; otherwise, the relevant alteration shall be deemed as a new proposal and shall not be voted on at the current ~~general~~ meeting.	**Article 112** When reviewing any proposal, the **shareholders'** meeting shall make no change to the proposal; **and if changes are made, the proposal** shall be deemed as a new proposal and shall not be voted on at the current **shareholders'** meeting.
Article 120 Any voting right may be exercised through only one means: on site, online or any other means. The first voting result shall prevail where one voting right is repeatedly exercised.	**Article 113** Any voting right may be exercised through only one means: on site, online or any other means. The first voting result shall prevail where one voting right is repeatedly exercised.

Original articles before the amendments	Articles after the amendments
~~Article 121 Shareholders may vote by hand in a general meeting, unless relevant regulations of securities regulatory authority at the location where the shares of the Company are listed require ballot voting, or other laws and regulations provide otherwise, or the following persons require ballot voting before or after hand voting:~~ ~~(1) chairman of the meeting;~~ ~~(2) at least two shareholders or their proxies with voting rights; and~~ ~~(3) one or several shareholders (including their proxies) holding more than 10% (inclusive) of the voting shares in the meeting, whether separately or aggregately.~~ ~~Unless relevant regulations of securities regulatory authority at the location where the shares of the company are listed require ballot voting, or other laws and regulations provide otherwise, or someone proposes ballot voting, the chairman of the meeting shall announce the adoption status of the proposal according to the hand voting result, and record it in the meeting minutes as the final basis without demonstrating the affirmative or negative votes or their proportion for the resolution adopted in this meeting.~~ ~~The request for ballot voting can be withdrawn by the proposer.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 122 If the issue required to be voted by ballot relates to election of chairman or termination of meeting, voting by ballot shall be conducted immediately; in respect of other issues required to be voted by ballot, the chairman may decide the time of voting by ballot, and the meeting may proceed to consider other issue. The voting results shall still be deemed as resolutions passed at the said meeting.~~	Deleted
~~Article 124 If pros and cons are equal, either by show of hands or by ballot, the chairman shall be entitled to an additional vote.~~	Deleted
Article 125 The ~~general~~ meeting shall, prior to the voting on any proposal, elect two representatives from shareholders to take part in vote counting and polling scrutiny. In the event that any shareholder has connected relationship with the matter to be considered, the shareholder and his proxy shall not take part in vote counting and polling scrutiny. When the ~~general~~ meeting votes on any proposals, lawyers, representatives of shareholders ~~and supervisors~~ shall be jointly responsible for vote counting and polling scrutiny and the voting results shall be announced on the spot. Voting results on the resolutions shall be recorded in the minutes of the meeting. Shareholders or their proxies who vote online or by any other means shall be entitled to check their voting results via the relevant voting system.	**Article 116** The **shareholders'** meeting shall, prior to the voting on any proposal, elect two representatives from shareholders to take part in vote counting and polling scrutiny. In the event that any shareholder has connected relationship with the matter to be considered, the shareholder and his proxy shall not take part in vote counting and polling scrutiny. When the **shareholders'** meeting votes on any proposals, lawyers **and** representatives of shareholders shall be jointly responsible for vote counting and polling scrutiny and the voting results shall be announced on the spot. Voting results on the resolutions shall be recorded in the minutes of the meeting. Shareholders or their proxies who vote online or by any other means shall be entitled to check their voting results via the relevant voting system.

Original articles before the amendments	Articles after the amendments
Article 126 The on-the-spot ~~general m~~meeting shall not end earlier than the end of the meeting held online or by any other means, and the chairman of the meeting shall announce the voting results on each proposal at the on-the-spot meeting and whether the proposal is adopted based on the voting results. All parties involved in the voting on the spot, online or by any other means at the ~~general m~~eeting, including the Company, vote counters, scrutineers, ~~major~~ shareholders and network service providers, shall be obliged to keep confidential the voting before the voting results are formally announced.	**Article 117** The on-the-spot **shareholders'** meeting shall not end earlier than the end of the meeting held online or by any other means, and the chairman of the meeting shall announce the voting results on each proposal at the on-the-spot meeting and whether the proposal is adopted based on the voting results. All parties involved in the voting on the spot, online or by any other means at the **shareholders'** meeting, including the Company, vote counters, scrutineers, shareholders and network service providers, shall be obliged to keep confidential the voting before the voting results are formally announced.
Article 127 Shareholders who attend the shareholders' ~~general~~ meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain, save for the circumstance that the securities registration and settlement institution acting as the nominal holder of shares under the Stock Connect between the Mainland and Hong Kong Stock Markets makes reporting in accordance with the instruction of the actual holders of relevant shares. …	**Article 118** Shareholders who attend the shareholders' meeting shall take one of the following stances when a resolution is put forward for voting: for **(i.e. agree)**, against or abstain, save for the circumstance that the securities registration and settlement institution acting as the nominal holder of shares under the Stock Connect between the Mainland and Hong Kong Stock Markets makes reporting in accordance with the instruction of the actual holders of relevant shares. …
Article 128 If the chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a shareholders' general meeting, he may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder or proxy present who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the voting result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately. If votes are counted at a ~~general~~ meeting, the counting result shall be recorded in the minutes.	**Article 119** If the chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a shareholders' general meeting, he may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder or proxy present who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the voting result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately. If votes are counted at a **shareholders'** meeting, the counting result shall be recorded in the minutes.

Original articles before the amendments	Articles after the amendments
Article 131 The resolution of the ~~general~~ meeting shall be announced in a timely manner in accordance with relevant regulations of securities regulatory authority and stock exchange at the location where the shares of the Company are listed. The announcement shall comply with relevant regulations and set out (including but not limited to) the number of shareholders and proxies attending the meeting, the total number of voting shares held and its percentage to the total number of voting shares of the Company, the voting method, the voting result of each proposal and the details of each of the resolutions passed.	**Article 122** The resolution of the **shareholders'** meeting shall be announced in a timely manner in accordance with relevant regulations of securities regulatory authority and stock exchange at the location where the shares of the Company are listed. The announcement shall comply with relevant regulations and set out (including but not limited to) the number of shareholders and proxies attending the meeting, the total number of voting shares held and its percentage to the total number of voting shares of the Company, the voting method, the voting result of each proposal and the details of each of the resolutions passed.
Article 132 If the proposal is not passed, or if the resolution passed at the preceding ~~general~~ meeting is amended at the current ~~general~~ meeting, a special note shall be made in the announcement of the resolutions of the ~~general~~ meeting.	**Article 123** If the proposal is not passed, or if the resolution passed at the preceding **shareholders'** meeting is amended at the current **shareholders'** meeting, a special note shall be made in the announcement of the resolutions of the **shareholders'** meeting.
Article 133 Where a ~~general~~ meeting has passed the proposals for electing directors ~~and supervisors~~, the newly elected directors ~~and supervisors~~ shall assume their office immediately thereafter.	**Article 124** Where a **shareholders'** meeting has passed the proposals for electing directors, the newly elected directors shall assume their office immediately thereafter.

Original articles before the amendments	Articles after the amendments
Article 134 Where any motions in relation to the distribution of profits, issue of bonus shares or capital increase by way of realization of capital reserve fund are passed at the ~~general~~ meeting, the Company shall implement the specific proposal within 2 months from the closing of the ~~general~~ meeting.	**Article 125** Where any motions in relation to the distribution of profits, issue of bonus shares or capital increase by way of realization of capital reserve fund are passed at the **shareholders'** meeting, the Company shall implement the specific proposal within 2 months from the closing of the **shareholders'** meeting.
Article 135 Any shareholder who holds different types of shares is a holder of share of that class. Holder of shares of that class shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.	**Article 126** Any shareholder who holds different **classes** of shares is a holder of share of that class. Holder of shares of that class shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.
Article 136 Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders at a ~~general~~ meeting and by holders of shares of that class at a separate meeting convened in accordance with Articles 138 to 142.	**Article 127** Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders at a **shareholders'** meeting and by holders of shares of that class at a separate meeting convened in accordance with Articles **129** to **133**.

Original articles before the amendments	Articles after the amendments
Article 138 Shareholders of the affected class, whether or not otherwise having the right to vote at a ~~general~~ meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) to (12) of Article 137, but interested shareholder(s) shall not be entitled to vote at such class meetings. Interested shareholders referred to above shall have the following meanings: (1) after the Company has made a repurchase offer to all shareholders equally on a pro rata basis or made a repurchase by means of public transaction at the stock exchange in accordance with Article 31 of the Articles of Association, "interested shareholders" refers to the controlling shareholders defined in Article 67 of the Articles of Association; …	**Article 129** Shareholders of the affected class, whether or not otherwise having the right to vote at a **shareholders'** meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) to (12) of Article **128**, but interested shareholder(s) shall not be entitled to vote at such class meetings. Interested shareholders referred to above shall have the following meanings: (1) after the Company has made a repurchase offer to all shareholders equally on a pro rata basis or made a repurchase by means of public transaction at the stock exchange in accordance with Article 31 of the Articles of Association, "interested shareholders" refers to the controlling shareholders defined in Article **253** of the Articles of Association; …
Article 139 Resolutions of a class general meeting shall be approved by votes representing more than two-thirds of the voting rights of class shareholders present at the meeting who, in accordance with Article 138 of the Articles of Association, are entitled to vote at the meeting.	Article **130** Resolutions of a class general meeting shall be approved by votes representing more than two-thirds of the voting rights of class shareholders present at the meeting who, in accordance with Article **129** of the Articles of Association, are entitled to vote at the meeting.
Article 140 A notice of a class meeting shall be given with reference to the notice period for holding an extraordinary ~~general~~ meeting under Article 82 of the Articles of Association to all shareholders who are registered as holders of that class in the register of shareholders stating the matters to be considered and the date and venue of the class meeting.	**Article 131** A notice of a class meeting shall be given with reference to the notice period for holding an extraordinary **shareholders'** meeting under Article **78** of the Articles of Association to all shareholders who are registered as holders of that class in the register of shareholders stating the matters to be considered and the date and venue of the class meeting.

Original articles before the amendments	Articles after the amendments
Article 141 Notice of class meetings shall only be served on shareholders entitled to vote thereat. Class meetings shall be conducted in a manner as similar as possible to that of ~~general~~ meetings. The provisions of the Articles of Association relating to the procedures for the conduct of ~~general~~ meetings shall be applicable to class meetings.	**Article 132** Notice of class meetings shall only be served on shareholders entitled to vote thereat. Class meetings shall be conducted in a manner as similar as possible to that of **shareholders'** meetings. The provisions of the Articles of Association relating to the procedures for the conduct of **shareholders'** meetings shall be applicable to class meetings.
Article 142 ... (1) where the Company issues, upon the approval by special resolution of its shareholders at a ~~general~~ meeting, either separately or concurrently, domestic shares and overseas listed foreign shares once every twelve months, provided that the number of each type of shares to be issued does not more than 20% of the respective existing issued shares of that class; …	**Article 133** … (1) where the Company issues, upon the approval by special resolution of its shareholders at a **shareholders'** meeting, either separately or concurrently, domestic shares and overseas listed foreign shares once every twelve months, provided that the number of each type of shares to be issued does not more than 20% of the respective existing issued shares of that class; …
CHAPTER 5 BOARD OF DIRECTORS Section 1 Directors	CHAPTER 5 **DIRECTORS AND** BOARD OF DIRECTORS Section 1 **General Provisions of** Directors

Original articles before the amendments	Articles after the amendments
Article 143 Directors of the Company are natural persons, and need not hold shares of the Company. The election, appointment or engagement of directors shall be invalid if the election or appointment violates the requirements of the Articles of Association. The Company shall remove a director if any of the circumstances stated in Article 211 of the Articles of Association applies during his term of office.	**Article 134** Directors of the Company are natural persons, and need not hold shares of the Company. **In any of the following circumstances, a person shall not serve as director of the Company:** **(1) being without civil capacity or with only limited civil capacity;** **(2) having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market; or having been deprived of his political rights due to any crime, with less than 5 years elapsed since the completion of execution of the penalty, or less than 2 years elapsed since the completion of probationary period if on probation;** **(3) having been a director, factory director or manager of a company or enterprise which was bankrupt and liquidated, where he was personally liable for the bankruptcy of such company or enterprise, and less than three years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;**

Original articles before the amendments	Articles after the amendments
	(4) having been the legal representative of a company or enterprise whose business license was revoked and which was ordered to close due to a violation of law, where he was personally liable for the revocation and closure, and less than three years have elapsed since the date of the revocation and closure; **(5) having a significant amount of debt that is due and and unpaid and being designated by the people's court as a dishonest person subject to enforcement;** **(6) being under a penalty of prohibited access to the securities market imposed by the CSRC, which is still effective;** **(7) being publicly determined by the stock exchange as unsuitable to be a director or senior management of a listed company, with the determination still effective;** **(8) being otherwise disqualified by laws, administrative regulations or departmental rules.** The election, appointment or engagement of directors shall be invalid if the election or appointment violates the requirements of the Articles of Association. The Company shall remove a director **and cease his/her duties** if any of the circumstances stated in **this article** applies during his term of office.

Original articles before the amendments	Articles after the amendments
Article 144 Directors shall be elected or replaced at ~~general~~ meetings and shall each serve a term of three years. The term of a director is renewable by re-election after its expiry. ~~A written notice stating the intention to nominate a candidate for the position of director and the candidate's consent to be nominated shall be delivered to the Company at least 7 days before the general meeting. The Company shall allow a notice period of no less than 7 days commencing from the day following the date of the notice of general meeting for the submission of the aforesaid notices.~~ ~~Prior to the maturity of his/her term, a director could be removed by a general meeting.~~ ~~Subject to all relevant laws and administrative regulations and without prejudice to any potential claim which may be made under any contract, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office.~~ The term of office of a director shall commence from the date of appointment until the expiry of the current session of the Board of Directors. If the term of office of a director expires but re-election is not made, the original directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Association until a new director is elected and assumes office. Directors may concurrently serve as ~~general manager or~~ senior management personnel of the Company, provided that the total number of directors who concurrently serve as ~~general manager or~~ senior management personnel of the Company shall not exceed half of the total number of the Company's directors.	**Article 135** Directors shall be elected or replaced at **shareholders'** meetings and **may be dismissed by the shareholders' meeting before the expiration of his/her term of office.** The term of a director shall be three years **and** is renewable by re-election after its expiry. The term of office of a director shall commence from the date of appointment until the expiry of the current session of the Board of Directors. If the term of office of a director expires but re-election is not made, the original directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Association until a new director is elected and assumes office. Directors may concurrently serve as senior management personnel of the Company, provided that the total number of directors who concurrently serve as senior management personnel of the Company shall not exceed half of the total number of the Company's directors. **If the number of employees of the Company reaches 300 or more, there shall be representatives of the Company's employees among the members of the Board. Employee representatives on the Board shall be democratically elected by the Company's employees through employee representatives' meetings, employees' meetings or other forms, and do not need to be submitted to the shareholders' meeting for consideration.**

Original articles before the amendments	Articles after the amendments
Article 145 The directors shall comply with the laws, administrative regulations and the Articles of Association, and fulfill the following fiduciary duties to the Company: (1) not to ~~make use of their powers to accept bribes or other unlawful income and~~ encroach upon the Company's properties; ~~(2) not to misappropriate the Company's funds;~~ (3) not to deposit the Company's ~~assets or~~ funds into accounts under their own names or the name of other individuals; (4) not to lend the Company's funds to others or provide guarantees in favor of others with the Company properties as collaterals in violation of the Articles of Association or without approval of the general meeting or board of directors; (5) not to enter into contracts or dealings with the Company in violation of the Articles of Association or without prior approval of general meeting; (6) not to make use of their positions to procure business opportunities for themselves or others that shall have otherwise been available to the Company, or operate for their own benefit or managing on behalf of others businesses similar to those of the Company ~~without approval of the general meeting~~; (7) not to accept for their own benefits commission in any deal with the Company; (8) not to divulge without authorization confidential information of the Company;	**Article 136** The directors shall comply with the laws, administrative regulations and **the provisions of** the Articles of Association**, fulfill their fiduciary duties to the Company, and take measures to avoid any conflict of interest with the Company and not utilize their positions to seek improper benefits.** **Directors** shall fulfill the following fiduciary obligations**:** (1) not to encroach upon the Company's properties **or embezzle the Company's funds**; **(2)** not to deposit the Company's funds into accounts under their own names or the name of other individuals; **(3) not to make use of their powers to accept bribes or other unlawful income;** **(4)** not to **directly or indirectly** enter into contracts or dealings with the Company **before reporting to the Board or the shareholders' meeting and passing the resolution at the Board meeting or the shareholders' meeting in accordance with the provisions of the Articles of Association;** **(5)** not to make use of their positions to procure business opportunities for themselves or others that shall have otherwise been available to the Company, **unless reported to the Board or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the provisions of the Articles of Association;**

Original articles before the amendments	Articles after the amendments
(9) not to take advantage of their connected relationship to prejudice the interests of the Company; (10) to perform other fiduciary duties specified by laws, administrative regulations, departmental rules and the Articles of Association. Income generated by directors in violation of this article shall be of the benefit of the Company. A director who incurs any loss to the Company shall be liable to the Company for compensation.	**(6) not to operate for their own benefit or managing on behalf of others businesses similar to those of the Company without reporting to the Board or the shareholders' meeting and passing a resolution at the shareholders' meeting;** **(7)** not to accept for their own benefits commission **derived from others** in any deal with the Company; (8) not to divulge without authorization confidential information of the Company; (9) not to take advantage of their connected relationship to prejudice the interests of the Company; (10) to perform other fiduciary duties specified by laws, administrative regulations, departmental rules and the Articles of Association. Income generated by directors in violation of this article shall be of the benefit of the Company. A director who incurs any loss to the Company shall be liable to the Company for compensation. **The provisions in item (4) of the second paragraph of this article shall apply to contracts or transactions entered into by close relatives of directors or the senior management, enterprises directly or indirectly controlled by directors or the senior management or their close relatives, and associates with whom directors or the senior management have other connected relationships.**

Original articles before the amendments	Articles after the amendments
Article 146 The directors shall comply with the laws, administrative regulations and the Articles of Association, and shall owe the following diligent duties to the Company: … (5) providing relevant facts and information truthfully to the Board of Supervisors, and not hindering the Board of Supervisors or the supervisors from exercising their authorities; (6) other diligent duties specified by laws, administrative regulations, departmental rules and the Articles of Association.	**Article 137** The directors shall comply with the laws, administrative regulations and **the provisions of** the Articles of Association, **owe the diligent duties to the Company, and perform their duties with the reasonable care normally expected of a manager in the best interests of the Company.** **Directors** shall owe the following diligent duties to the Company: … (5) providing relevant facts and information truthfully to the **Audit Committee**, and not hindering the **Audit Committee** from exercising **its** authorities; (6) other diligent duties specified by laws, administrative regulations, departmental rules and the Articles of Association.
Article 147 If a director fails to attend the meeting of the Board of Directors in person or fails to appoint any other director to attend on his behalf as his proxy for two consecutive times, he shall be deemed to be unable to perform his duties, and the Board of Directors shall propose to the ~~general~~ meeting to dismiss him.	**Article 138** If a director fails to attend the meeting of the Board of Directors in person or fails to appoint any other director to attend on his behalf as his proxy for two consecutive times, he shall be deemed to be unable to perform his duties, and the Board of Directors shall propose to the **shareholders'** meeting to dismiss him.

Original articles before the amendments	Articles after the amendments
Article 148 A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the Board of Directors. The Board of Directors shall disclose this information within 2 days. If the number of directors is less than the minimum number of directors required by law due to the resignation of a director, then such director shall continue to perform his duties in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected and assumes his office. ~~Except the aforesaid circumstances, the resignation of a director shall become effective when the report of resignation is served on the board of directors.~~	**Article 139** A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the **Company, and the resignation shall take effect on the date of receipt of the resignation report by the Company**. The **Company** shall disclose this information within 2 **business** days. If the number of directors is less than the minimum number of directors required by law due to the resignation of a director, then such director shall continue to perform his duties in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected and assumes his office.
Article 149 Directors shall handover his works to the Board of Directors upon resignation or expiry of their term of office. The obligations of fidelity to the Company and shareholders shall not automatically discharge with the expiry of their terms of office. Directors' obligation of confidentiality in respect of the Company's secrets survives after the termination of their tenure until the same is made public. In addition, they should comply with the fiduciary obligations stipulated by Article 145 of the Articles of Association within one year after the termination of their tenure.	**Article 140 The Company has established a director resignation management system, clarifying the safeguards for accountability and compensation regarding unfulfilled public commitments and other outstanding matters. The d**irector shall handover his works to the Board of Directors upon resignation or expiry of **his** term of office. The obligations of fidelity to the Company and shareholders shall not automatically discharge with the expiry of **his** terms of office**, and shall still be effective within the reasonable duration specified by the Articles of Association**. **His responsibilities arising from the execution of duties during his tenure shall not be exempted or terminated due to resignation.** Directors' obligation of confidentiality in respect of the Company's secrets survives after the termination of his tenure until the same is made public. In addition, they should comply with the fiduciary obligations stipulated by Article **136** of the Articles of Association within one year after the termination of his tenure.

Original articles before the amendments	Articles after the amendments
	Article 141 The shareholders' meeting may remove any director before the expiration of his term of office by way of an ordinary resolution, subject to relevant laws and administrative regulations, with the removal taking effect from the date such resolution is made. **Where a director is removed from office prior to expiration of his term of office without reasonable cause, the director may demand compensation from the Company.**
Article 151 Directors who are in breach of laws, administrative regulations, departmental rules or the Articles of Association in the course of performing their duties shall be liable to compensate the Company for any loss so caused.	**Article 143 If a director, in the performance of his duties, causes damage to others, the Company shall be liable for compensation; the director shall also be liable for compensation if there is intentional or gross negligence on his part.** Directors who are in breach of laws, administrative regulations, departmental rules or the Articles of Association in the course of performing their duties shall be liable to compensate the Company for any loss so caused.
~~Article 152 The independent directors shall carry out responsibilities in accordance with relevant requirements of the laws, administrative regulations and the provisions of CSRC and the stock exchange on which the shares of the Company are listed.~~	Deleted
Article 153 The Board of Directors of the Company shall be established ~~to report to the Shareholders' general meeting.~~ ~~Article 154~~ The Board of Directors shall consist of nine directors, among which three are independent directors. The Board of Directors shall have one chairman and one vice chairman.	**Article 144 The Company shall have a Board of Directors consisting of eleven** directors, among which **four** are independent directors **and one is an employee representative director.** The Board of Directors **of the Company** shall have one chairman and one vice chairman. **The chairman and vice chairman shall be elected by the Board of Directors with a majority of all directors.**

Original articles before the amendments	Articles after the amendments
Article 155 The Board of Directors shall exercise the following powers:	**Article 145** The Board of Directors shall exercise the following powers:
(1) convening ~~general~~ meetings and presenting reports thereto;	(1) convening **shareholders'** meetings and presenting reports thereto;
(2) implementing the resolutions made at the ~~general~~ meetings;	(2) implementing the resolutions made at the **shareholders'** meetings;
(3) determining the Company's business plans and investment plans;	(3) determining the Company's business plans and investment plans;
~~(4) working out the Company's annual financial budget plans and final account plans;~~	**(4)** working out the Company's profit distribution plans and loss recovery plans;
(5) working out the Company's profit distribution plans and loss recovery plans;	**(5)** working out the Company's plans on the increase or reduction of registered capital, as well as on the issuance of bonds or other securities and listing plans;
(6) working out the Company's plans on the increase or reduction of registered capital, as well as on the issuance of bonds or other securities and listing plans;	**(6)** formulating proposals for material acquisitions, purchase of shares of the Company, merger, split-up, dissolution and change of the Company form;
(7) formulating proposals for material acquisitions, purchase of shares of the Company, merger, split-up, dissolution and change of the Company form;	**(7)** deciding on external investment, acquisition and disposal of assets, asset mortgage, external guarantee, entrusted financial management, connected transactions and external donation, etc. of the Company within the scope authorized by the **shareholders'** meeting;
(8) deciding on external investment, acquisition and disposal of assets, asset mortgage, external guarantee, entrusted financial management, connected transactions and external donation, etc. of the Company within the scope authorized by the ~~general~~ meeting;	**(8)** making decisions on the establishment of the Company's internal management departments;
(9) making decisions on the establishment of the Company's internal management departments;	

Original articles before the amendments	Articles after the amendments
(10) deciding on appointing or dismissing the Company's general manager and the secretary to the Board of Directors and other senior executives, and determine their remunerations, rewards and punishments, and deciding on appointing or dismissing the Company's deputy general manager, chief financial officer and other senior executives according to the nomination of general manager and determine their remunerations, rewards and punishments;	**(9)** deciding on appointing or dismissing the Company's general manager and the secretary to the Board of Directors and other senior executives, and determine their remunerations, rewards and punishments, and deciding on appointing or dismissing the Company's deputy general manager, chief financial officer and other senior executives according to the nomination of general manager and determine their remunerations, rewards and punishments;
(11) working out the Company's basic management system;	**(10)** working out the Company's basic management system;
(12) formulating the proposals for any amendment to the Articles of Association;	**(11)** formulating the proposals for any amendment to the Articles of Association;
(13) managing the information disclosure of the Company;	**(12)** managing the information disclosure of the Company;
(14) proposing the employment or replacement of the accounting firm which audits the Company's accounts to the ~~general~~ meeting;	**(13)** proposing the employment or replacement of the accounting firm which audits the Company's accounts to the general meeting;
(15) hearing the work report of the general manager of the Company and examining the general manager's work;	**(14)** hearing the work report of the general manager of the Company and examining the general manager's work;
(16) purchasing its own shares by the Company under any of the circumstances as mentioned in items (3), (5) and (6) under Article 30 of the Articles of Association, unless such purchase is subject to the approval of the shareholders' meeting as provided by laws, administrative regulations, departmental rules, the listing rules of the stock exchanges on which the shares of the Company are listed;	**(15) considering and approving to purchase** its own shares by the Company under any of the circumstances as mentioned in items (3), (5) and (6) **of the first paragraph** under Article 30 of the Articles of Association, unless such purchase is subject to the approval of the shareholders' meeting as provided by laws, administrative regulations, departmental rules, the listing rules of the stock exchanges on which the shares of the Company are listed;

Original articles before the amendments	Articles after the amendments
(17) exercising other powers conferred by laws, administrative regulations, departmental rules or the Articles of Association. ~~The Board of Directors may resolve on the issues specified in the preceding paragraphs by approval of more than half of the directors save for the issues specified in Items (6), (7), (12) and by laws, administrative regulations and the Articles of Association, in which approval of more than two thirds of the directors is required.~~ Issues beyond the scope authorized by the ~~general~~ meeting shall be submitted to the ~~general~~ meeting for consideration.	**(16)** exercising other powers conferred by laws, administrative regulations, departmental rules**,** the Articles of Association **or the shareholders' meeting**. Issues beyond the scope authorized by the **shareholders'** meeting shall be submitted to the **shareholders'** meeting for consideration.
Article 156 The Board of Directors shall explain to the ~~general~~ meeting any non-standard audit opinions issued by the certified public accountants on the Company's financial statements.	**Article 146** The Board of Directors shall explain to the **shareholders'** meeting any non-standard audit opinions issued by the certified public accountants on the Company's financial statements.
Article 157 The Board of Directors shall formulate the rules of procedure of the Board in order to ensure the Board of Directors to implement resolutions approved at ~~general~~ meeting ~~of shareholders~~, to improve working efficiency, and to ensure scientific decision-making.	**Article 147** The Board of Directors shall formulate the rules of procedure of the Board in order to ensure the Board of Directors to implement resolutions approved at **shareholders'** meeting, to improve working efficiency, and to ensure scientific decision-making.

Original articles before the amendments	Articles after the amendments
Article 158 The Board of Directors shall determine the right relating to external investment, acquisition and disposal of assets, asset mortgage, external guarantees, entrusted financial management and connected transactions and external donation, and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and submit them to the ~~general~~ meeting for approval. The right of the Board of Directors to approve matters involving use of the Company's assets at a single time, such as asset disposal (including but not limited to purchase, sale, replacement and retirement of assets), external investment, entrusted financial management, entrusted loans, lease of assets, and provision of guarantee for the Company's debts by mortgaging or pledging the Company's assets, securities investment and derivatives transactions, shall be limited to not more than 20% of the latest audited net assets of the Company, and subject to a strict examination and decision making procedure; and if the aforesaid matters involve more than 20% of the latest audited net assets of the Company, the Board of Directors shall organize relevant experts and professionals to make assessments and submit them to the ~~general~~ meeting for approval.	**Article 148** The Board of Directors shall determine the right relating to external investment, acquisition and disposal of assets, asset mortgage, external guarantees, entrusted financial management and connected transactions and external donation, and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and submit them to the **shareholders'** meeting for approval. The right of the Board of Directors to approve matters involving use of the Company's assets at a single time, such as asset disposal (including but not limited to purchase, sale, replacement and retirement of assets), external investment, entrusted financial management, entrusted loans, lease of assets, and provision of guarantee for the Company's debts by mortgaging or pledging the Company's assets, securities investment**, futures** and derivatives transactions, shall be limited to not more than 20% of the latest audited net assets of the Company, and subject to a strict examination and decision making procedure; and if the aforesaid matters involve more than 20% of the latest audited net assets of the Company, the Board of Directors shall organize relevant experts and professionals to make assessments and submit them to the **shareholders'** meeting for approval.

Original articles before the amendments	Articles after the amendments
Where the Company intends to engage in securities investment, it could make a reasonable forecast about the scope, quota and duration of securities transactions within the next 12 months to the extent that it is difficult to perform the consideration procedure and disclosure obligation for each securities transaction due to the dealing frequency and timeliness of the transaction, etc, provided that transactions within the quota up to 20% of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors, and those beyond the scope of the authority of the Board of Directors shall also be submitted to the ~~general~~ meeting for consideration. The validity period of the relevant quota shall not exceed 12 months and the transaction amount at any time within the period (including the relevant amount resulted from reinvestment of the aforesaid investment income) shall not exceed the above quota for securities transaction approved by the Board of Directors or at the ~~general~~ meeting.	Where the Company intends to engage in securities investment, it could make a reasonable forecast about the scope, quota and duration of securities transactions within the next 12 months to the extent that it is difficult to perform the consideration procedure and disclosure obligation for each securities transaction due to the dealing frequency and timeliness of the transaction, etc, provided that transactions within the quota up to 20% of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors, and those beyond the scope of the authority of the Board of Directors shall also be submitted to the **shareholders'** meeting for consideration. The validity period of the relevant quota shall not exceed 12 months and the transaction amount at any time within the period (including the relevant amount resulted from reinvestment of the aforesaid investment income) shall not exceed the above quota for securities transaction approved by the Board of Directors or at the **shareholders'** meeting.

Original articles before the amendments	Articles after the amendments
Where the Company intends to engage in derivatives transactions, it shall submit the same to the Board of Directors for consideration and timely perform information disclosure obligations. The Company could make a reasonable forecast about the scope, quota and duration of derivatives transactions within the next 12 months to the extent that it is difficult to perform the consideration procedure and disclosure obligation for each derivatives transaction due to the dealing frequency and timeliness of the transaction, etc, provided that transactions within the quota up to 20% of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company, and those beyond the scope of the authority of the Board of Directors shall also be submitted to the ~~general~~ meeting for consideration. The validity period of the relevant quota shall not exceed 12 months and the transaction amount at any time within the period (including the relevant amount resulted from reinvestment of the aforesaid investment income) shall not exceed the above quota for derivative investment approved by the Board of Directors or at the ~~general~~ meeting.	Where the Company intends to engage in **futures and** derivatives transactions, it shall submit the same to the Board of Directors for consideration and timely perform information disclosure obligations. **Futures and derivatives transactions under one of the following circumstances shall be submitted to the shareholders' meeting for consideration upon approval by the Board of Directors: (1) the upper limit of the transaction margin and royalties expected to be used (including the value of the collateral provided for the transaction, the expected credit limit of the financial institution, the margin reserved for emergency measures, etc., the same below) accounts for more than 50% of the latest audited net profits of the Company, and the absolute amount exceeds RMB5 million; (2) the highest contract value held on any trading day is projected to account for more than 50% of the latest audited net assets of the Company, and the absolute amount shall exceed RMB50 million; (3) the Company engages in futures and derivatives transactions that are not conducted for hedging purposes.** The Company could make a reasonable forecast about the scope, quota and duration of **futures and** derivatives transactions within the next 12 months to the extent that it is difficult to perform the consideration procedure and disclosure obligation for each **futures and** derivatives transaction due to the dealing frequency and timeliness of the transaction, etc, provided that transactions within the quota up to 20% of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company, and those beyond the scope of the authority of the Board of Directors shall also be submitted to the **shareholders'** meeting for consideration. The validity period of the relevant quota shall not exceed 12 months and the transaction amount at any time within the period (including the relevant amount resulted from **the transaction using the proceeds** of the aforesaid **transaction**) shall not exceed the above quota for **futures and** derivative investment approved by the Board of Directors or at the **shareholders'** meeting.

Original articles before the amendments	Articles after the amendments
The acquisition and disposal of assets or the provision of external guarantees by the Company in one year involving an amount over 30% of the latest audited total assets of the Company shall be subject to the resolutions made by the ~~general~~ meeting and approval by more than two-thirds of voting rights held by shareholders attending the meeting. A single external donation or sponsorship involving over RMB30 million but not more than RMB60 million, and involving a cumulative amount of not more than RMB70 million in a fiscal year shall be subject to consideration and approval by the Board of Directors. A single external donation or sponsorship involving over RMB60 million or involving a cumulative amount of more than RMB70 million in a fiscal year shall be subject to consideration and approval at the ~~general~~ meeting of the Company. Any connected transaction between the Company and the connected natural person involving an amount less than RMB300,000 and any connected transaction between the Company and the connected legal person involving an amount less than RMB3 million or less than 0.5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the general manager of the Company. ~~The Company shall not provide borrowings for the directors, supervisors and senior executives directly or through subsidiaries.~~	The acquisition and disposal of assets or the provision of external guarantees by the Company in one year involving an amount over 30% of the latest audited total assets of the Company shall be subject to the resolutions made by the **shareholders'** meeting and approval by more than two-thirds of the voting rights held by shareholders attending the meeting. A single external donation or sponsorship involving over RMB30 million but not more than RMB60 million, and involving a cumulative amount of not more than RMB70 million in a fiscal year shall be subject to consideration and approval by the Board of Directors. A single external donation or sponsorship involving over RMB60 million or involving a cumulative amount of more than RMB70 million in a fiscal year shall be subject to consideration and approval at the **shareholders'** meeting of the Company. Any connected transaction between the Company and the connected natural person involving an amount less than RMB300,000 and any connected transaction between the Company and the connected legal person (**or other organization**) involving an amount less than RMB3 million or less than 0.5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the general manager **or the chairman of the Board of Directors** of the Company.

Original articles before the amendments	Articles after the amendments
Any connected transaction between the Company and the connected natural person involving over RMB300,000 (inclusive) but less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company. Any connected transaction between the Company and the connected legal person involving over RMB3 million (inclusive) and accounting for over 0.5% (inclusive) of the absolute value of the latest audited net assets of the Company but involving less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company. In the event that the amount of a connected transaction entered into between the Company and the connected natural person or the connected legal person (excluding the receipt of cash assets and provision of guarantee by the Company) exceeds RMB30 million (inclusive) and represents over 5% (inclusive) of the absolute value of the latest audited net assets of the Company, the Company shall disclose the audit report or appraisal report in accordance with the rules of relevant business of the stock exchange on which the shares of the Company are listed, and submit the transaction to the ~~general~~ meeting of the Company for consideration and approval. For underlying transaction involving a connected transaction concerning the daily operations, no audit or appraisal is required. Provision of guarantees by the Company for connected persons shall, regardless of the amount, be considered and passed at the Board meeting before being submitted to the ~~general~~ meeting for consideration.	Any connected transaction between the Company and the connected natural person involving over RMB300,000 (inclusive) but less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company **after the consent of a majority of all the independent directors**. Any connected transaction between the Company and the connected legal person **(or other organization)** involving over RMB3 million (inclusive) and accounting for over 0.5% (inclusive) of the absolute value of the latest audited net assets of the Company but involving less than RMB30 million or involving an amount less than 5% of the absolute value of the latest audited net assets of the Company shall be subject to consideration and approval by the Board of Directors of the Company **after the consent of a majority of all the independent directors**. In the event that the amount of a connected transaction entered into between the Company and the connected natural person or the connected legal person **(or other organization)** (excluding the receipt of cash assets and provision of guarantee by the Company) exceeds RMB30 million (inclusive) and represents over 5% (inclusive) of the absolute value of the latest audited net assets of the Company, the Company shall disclose the audit report or appraisal report in accordance with the rules of relevant business of the stock exchange**s** on which the shares of the Company are listed, and submit the transaction to the **shareholders'** meeting of the Company for consideration and approval. For underlying transaction involving a connected transaction concerning the daily operations, no audit or appraisal is required.

Original articles before the amendments	Articles after the amendments
The provision of the preceding clause applies where the Company provides guarantees for a shareholder whose shares are less than 5% of the Company, and the said shareholder shall be abstained from voting at the ~~general~~ meeting. If the connected transactions involved matters such as provision of financial support, provision of guarantee and entrusted financial management, the amounts concerned shall be used as the calculation standard and calculated in aggregate for the consecutive 12 months based on the types of transaction. Where approval procedures have been executed in accordance with the aforesaid provision, the transaction shall not be included in calculating the relevant scope of aggregation. Any external guarantees (including but not limited to pledges, liens or guarantees of assets) provided by the Company in any one of the circumstances as stipulated in Article 69 of the Articles of Association shall be approved by the ~~general~~ meeting. Any provisions of external guarantees not falling within Article 69 of the Articles of Association shall be approved by the Board of Directors of the Company. The guarantees in the approval scope of the Board of Directors shall still be approved with the consent of more than two-thirds of all directors present in the meeting, apart from the approval of more than half of all directors. For requirements above otherwise provided by laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.	Provision of guarantees by the Company for connected persons shall, regardless of the amount, be considered and passed at the Board meeting before being submitted to the **shareholders'** meeting for consideration. The provision of the preceding clause applies where the Company provides guarantees for a shareholder whose shares are less than 5% of the Company, and the said shareholder shall be abstained from voting at the **shareholders'** meeting. If the connected transactions involved matters such as provision of financial support, provision of guarantee and entrusted financial management, the amounts concerned shall be used as the calculation standard and calculated in aggregate for the consecutive 12 months based on the types of transaction. Where approval procedures **at the shareholders' meeting** have been executed in accordance with the aforesaid provision, the transaction shall not be included in calculating the relevant scope of aggregation.

Original articles before the amendments	Articles after the amendments
	The following transactions between the Company and connected persons may be exempt from review and disclosure as required for the connected transactions: (1) transactions in which the Company unilaterally obtains benefits without payment of consideration and without any obligations attached, including receiving donated cash assets, obtaining debt relief, and accepting guarantees and financial assistance without compensation; (2) transactions where the connected person provides capital to the Company at an interest rate not higher than the market quoted lending rates, and the Company is not required to provide a guarantee; (3) transactions where a party subscribes in cash for shares, convertible corporate bonds, or other derivatives available for issue, and corporate bonds (including enterprise bonds) available for public issue by the other party to unspecified parties; (4) transactions where a party acts as a member of an underwriting syndicate to underwrite shares, convertible corporate bonds, or other derivatives available for issue, and corporate bonds (including enterprise bonds) available for public issue by the other party to unspecified parties; (5) transactions where a party receives dividends, bonuses or remuneration as resolved by other party at its shareholders' meeting; (6) transactions where a party participates in the public bidding, auction, or other similar activities of the other party, except where such bidding, auction, or other activities cannot reasonably establish a fair price; (7) transactions where the Company provides products and services to connected natural persons as stipulated in items (ii) to (iv) of the third paragraph of Article 6.3.3 of the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange under the same terms and conditions as non-connected persons; (8) transactions where the pricing of connected transactions is regulated by the State; (9) other transactions recognized by the stock exchange of the place where the Company's shares are listed.

Original articles before the amendments	Articles after the amendments
	Any external guarantees (including but not limited to pledges, liens or guarantees of assets) provided by the Company in any one of the circumstances as stipulated in Article **64** of the Articles of Association shall be approved by the **shareholders'** meeting. Any provisions of external guarantees not falling within Article **64** of the Articles of Association shall be approved by the Board of Directors of the Company. The guarantees in the approval scope of the Board of Directors shall still be approved with the consent of more than two-thirds of all directors present in the meeting, apart from the approval of more than half of all directors. For requirements above otherwise provided by laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.

Original articles before the amendments	Articles after the amendments
~~Article 159 The Board of Directors shall not, without prior approval of shareholders in a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds 33% of the value of the Company's fixed assets as stated in the latest balance sheet approved by the general meeting.~~ ~~A "disposal of fixed assets" as referred to in the Article includes the transferral of interest in certain assets but excludes the usage of fixed assets for provision of guarantee.~~ ~~The effectiveness of transaction of the Company's disposal of fixed assets will not be affected by a breach of the first paragraph of the Article.~~ ~~For requirements above otherwise provided by laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed and the stock exchange, those requirements shall prevail.~~	Deleted
~~Article 160 The Board of Directors has one chairman and one vice chairman. The chairman and the vice chairman shall be elected and dismissed by more than half of all directors.~~	Deleted

Original articles before the amendments	Articles after the amendments
Article 161 The chairman of the Board of Directors shall perform the following duties and powers: (1) to preside over ~~general~~ meetings and to convene and preside over Board meetings; … (7) to determine the single external donation or sponsorship involving an amount less than RMB30 million and a cumulative amount not more than RMB50 million in a fiscal year; (8) to exercise special disposition power on corporate affairs in accordance with the laws and the Company's interests in case of any exceptional force majeure events, including natural disaster, and report to the Board of Directors and ~~general~~ meeting of the Company thereafter; …	**Article 149** The chairman of the Board of Directors shall perform the following duties and powers: (1) to preside over **shareholders'** meetings and to convene and preside over Board meetings; … (7) to determine the single external donation or sponsorship involving an amount less than RMB30 million and a cumulative amount not more than RMB50 million in a fiscal year; (8) to exercise special disposition power on corporate affairs in accordance with the laws and the Company's interests in case of any exceptional force majeure events, including natural disaster, and report to the Board of Directors and**/or shareholders'** meeting of the Company thereafter; …
Article 162 The vice chairman shall assist the chairman in performing his duties. If the chairman is unable or fails to perform his duties, such duties shall be performed by the vice chairman; if the vice chairman is unable or fails to perform his duties, a director shall be elected jointly by half or more of all directors to perform such duties.	**Article 150** The vice chairman **of the Company** shall assist the chairman in performing his duties. If the chairman is unable or fails to perform his duties, such duties shall be performed by the vice chairman; if the vice chairman is unable or fails to perform his duties, a director shall be elected jointly by **a majority** of all directors to perform such duties.

Original articles before the amendments	Articles after the amendments
Article 163 The Board of Directors shall hold at least four regular meetings every year, which shall be convened by the chairman, with the notice of meeting sent in writing to all the directors ~~and supervisors~~ 14 days in advance. If the chairman is unable to convene or preside over the meeting, the vice chairman shall convene and preside over the meeting. Where the vice chairman cannot or does not fulfil the duty thereof, more than half of the directors shall jointly elect a director to convene and preside over the meeting.	**Article 151** The Board of Directors shall hold at least four regular meetings every year, which shall be convened by the chairman, with the notice of meeting sent in writing to all the directors 14 days in advance. If the chairman is unable to convene or preside over the meeting, the vice chairman shall convene and preside over the meeting. Where the vice chairman cannot or does not fulfil the duty thereof, **a majority** of the directors shall jointly elect a director to convene and preside over the meeting.
Article 164 Provisional Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the directors, by ~~the Board of Supervisors~~, or by at least one half of independent directors or the general manager. The chairman shall convene and preside over a Board meeting within ten days after receipt of the proposal. …	**Article 152** Provisional Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the directors, by **the Audit Committee**, or by **a majority** of independent directors or the general manager. The chairman shall convene and preside over a Board meeting within ten days after receipt of the proposal. …
Article 165 The notice on convening a provisional Board meeting can be served by hand, post, facsimile or email; and shall be sent at least two days prior to the convening of the meeting. Where a provisional Board meeting needs to be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other oral means, not subject to the aforesaid period of notice of at least two days prior to the meeting, but the convener shall make explanations at the meeting.	**Article 153** The notice on convening a provisional Board meeting can be served by hand, post, facsimile or email; and shall be sent at least two days prior to the convening of the meeting. **The above time limit of at least 2 days' notice may be waived with the unanimous consent of all directors. In addition, w**here a provisional Board meeting needs to be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other oral means, not subject to the aforesaid period of notice of at least two days prior to the meeting, but the convener shall make explanations **in this regard**.

Original articles before the amendments	Articles after the amendments
Article 167 … For the voting on a resolution of the Board of Directors, each director shall have one vote only. ~~If pros and cons are equal, the chairman shall be entitled to an additional vote.~~	**Article 155** … For the voting on a resolution of the Board of Directors, each director shall have one vote only.
Article 168 If any director has the connected relationship with the enterprise involved in the resolution made at a Board meeting, the said director shall not vote on the said resolution for himself or on behalf of other director. The said Board meeting may be held when more than half of the non-connected directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the Board meeting is less than three, the matter shall be submitted to the ~~general~~ meeting for consideration. The definition and scope of connected director are subject to relevant regulations of the securities regulatory authority and stock exchange at the location where the shares of the Company are listed.	**Article 156** If any director has the connected relationship with the enterprise **or individual** involved in the resolution made at a Board meeting, the said director **shall report to the Board of Directors in writing in a timely manner. The connected director** shall not vote on the said resolution for himself or on behalf of other director. The said Board meeting may be held when more than half of the non-connected directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the Board meeting is less than three, the matter shall be submitted to the **shareholders'** meeting for consideration. The definition and scope of connected director are subject to relevant regulations of the securities regulatory authority and stock exchange at the location where the shares of the Company are listed.

Original articles before the amendments	Articles after the amendments
Article 169 Voting of the Board of Directors shall be conducted by a show of hands or name-recording ballots. Unless otherwise provided by the laws, regulations and regulatory documents, a resolution can be considered and resolved by correspondence at the provisional Board meeting, with the resolution signed by the participating directors, provided that all directors can fully express their opinions.	**Article 157 In principle, Board meetings shall be held physically. Where full communication and expression of opinions by all attending directors can be ensured, the meetings may, when necessary, be conducted by means of communication (including but not limited to facsimile, video, telephone, etc.), or through a combination of on-site meeting and communication methods.** Voting of the Board of Directors shall be conducted by a show of hands or name-recording ballots. Unless otherwise provided by the laws, regulations and regulatory documents, a resolution can be considered and resolved by correspondence at the provisional Board meeting, with the resolution signed by the participating directors, provided that all **participating** directors can fully **communicate and** express their opinions.
Article 170 Directors shall attend the Board meeting in person. If for any reason the directors are unable to attend, they may authorize other directors in writing to attend on their behalf. The power of attorney shall clearly state the name of the representative, the matters they represent, the scope of authority and the effective period of such power of attorney, and shall be signed or sealed by the principal. The representatives of the directors attending the meeting shall exercise their authorities within the scope so authorized. Any director absent from the Board meeting who fails to appoint a representative shall be deemed to have waived their voting rights at such meeting.	**Article 158** Directors shall attend the Board meeting in person. If for any reason the directors are unable to attend, they may authorize other directors in writing to attend on their behalf. The power of attorney shall clearly state the name of the representative, the matters they represent, the scope of authority and the effective period of such power of attorney, and shall be signed or sealed by the principal. The representatives of the directors attending the meeting shall exercise their authorities within the scope so authorized. Any director absent from the Board meeting who fails to appoint a representative shall be deemed to have waived their voting rights at such meeting.

Original articles before the amendments	Articles after the amendments
Article 172 The minutes of the Board meeting shall include the following: … (5) the voting methods and the voting results on each matter (the voting result shall clearly state the number of votes for, against and abstentions).	**Article 160** The minutes of the Board meeting shall include the following: … (5) the voting methods and the voting results on each matter (the voting result shall clearly state the number of votes for, against and abstentions).
Article 173 Directors shall sign on the resolutions approved at the Board meeting and shall be liable for the resolutions of the Board. Where a resolution of the Board violates the laws, administrative regulations, the Articles of Association or resolutions approved at the ~~general~~ meeting and results in serious losses to the Company, the directors involved in such resolution shall be liable for indemnification to the Company, provided that the director who has expressly objected to the resolution put forward for voting which is proven and recorded in the minutes of the meeting can be exempted from such liabilities.	**Article 161** Directors shall sign on the resolutions approved at the Board meeting and shall be liable for the resolutions of the Board. Where a resolution of the Board violates the laws, administrative regulations, the Articles of Association or resolutions approved at the **shareholders'** meeting and results in serious losses to the Company, the directors involved in such resolution shall be liable for indemnification to the Company, provided that the director who has expressly objected to the resolution put forward for voting which is proven and recorded in the minutes of the meeting can be exempted from such liabilities.
	Section 3 Independent Directors
	Article 162 The Independent directors shall conscientiously perform their duties in accordance with the requirements of laws, administrative regulations, the CSRC, the stock exchanges on which the shares of the Company are listed and the Articles of Association, and serve the roles of participation in decision-making, supervising and balancing, and providing professional consultation in the Board of Directors, so as to safeguard the interests of the Company as a whole and to protect the legal rights and interests of minority shareholders.

Original articles before the amendments	Articles after the amendments
	Article 163 An independent director shall maintain his independence. None of the following persons may serve as an independent director: **(1) persons working in the Company or its affiliates and their spouses, parents, children and main social relations;** **(2) persons who directly or indirectly hold 1% or above of the issued share capital of the Company or who are natural person shareholders amongst the top ten shareholders of the Company or their spouses, parents, children;** **(3) persons working in a shareholder which holds 5% or above of the issued share capital of the Company or in the top five shareholders of the Company or their spouses, parents and children;** **(4) persons working in the affiliates of the Company's controlling shareholders or de facto controllers and their spouses, parents and children;** **(5) persons having material business dealings with the Company and its controlling shareholders, de facto controllers or their respective affiliates, or persons working in entities that have material business dealings with the Company, and their controlling shareholders or de facto controllers;**

Original articles before the amendments	Articles after the amendments
	(6) persons providing financial, legal, consulting, sponsorship and other services for the Company, its controlling shareholders, de facto controllers, or their respective affiliates, including but not limited to all members of project teams, reviewing officers at all levels, signatory(ies) of reports, partners, directors, senior management and key persons in charge of the intermediary(ies) providing the services; **(7) persons who have fallen under the conditions mentioned in items (1) to (6) in the latest twelve months;** **(8) other persons deemed not independent under laws, administrative regulations, the requirements of the CSRC, the rules of business of the stock exchanges on which the shares of the Company are listed and the Articles of Association of the Company.** **Affiliates of the Company's controlling shareholders and de facto controllers as set out in items (4) to (6) of the preceding paragraphs exclude enterprises that are controlled by the same state-owned asset management institution as the Company (if applicable) and do not constitute a connected relationship with the Company under the relevant provisions.** **Independent directors shall conduct an annual self-examination of their independence and submit such examination results to the Board of Directors. The Board of Directors shall evaluate the independence of the current independent directors annually and issue a special opinion, and disclose the same with the annual report.**

Original articles before the amendments	Articles after the amendments
	Article 164 An independent director of the Company shall meet the following conditions: **(1) have the qualifications to serve as a director of a listed company according to laws, administrative regulations and other relevant requirements;** **(2) meet the independence requirements stipulated under the Articles of Association;** **(3) have basic knowledge of the operation of a listed company and be familiar with the relevant laws, regulations, and rules;** **(4) have more than five years' work experience in the fields of law, accounting or economics, etc. required to perform the duties of an independent director;** **(5) possess good personal integrity, with no records of major breaches of trust or other negative records;** **(6) fulfill other conditions required by laws, administrative regulations, the requirements of the CSRC, the rules of business of the stock exchanges on which the shares of the Company are listed and the Articles of Association.**

Original articles before the amendments	Articles after the amendments
	Article 165 As members of the Board of Directors, independent directors shall owe fiduciary duties and duties of diligence to the Company and its shareholders as a whole, and shall prudently fulfill the following duties: **(1) participate in the decision-making of the Board of Directors and express clear opinions on matters discussed;** **(2) supervise potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors, and senior management to protect the legitimate rights and interests of minority shareholders;** **(3) provide professional and objective advice on the operations and development of the Company and promote the enhancement of the decision-making level of the Board of Directors;** **(4) fulfill other duties as stipulated by laws, administrative regulations, CSRC regulations, and the Articles of Association.**

Original articles before the amendments	Articles after the amendments
	Article 166 An independent director shall exercise the following special powers: **(1) independently engage intermediaries to audit, consult, or verify specific matters of the Company;** **(2) propose the convening of extraordinary shareholders' meetings to the Board of Directors;** **(3) propose the convening of Board meetings;** **(4) publicly solicit shareholders' rights from shareholders in accordance with the law;** **(5) express independent opinions on matters that may jeopardize the rights and interests of the Company or minority shareholders;** **(6) exercise other powers as stipulated by laws, administrative regulations, CSRC regulations, and the Articles of Association.** **When an independent director exercises any of the powers listed in items (1) to (3) of the preceding paragraph, such exercise shall be approved by a majority of all independent directors.** **The Company shall disclose in a timely manner if an independent director exercises the powers listed in the first paragraph. If the aforementioned powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.**

Original articles before the amendments	Articles after the amendments
	Article 167 The following matters shall be submitted to the Board of Directors for consideration after being approved by a majority of all independent directors of the Company: **(1) connected transactions that require disclosure;** **(2) plans on changes to or waivers of commitments by the Company and related parties;** **(3) decisions made and measures taken by the board of directors of an acquired listed company in relation to the acquisition;** **(4) other matters as prescribed by laws, administrative regulations, the CSRC regulations and the Articles of Association.**

Original articles before the amendments	Articles after the amendments
	Article 168 The Company shall establish a mechanism for special meeting attended solely by independent directors. Matters such as connected transactions to be considered by the Board of Directors shall be approved in advance by a special meeting of the independent directors. **The Company shall hold special meetings of independent directors on a regular or irregular basis. The matters set out in items (1) to (3) of the first paragraph of Article 166 and Article 167 of the Articles of Association shall be considered by the special meetings of independent directors.** **The special meetings of independent directors may study and discuss other matters of the Company as needed.** **The special meetings of independent directors shall be convened and presided over by an independent director jointly elected by a majority of the independent directors; if the convenor fails or is unable to perform his duties, two or more independent directors may convene the meeting on their own and elect a representative to preside over it.** **Minutes of the special meeting of independent directors shall be made in accordance with regulations, and the opinions of independent directors shall be stated in the minutes. Independent directors shall sign to confirm the minutes.** **The Company shall provide convenience and support for the convening of the special meetings of independent directors.**

Original articles before the amendments	Articles after the amendments
Article 174 The Company shall have a secretary to Board of Directors, who shall be appointed or dismissed by the Board of Directors. The secretary to the Board of Directors is a senior executive of the Company. The secretary to the Board of Directors shall observe the Articles of Association, undertake relevant legal liabilities of a senior executive of the Company, fulfill the obligation of ~~honesty~~ and diligence to the Company, and shall not use his official power to seek improper gains for himself or others.	**Article 169** The Company shall have a secretary to Board of Directors, who shall be appointed or dismissed by the Board of Directors. The secretary to the Board of Directors is a senior executive of the Company. **The secretary to the Board of Directors shall be responsible for preparing shareholders' meetings and Board meetings of the Company, managing document retention and shareholders' information of the Company, and handling matters relating to information disclosure, among other duties.** The secretary to the Board of Directors shall **comply with the relevant provisions of the laws, administrative regulations, departmental rules and the Articles of Association**, undertake relevant legal liabilities of a senior executive of the Company, fulfill the obligation of **loyalty** and diligence to the Company, and shall not use his official power to seek improper gains for himself or others.

Original articles before the amendments	Articles after the amendments
Article 175 The secretary to the Board of Directors shall be a natural person with necessary professional knowledge and experience, and shall be appointed by the Board of Directors. The major duties of the secretary to the Board of Directors shall be: (1) to ensure that the Company has complete organization documents and records; (2) to ensure that the Company legally prepares and submits reports and documents as required by the competent authorities; (3) to ensure that the shareholders' register of the Company is established appropriately and that the persons who have the right of access to the relevant records and documents of the Company obtain the same in due time; (4) to be responsible for managing the information disclosure of the Company, and to ensure that information disclosure of the Company is timely, accurate, lawful, true and complete; (5) to arrange for Board meetings and general meetings, to be responsible for recording minutes of meetings and keeping the meeting documents and minutes; (6) to fulfill other duties specified by relevant laws, administrative regulations, regulatory documents and the rules of the stock exchange on which the shares of the Company are listed.	**Article 170** The secretary to the Board of Directors shall be a natural person with necessary professional knowledge and experience, and shall be appointed by the Board of Directors. **The secretary to the Board of Directors is accountable to the Company and the Board of Directors**. The major duties of the secretary to the Board of Directors shall be: **(1) to be responsible for the Company's information disclosure affairs, coordinate the Company's information disclosure activities, organize and formulate the Company's information disclosure management system, and urge the Company and the relevant information disclosure obligors to comply with the relevant information disclosure regulations;** **(2) to be responsible for investor relations management, coordinate the information communication between the Company and securities regulatory authorities, investors, de facto controllers, intermediary agencies, and media, etc.;** **(3) to prepare and organize meetings of the Board of Directors and shareholders' meetings, attend the shareholders' meetings, meetings of the Board of Directors, and relevant meetings of the senior management, and be responsible for making records for the meetings of the Board of Directors and shareholders' meetings and signing such records, and keeping documents, minutes and other related materials of such meetings;** **(4) to be responsible for the confidentiality of the Company's information disclosure and, in the event of a leakage of material undisclosed information, to immediately report the leakage to the stock exchanges on which the shares of the Company are listed and disclose the information in accordance with the relevant regulations;**

Original articles before the amendments	Articles after the amendments
	(5) to pay attention to media coverage and take the initiative to verify the truth, and urge the Company and the relevant parties to reply to the inquiries from the securities regulatory authorities and stock exchanges on which the shares of the Company are listed, in a timely manner; **(6) to arrange trainings on the relevant laws and regulations and the relevant rules of the stock exchanges on which the shares of the Company are listed for the Company's directors and senior management, and to assist such persons in understanding their respective responsibilities in information disclosure;** **(7) to urge the directors and senior management to abide by the laws and regulations, the relevant rules of the stock exchanges on which the shares of the Company are listed and the Articles of Association, and to earnestly fulfil their undertakings; when he is aware that the Company, directors and senior management have made or may make resolutions that violate the relevant provisions, he shall remind them and report the same to the stock exchanges on which the shares of the Company are listed immediately and truthfully;** **(8) to be responsible for managing affairs related to the changes in the Company's shares and the derivatives thereof;** **(9)** to fulfill other duties as specified by relevant laws, administrative regulations, regulatory documents and the rules of the stock exchanges on which the shares of the Company are listed.

Original articles before the amendments	Articles after the amendments
Article 177 The Company shall facilitate the secretary to the Board of Directors to perform his duties. The directors, ~~supervisors,~~ senior management and relevant staff shall cooperate with the secretary to the Board of Directors.	**Article 172** The Company shall facilitate the secretary to the Board of Directors to perform his duties. The directors, senior management and relevant staff shall **support and** cooperate with the secretary to the Board of Directors.
Article 178 In order to perform his duties, the secretary to the Board is entitled to access the financial and operating conditions of the Company, inspect all documents within terms of reference and request relevant departments and staff of the Company to provide relevant information and data on a timely basis.	**Article 173** In order to perform his duties, the secretary to the Board is entitled to access the financial and operating conditions of the Company, **attend relevant meetings involving information disclosure,** inspect **relevant** documents and request relevant departments and staff of the Company to provide relevant information and data on a timely basis.
Article 179 The Board of Directors of the Company establishes certain special committees such as the Strategy and Development Committee, the Audit Committee, the Nomination Committee and the Remuneration and Assessment Committee. Special committees shall only comprise of directors. In particular, independent directors shall be more than half of the Nomination Committee and the Remuneration and Assessment Committee and serve as the convener (head/chairman). The Audit Committee shall comprise of three directors who do not hold senior management positions in the Company, and independent directors shall be more than half thereof, among which at least one independent director shall be an accounting professional, and the convener (head/chairman) shall be an accounting professional among the independent directors.	**Article 174** The Board of Directors of the Company establishes certain special committees such as the Strategy and Development Committee, the Audit Committee, the Nomination Committee and the Remuneration and Assessment Committee**, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals from special committees shall be submitted to the Board of Directors for consideration and decision (except as otherwise provided by relevant laws, administrative regulations, departmental rules, securities regulatory authorities, and the stock exchange where the Company's shares are listed). The terms of reference for the special committees shall be formulated by the Board of Directors. The Audit Committee shall exercise the duties and powers of the Board of Supervisors stipulated in the Company Law**.

Original articles before the amendments	Articles after the amendments
	Special committees shall only comprise of directors. In particular, independent directors shall be more than half of the Nomination Committee and the Remuneration and Assessment Committee and serve as the convener (head/chairman). The Audit Committee shall comprise of three directors who do not hold senior management positions in the Company, and independent directors shall be more than half thereof, among which at least one independent director shall be an accounting professional, and the convener (head/chairman) shall be an accounting professional among the independent directors. **Employee representatives on the Board of Directors may become members of the Audit Committee**.
Article 180 The Strategy and Development Committee is a special organization set up under the Board of Directors, mainly responsible for conducting feasibility research on the Company's long-term development and strategy ~~planning~~ as well as major ~~strategic~~ investments, and shall report to and be accountable to the Board of Directors.	**Article 175** The Strategy and Development Committee is a special **committee** set up under the Board of Directors, mainly responsible for conducting feasibility research **and making recommendations** on the Company's long-term development and strategy as well as major **investment decisions**, and shall report to and be accountable to the Board of Directors.

Original articles before the amendments	Articles after the amendments
Article 181 The Audit Committee is a special organization set up under the Board of Directors ~~which shall report to and hold responsibility for the Board of Directors~~. The major duties of the Audit Committee include making recommendations on the appointment and replacement of external audit institutions; ~~supervising and reviewing the work of the external audit institutions;~~ guiding the internal audit work ~~and supervising the Company's internal audit system and its implementation; coordinating and holding responsibility for communications between the management, internal control function and relevant departments, and the external audit institutions~~; examining ~~and providing opinions on~~ the financial information of the Company and its disclosures; examining the internal control system of the Company and evaluating the effectiveness of internal control; and other duties authorized by the Board of Directors of the Company or other issues related to relevant laws and regulations.	**Article 176** The Audit Committee is a special **committee** set up under the Board of Directors. The major duties of the Audit Committee include **supervising and evaluating the external audit work;** making recommendations on the appointment **or** replacement of external audit institutions; **supervising and evaluating** the internal audit work; **being responsible for coordinating internal and external audits;** examining the financial information of the Company and its disclosures; **supervising and evaluating the internal control** of the Company; **exercising the duties and powers of the Board of Supervisors stipulated in the Company Law;** and other duties authorized by the Board of Directors of the Company or other issues related to relevant laws and regulations **as well as the Articles of Association.** **The following matters shall be submitted to the Board of Directors for consideration only after being approved by more than half of all members of the Audit Committee:** **(1) disclosure of financial information in financial reports and periodic reports, and internal control evaluation reports;** **(2) appointment or dismissal of the accounting firm responsible for auditing the Company;** **(3) appointment or dismissal of the chief financial officer of the Company;** **(4) changes in accounting policies or accounting estimates, or corrections of material accounting errors, except those arising from changes in accounting standards;** **(5) other matters as stipulated by laws, administrative regulations, the CRSC regulations and the Articles of Association.**

Original articles before the amendments	Articles after the amendments
	Article 177 The Audit Committee shall convene at least one meeting every quarter. An extraordinary meeting may be convened upon the proposal of two or more members or when the convener considers it necessary. The quorum of a meeting of the Audit Committee shall be not less than two-thirds of the members. **Resolutions of the Audit Committee shall be passed by a majority of its members.** **Voting on resolutions of the Audit Committee shall be conducted on a one-person-one-vote basis.** **Minutes shall be prepared for resolutions of the Audit Committee in accordance with the relevant requirements, and members of the Audit Committee attending the meeting shall sign the minutes.** **The terms of reference of the Audit Committee shall be formulated by the Board of Directors.**

Original articles before the amendments	Articles after the amendments
Article 182 The Nomination Committee is a special organization set up under the Board of Directors which shall report to and be accountable to the Board of Directors. The major duties of the Nomination Committee include examining the standards and procedures for selection of directors and senior management and providing opinions or advice for the Board of Directors on replacement and recommendation of candidates of new directors, and senior management; seeking for qualified directors and senior management candidates in a wide range; evaluating the work of directors, senior management and providing opinions or advice on replacement of directors or senior management based on evaluation results.	**Article 178** The Nomination Committee is a special **committee** set up under the Board of Directors which shall report to and be accountable to the Board of Directors. The major duties of the Nomination Committee include examining, **drafting and making recommendations on** the standards and procedures for selection of directors and senior management**,** and providing opinions or advice for the Board of Directors on replacement and recommendation of candidates of new directors, and senior management; **selecting** qualified directors and senior management candidates in a wide range; **reviewing and making recommendations on the selection of candidates for directors, senior management, and their qualifications for appointment;** evaluating the work of directors, senior management and providing opinions or advice on replacement of directors or senior management based on evaluation results. **The Nomination Committee shall make recommendations to the Board of Directors on the following matters:** **(1) nomination or appointment and removal of directors;** **(2) appointment or dismissal of senior management;** **(3) other matters as prescribed by laws, administrative regulations, the CSRC regulations and the Articles of Association.** **Where the Board of Directors does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the Nomination Committee's opinions and the specific reasons for not adopting them in the Board of Directors resolutions and disclose the same.**

Original articles before the amendments	Articles after the amendments
Article 183 The Remuneration and Appraisal Committee is a special organization set up under the Board of Directors which mainly takes charge of formulating remuneration system, management and appraisal of directors, senior management of the Company and shall report to and be accountable to the Board of Directors. The major duties of the Remuneration and Assessment Committee include formulating job responsibility and performance appraisal system, performance target and award and penalty regimes of the directors, senior management of the Company; formulating remuneration system and remuneration standards of the directors, senior management of the Company; formulating the Company's share incentive plan; reviewing the performance of the directors and senior management of the Company and conducting annual appraisals; and making recommendations to the Company to deliver subsidy to independent directors according to laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed.	**Article 179** The Remuneration and Assessment Committee is a special **committee** set up under the Board of Directors which mainly takes charge of formulating remuneration system, management and appraisal of directors, senior management of the Company and shall report to and be accountable to the Board of Directors. The major duties of the Remuneration and Assessment Committee include formulating **evaluation standards (including but not limited to** job responsibility and performance appraisal system, performance target and award and penalty regimes) of the directors, senior management of the Company**, and conducting assessment thereof; formulating and reviewing the remuneration determination mechanisms, decision-making procedures, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for directors and senior management of the Company;** formulating remuneration system and remuneration standards of the directors, senior management of the Company; formulating the Company's share incentive plan; reviewing the performance of the directors and senior management of the Company and conducting annual appraisals; and making recommendations to the Company to deliver subsidy to independent directors according to laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities of the location where the Company's shares are listed. **The Remuneration and Assessment Committee shall make recommendations to the Board of Directors on the following matters:** **(1) the remuneration of directors and senior management;** **(2) formulation or change of the share incentive plan and employee share ownership plan, granting of rights and benefits to the targets of the incentives and fulfillment of the conditions for exercising the rights and benefits;**

Original articles before the amendments	Articles after the amendments
	(3) arrangement of share ownership plans for directors and senior management in the subsidiaries proposed to be spun off; **(4) other matters as prescribed by laws, administrative regulations, the CSRC regulations and the Articles of Association.** **Where the Board of Directors does not adopt or fully adopt the recommendations of the Remuneration and Assessment Committee, it shall record the Remuneration and Assessment Committee's opinions and the specific reasons for not adopting them in the Board of Directors resolutions and disclose the same.**
Article 184 Special committees may engage intermediary institutions to provide professional opinions and relevant expenses shall be borne by the Company.	**Article 180** Special committees may engage intermediary institutions to provide professional opinions and relevant expenses shall be borne by the Company. **The relevant expenses incurred by the special committees of the Board of Directors in the performance of their duties shall be borne by the Company.**
Chapter 6 ~~General Manager and Other~~ Senior Management Members	Chapter 6 Senior Management Members
Article 185 The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors. The Company shall have certain deputy general managers and one chief financial officer, who shall be appointed or dismissed by the Board of Directors after being nominated by the general manager. ~~The senior management of the Company includes the general manager of the Company, the deputy general manager, the chief financial officer and the secretary to the board of the directors.~~	**Article 181** The Company shall have one general manager, who shall be **determined to appoint or dismiss** by the Board of Directors. The Company shall have certain deputy general managers and one chief financial officer, who shall be **determined to appoint or dismiss** by the Board of Directors after being nominated by the general manager.

Original articles before the amendments	Articles after the amendments
	Article 182 The provisions of the Articles of Association relating to the circumstances under which a person may not be a director, and the provisions of the system for managing the termination of employment, shall also apply to senior management. **The provisions of the Articles of Association relating to the obligations of loyalty and diligence of the directors shall also apply to senior management.**
Article 188 The general manager shall be accountable to the Board of Directors and exercise the following powers: … (7) to decide to appoint or dismiss executives other than those appointed or dismissed by the Board of Directors; (8) to exercise other powers conferred in the Articles of Association or by the Board of Directors. The general manager may attend Board meetings. If the general manager is not a director, he shall not have any voting right at the Board meetings.	**Article 185** The general manager shall be accountable to the Board of Directors and exercise the following powers: … (7) to decide to appoint or dismiss executives other than those appointed or dismissed by the Board of Directors; (8) to exercise other powers conferred in the Articles of Association or by the Board of Directors. The general manager may attend Board meetings. If the general manager is not a director, he shall not have any voting right at the Board meetings.
Article 190 The work rules for the general manager shall include the following: … (3) usage of capital and assets of the Company, authorities to enter into major contracts, and the systems for reporting to the Board of Directors ~~and the Board of Supervisors~~; (4) other matters deemed as necessary by the Board of Directors.	**Article 187** The work rules for the general manager shall include the following: … (3) usage of capital and assets of the Company, authorities to enter into major contracts, and the systems for reporting to the Board of Directors; (4) other matters deemed as necessary by the Board of Directors.

Original articles before the amendments	Articles after the amendments
~~Article 191 In exercising powers, the general manager of the Company shall fulfil the obligation of honesty and diligence in accordance with laws, administrative regulations and the Articles of Association.~~	Deleted
Article 193 The deputy general manager shall assist the general manager in conducting the production and operation. The appointment or dismissal of the deputy general manager shall be nominated by the general manager and determined by the Board of Directors.	**Article 189** The deputy general manager shall assist the general manager in conducting the production and operation **management**. The appointment or dismissal of the deputy general manager shall be nominated by the general manager and determined by the Board of Directors.
Article 194 The loss arising from the breach of laws, administrative regulations, department regulations or the Articles of Association by members of the senior management in the course of executing their duties shall be borne by them. Members of the senior management of the Company shall fulfill their duties honestly, protect the best interests of the Company and all the shareholders. Members of the senior management of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties.	**Article 190 Where the senior management members cause damage to others when performing their duties in the Company, the Company shall be liable for compensation; where the senior management members act with willful or material default, they shall be liable for compensation.** The loss arising from the breach of laws, administrative regulations, department regulations or the Articles of Association by members of the senior management in the course of executing their duties shall be borne by them. **Article 191** Members of the senior management of the Company shall fulfill their duties honestly, protect the best interests of the Company and all the shareholders. Members of the senior management of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties.
~~CHAPTER 7 BOARD OF SUPERVISORS~~ ~~Section 1 Supervisors~~	Deleted
~~Article 195 No director, general manager or other senior management members may concurrently serve as a supervisor.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 196 Supervisors shall undertake the duty of loyalty and diligence in accordance with the laws, administrative rules and the Articles of Association and shall not abuse their official powers to accept bribes or other unlawful income and expropriate the Company's property~~	Deleted
~~Article 197 Supervisors shall be elected by the general meeting for a term of three years, and are eligible for re-election upon expiry of their terms.~~	Deleted
~~Article 198 If, upon the expiry of a supervisor's term of office, a new supervisor is not elected on a timely basis, or the resignation of any supervisor during term of office causes the number of supervisors to fall below the statutory requirement, such supervisor shall continue to perform his/her duties as supervisor under the requirements as stipulated by laws, administrative regulations and the Articles of Association until a new supervisor is elected and assumes his/her office.~~	Deleted
~~Article 199 The supervisors shall ensure that the information disclosed shall be true, accurate and complete, and sign a written confirmation for regular reports.~~	Deleted
~~Article 200 The supervisors may attend meetings of the Board of Directors as non-voting attendees and make inquiries or suggestions about matters on which the Board of Directors has passed resolutions.~~ ~~The Company shall offer to invite supervisors to attend meetings as non-voting attendees before the Board meeting is convened to accept the inquiries and the supervision from supervisors.~~ ~~Where the related directors and senior managers are required to attend the meeting which is convened by the board of supervisors, they shall be present on time and response to the questions of supervisors.~~	Deleted
~~Article 201 Supervisors shall not use their connected relationship to prejudice the interests of the Company and shall be liable to compensate the Company for any loss so caused.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 202 Supervisors who are in breach of laws, administrative regulations, departmental rules or the Articles of Association in the course of performing their duties shall be liable to compensate the Company for any loss so caused.~~	Deleted
~~Section 2 Board of Supervisors~~	Deleted
~~Article 203 The Company shall have a board of supervisors, consisting of three supervisors, including one chairman.~~ ~~The chairman of the Board of Supervisors shall be appointed or dismissed by the votes of more than two thirds (inclusive) of the members of the Board of Supervisors.~~ ~~The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors; where the chairman of the Board of Supervisors cannot or does not fulfil the duty thereof, more than half of the supervisors may elect a supervisor to convene and preside over the meetings of the Board of Supervisors.~~ ~~The Board of Supervisors shall comprise shareholder representatives and an appropriate proportion of employee representatives, which proportion shall be one third. Shareholder supervisors shall be elected and dismissed at general meetings, and employee supervisors shall be elected and dismissed democratically at the employee representatives' meetings, employees' meetings or in other forms.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 204 The Board of Supervisors shall be accountable to the general meeting and shall exercise the following powers according to laws:~~ ~~(1) to examine the periodic reports of the company prepared by the Board of Directors and produce written examination opinions thereon;~~ ~~(2) to examine financial operations of the company;~~ ~~(3) to supervise the work of the directors and senior executives, and propose dismissal of directors and senior executives who have violated laws, administrative rules, the Articles of Association or the resolutions of general meetings; (4) to require directors and senior executives to make corrections if their conduct has damaged the interests of the company;~~ ~~(5) to review financial reports, business reports and profit distribution plans to be submitted by the Board of Directors to the general meeting, and if there are any queries, to engage certified public accountants or practicing auditors in the name of the company to assist in the review;~~ ~~(6) to propose the convening of extraordinary general meetings and, in case the Board of Directors does not perform the obligations to convene and preside over the general meetings in accordance with Company Law, to convene and preside over the general meetings;~~	Deleted

Original articles before the amendments	Articles after the amendments
~~(7) to present proposals to general meetings;~~ ~~(8) to coordinate with directors on behalf of the company or bring legal proceedings against the company's directors and senior executives in accordance with the Company Law;~~ ~~(9) to conduct investigation if there are any unusual circumstances in the company's operations, and if necessary, to engage an accounting firm, law firm or other professionals to assist in their work at the expenses of the company;~~ ~~(10) to exercise other powers specified by laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authority at the location where the shares of the Company are listed and the Articles of Association or conferred by the general meetings.~~	
~~Article 205 The Board of Supervisors shall meet at least once every 6 months and the notice shall be received by all supervisors no later than 10 days before the meeting is convened.~~ ~~Supervisors may propose to convene extraordinary meetings of the Board of Supervisors. The chairman of the Board of Supervisors shall convene and preside over an extraordinary meeting of the Board of Supervisors within ten (10) days after receipt of the supervisors' proposal. The Board of Supervisors shall notify all supervisors in writing two (2) days before the extraordinary meeting is convened. In case of particularly urgent situation that the extraordinary meeting of the Board of Supervisors shall be convened as soon as possible, the notice may be made via telephone or orally (not subject to the abovementioned time limit of at least 2days in advance), but the convener shall make explanations at the meeting.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 206 Supervisors shall attend meetings of the board of supervisors in person, If a supervisor is unable to attend a meeting of the Board of Supervisors due to certain reasons, he may submit written comments or written voting in advance, or appoint other supervisors in writing to attend the meeting on his behalf. The letter of proxy shall include particulars such as the names of proxy, subject matter, scope of authorization and duration of the authorization, and be signed or stamped by the principal.~~ ~~The supervisors who attend the meeting as representatives shall exercise the rights of supervisors in the scope of authorization. If a supervisor fails to attend a meeting of the Board of Supervisors and fails to appoint a representative to attend on his/her behalf, the same shall be deemed as abstention of voting rights at such meeting.~~ ~~Each supervisor shall have 1 vote for resolutions to be approved by the Board of Supervisors.~~ ~~The resolution of the Board of Supervisors shall be passed by the votes of more than two thirds (inclusive) of the members of the Board of Supervisors.~~	Deleted
~~Article 207 The Board of Supervisors shall formulate the rules of procedures of the Board of Supervisors with specific mode of discussion and voting procedures of the Board of Supervisors for purposes of ensuring the work efficiency and scientific decision making of the Board of Supervisors.~~	Deleted
~~Article 208 The Board of Supervisors shall cause decisions made during the meeting to be reduced to minutes of meetings, and attending supervisors shall sign on the minutes of meetings.~~ ~~Supervisors can request to have the speech they make in the meeting recorded in the minutes. The meeting minutes of the Board of Supervisors shall be kept as a file of the Company for ten years.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 209 Notice of meetings of the Board of Supervisors shall contain:~~ ~~(1) the date, venue and duration of the meeting;~~ ~~(2) reasons for and discussion topics of the meeting;~~ ~~(3) the method for which the meeting is held;~~ ~~(4) the convener and the chairman of the meeting, the person who proposes the special board meeting and his/her written proposal;~~ ~~(5) the materials necessary for the supervisors to vote in the meeting;~~ ~~(6) the request for the personal attendance of the supervisors;~~ ~~(7) the contact person and the method of contact;~~ ~~(8) the date of the notice.~~	Deleted
~~Article 210 The reasonable expenses incurred by the board of supervisors in the employment of professionals such as lawyers, registered accountants, practicing auditors, etc. shall be borne by the Company.~~	Deleted
~~Chapter 8 Qualification and Obligations of Directors, Supervisors and Senior Management~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 211 In any of the following circumstances, a person shall not serve as director, supervisor, general manager or other senior management of the Company:~~ ~~(1) being without civil capacity or with only limited civil capacity;~~ ~~(2) having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market and 5 years have not elapsed since the completion date of the execution of the penalty; or he has ever been deprived of his political rights due to any crime and 5 years have not elapsed since the completion date of the execution of the penalty;~~ ~~(3) having been a former director, factory director or manager of a company or enterprise which was bankrupt and liquidated, whereby he was personally liable for the bankruptcy of such company or enterprise, and three years have not elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;~~ ~~(4) having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and three years have not elapsed since the date of the revocation of the business license thereof;~~	Deleted

Original articles before the amendments	Articles after the amendments
~~(5) he has a relatively large amount of debt which is due but has not been paid;~~ ~~(6) he is under a penalty of prohibited access to the securities market imposed by the CSRC, prohibiting him from acting as a director, supervisor and senior management of a listed company, which penalty is still effective;~~ ~~(7) he is publicly determined by the stock exchange on which the shares of the Company are listed or other stock exchanges in China as unsuitable to be a director, supervisor and senior management of a listed company, which penalty is still effective;~~ ~~(8) he is not a natural person;~~ ~~(9) he is otherwise disqualified by the laws, administrative regulations, departmental rules or rules of the stock exchange on which the shares of the Company are listed.~~	
~~Article 212 The validity of an act of a director, the general manager or other senior management on behalf of the Company for a bona fide third person is not affected by any incompliance in the appointment, election or qualification thereof.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 213 In exercising the powers conferred by the Company, directors, supervisors, the general manager and other senior management of the Company shall fulfill the following obligations to each shareholder in addition to the obligations under the relevant laws, administrative regulations or the listing rules of the stock exchange on which the shares of the Company are listed:~~ ~~(1) not to let the Company operate beyond the business scope specified in its business license;~~ ~~(2) to sincerely act in the best interest of the Company;~~ ~~(3) not to seize from the Company any asset, including (but not limited to) opportunity favorable to the Company;~~ ~~(4) not to seize from any shareholder any personal interests, including (but not limited to) distribution right and voting right, but excluding corporate reorganization submitted for adoption at the general meeting pursuant to the Articles of Association.~~	Deleted
~~Article 214 In exercising rights or fulfilling obligations, the directors, supervisors, the general manager and other senior management of the Company have the duty to act with due discretion, diligence and skill as a reasonable discreet person should do in similar circumstances.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 215 In fulfilling duties, the directors, supervisors, the general manager and other senior management of the Company shall observe the principle of honesty and shall not set themselves in a position where their own interests may conflict with their obligations. The said principle includes (but is not limited to) performance of the following obligations:~~ ~~(1) to sincerely act in the best interest of the Company;~~ ~~(2) to exercise their rights within their terms of reference;~~ ~~(3) to exercise personally the discretion vested in them and not to allow themselves to be controlled by others and, save as permitted by laws or administrative regulations or with the informed consent of shareholders given at a general meeting, not to transfer the exercise of their discretion to others;~~ ~~(4) to be equitable towards shareholders of the same class and fair towards shareholders of different classes;~~ ~~(5) not to conclude any contract, conduct any transaction or make any arrangement with the Company save as specified in the Articles of Association or with the informed consent of shareholders given at a general meeting;~~ ~~(6) not to seek personal gains by using the property of the Company in any form without the informed consent of shareholders given at a general meeting;~~	Deleted

Original articles before the amendments	Articles after the amendments
~~(7) not to abuse official powers to accept bribes or other unlawful income, and not to expropriate the Company's property in any form, including (but not limited to) opportunity favorable to the Company;~~ ~~(8) not to accept commissions in connection with the Company's transactions without the informed consent of shareholders given at a general meeting;~~ ~~(9) to observe the Articles of Association, fulfill duties honestly, protect the interests of the Company, and not to seek personal gains by using their positions and powers in the Company;~~ ~~(10) not to compete with the Company in any form without the informed consent of shareholders given at a general meeting;~~ ~~(11) not to appropriate the monies of the Company or lend the same to others, not to open in their own names or in others' names any bank account for the purpose of depositing any of the Company's assets, and not to use the Company's asset to provide any guarantee for any debt of any shareholder of the Company or any other individual;~~	

Original articles before the amendments	Articles after the amendments
(12) without the informed consent of the shareholders given at a general meeting, not to disclose any confidential information related to the Company acquired by them during the term of their office; not to use the said information save for the interest of the Company; however, they may disclose such information to a court or other governmental regulatory authorities in the following circumstances: 1. required by law; 2. required in the interests of the public; 3. required for the interests of the said directors, supervisors, the general manager and other senior management	
Article 216 Directors, supervisors, the general manager and other senior management of the Company shall not tell the following persons or institutions (the "connected persons") to do anything that the directors, supervisors, the general manager and other senior management cannot do: (1) spouses or minor offspring of directors, supervisors, the general manager and other senior management of the Company; (2) trustees of directors, supervisors, the general manager and other senior management of the Company or persons set out in Item (1) herein; (3) partners of directors, supervisors, the general manager and other senior management of the company or persons set out in Items (1) and (2) herein;	Deleted

Original articles before the amendments	Articles after the amendments
~~(4) companies effectively independently controlled by directors, supervisors, the general manager and other senior management of the Company or companies effectively jointly controlled with the persons set out in Items (1), (2) and (3) herein or other directors, supervisors, the general manager and other senior management of the Company;~~ ~~(5) directors, supervisors, the general manager and other senior management of the controlled companies as set out in Item (4) herein.~~	
~~Article 217 The fiduciary duties of the directors, supervisors, the general manager and other senior management of the Company shall not necessarily end with the expiry of their terms of office, and their confidentiality obligation to the Company shall continue after expiry of their terms of office. Other obligations may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the specific circumstances under which the relationship between the Company and them was terminated.~~	Deleted
~~Article 218 The liability of directors, supervisors, the general manager and other senior management of the Company for breaching a given obligation may be exempted through an informed resolution given by shareholders at a general meeting, save for the circumstances specified in Article 66 of the Articles of Association.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 219 If directors, supervisors, the general manager and other senior management of the Company have any direct or indirect material interests in any contract, transaction or arrangement already concluded or under planning with the Company (exclusive of engagement contract with the Company), they shall responsively disclose the nature and extent of the said interests to the board of directors regardless whether the relevant matters are subject to approval by the Board of Directors in normal circumstances.~~ ~~Other than under the exceptional circumstances specified in Note 1 of Appendix 3 of Hong Kong Listing Rules or by the Hong Kong Stock Exchange, a director shall not vote on any resolutions of the board of directors with contract or arrangement or any other suggestion where he or his associates (as defined in Hong Kong Listing Rules) own a material interest; the said director shall not be included into the quorum of the meeting.~~ ~~Unless the directors, supervisors, the general manager and other senior management of the company having material interests have disclosed the said interests to the board of directors as per the aforesaid provisions herein, and the board of directors has not counted them in the quorum, and the said matters are approved at the meeting at which they do not vote, the Company has the right to cancel the said contract, transaction or arrangement, save for the circumstance in which the other parties are bona fide parties uninformed of the default of the said directors, supervisors, the general manager and other senior management.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~If the connected persons of the directors, supervisors, the general manager and other senior management of the Company have any interests in a given contract, transaction or arrangement, the said directors, supervisors, the general manager and other senior management shall also be deemed as having interests.~~	
~~Article 220 If, before concluding relevant contract, transaction or arrangement with the Company for the first time, the directors, supervisors, the general manager and other senior management of the Company have notified the board of directors in writing that they will have interests in the contract, transaction or arrangement to be concluded in the future because of the reasons set out in the notice, they will be deemed as having executed disclosure as specified above in this Chapter.~~	Deleted
~~Article 221 The Company shall not in any manner pay taxes for or on behalf of its directors, supervisors, the general manager and other senior management.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 222 The Company shall not directly or indirectly provide loan or loan guarantee to the directors, supervisors, the general manager and other senior management of the Company or its parent company, or to the connected persons of the aforesaid persons.~~ ~~The said provisions do not apply to the following circumstances:~~ ~~(1) The Company provides loan or loan guarantee for its subsidiaries;~~ ~~(2) The Company, in accordance with the engagement contracts approved at the general meeting, provides loan, loan guarantee or other monies to the directors, supervisors, the general manager and other senior management of the Company so that they may pay the expenses incurred for the Company or for fulfilling duties of the Company;~~ ~~(3) If the normal business scope of the Company includes provision of loan and loan guarantee, the Company may provide loan and loan guarantee to the relevant directors, supervisors, the general manager and other senior management and their related persons, but the conditions for providing loan or loan guarantee shall be normal business conditions.~~	Deleted
~~Article 223 If the Company provides loan in violation of the aforesaid provisions, the recipient of the loan shall return the same immediately regardless of the loan conditions.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 224 The Company shall not be forced to execute loan guarantee provided in violation of the provisions of item (1) in Article 222 except in the following circumstances:~~ ~~(1) The loan provider does not know that it has provided loan to the related persons of the directors, supervisors, the general manager and other senior management of the Company or its parent company;~~ ~~(2) The guarantee provided by the Company has been sold by the loan provider lawfully to a bona fide buyer.~~	Deleted
~~Article 225 The guarantee as referred to in the preceding provisions of this Chapter includes the act of the guarantor to undertake the responsibility or provide property to ensure that the obligor fulfils the obligations.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 226 If the directors, supervisors, the general manager or other senior management fail to fulfil the obligations to the Company, the Company has the right to take the following actions in addition to the rights and remedial measures under the relevant laws and administrative regulations:~~ ~~(1) require the directors, supervisors, the general manager or other senior management to compensate the Company for the losses arising from their neglect of duty;~~ ~~(2) cancel the contracts or transactions concluded between the Company and the directors, supervisors, the general manager or other senior management, or between the Company and a third person (if the third person knows or is supposed to know that the directors, supervisors, the general manager or other senior management representing the Company have breached their obligations to the Company);~~ ~~(3) require the relevant directors, supervisors, the general manager or other senior management to surrender gains arising from breach of obligations;~~ ~~(4) recover monies, including (but not limited to) commissions, received by the relevant directors, supervisors, the general manager or other senior management but receivable by the Company;~~ ~~(5) require the relevant directors, supervisors, the general manager or other senior management to surrender interests earned or likely to be earned from monies payable to the Company~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 227 The Company shall conclude written contracts with its directors and supervisors in relation to their remunerations, subject to prior approval at a general meeting.~~ ~~The aforesaid remunerations include:~~ ~~(1) remunerations as directors, supervisors or senior management of the Company;~~ ~~(2) remunerations as directors, supervisors or senior management of subsidiaries of the Company;~~ ~~(3) remunerations for providing other services for the Company and subsidiaries thereof;~~ ~~(4) compensations for the said directors or supervisors for losing their positions or for retirement.~~ ~~Save as specified in the aforesaid contracts, the directors or supervisors shall not pursue legal action against the Company for the aforesaid interests.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~Article 228 The Company shall specify in the contracts concluded with the directors or supervisors in relation to remunerations that if the Company is acquired, the directors or supervisors have the right to seek compensations or other monies for losing their positions or for retirement under the conditions approved at the general meeting. The acquisition in the preceding paragraph refers to any of the following circumstances:~~ ~~(1) tender offer of any person to all the shareholders;~~ ~~(2) tender offer of any person to become a controlling shareholder of the Company Controlling shareholder shall be as defined in Article 67 of the Articles of Association.~~ ~~Any monies received by the relevant directors or supervisors in violation of the provisions herein shall belong to those who sell their shares in response to the aforesaid tender offer, and the said directors or supervisors shall bear the expenses for distributing the said monies in proportion, which expenses shall not be deducted from the said monies.~~	Deleted

Original articles before the amendments	Articles after the amendments
Article 230 The Company shall submit and disclose its annual report to CSRC and the stock exchange within four months from the end of each fiscal year, and submit and disclose its interim report to CSRC Fujian Office and the stock exchange within two months from the end of the first half of each fiscal year. The aforesaid annual and interim reports shall be prepared in accordance with relevant laws, administrative regulations and the provisions of CSRC and the stock exchange.	**Article 193** The Company shall submit and disclose its annual report to CSRC **Fujian Office** and the stock exchange within four months from the end of each fiscal year, and submit and disclose its interim report to CSRC Fujian Office and the stock exchange within two months from the end of the first half of each fiscal year. The aforesaid annual and interim reports shall be prepared in accordance with relevant laws, administrative regulations and the provisions of CSRC and the stock exchange.
~~Article 231 The Board of Directors shall, at each annual general meeting, submit to the shareholders the financial reports prepared by the Company in accordance with the relevant laws, administrative regulations, and regulatory documents of local governments and competent authorities.~~	Deleted
Article 235 The Company shall not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account under any individual's name.	**Article 197** The Company shall not establish account books other than the statutory account books. The **funds** of the Company shall not be deposited in any personal account under any individual's name.
~~Article 236 The capital reserve includes:~~ ~~(1) the amount of share premium arising from the issue of shares at a premium;~~ ~~(2) other income required by the competent financial department of the State Council to be appropriated to the capital reserve.~~	Deleted

Original articles before the amendments	Articles after the amendments
Article 237 …	**Article 198** …
Subject to a resolution of the ~~general~~ meeting, after the Company has set aside funds from after-tax profits for the statutory reserve fund, the Company may set aside funds from after-tax profits for a discretionary common reserve fund.	Subject to a resolution of the **shareholders'** meeting, after the Company has set aside funds from after-tax profits for the statutory reserve fund, the Company may set aside funds from after-tax profits for a discretionary common reserve fund.
After the Company has made up its losses and made allocations to its statutory reserve fund, the remaining profits are distributed in proportion to the number of shares held by the shareholders.	After the Company has made up its losses and made allocations to its statutory reserve fund, the remaining profits are distributed in proportion to the number of shares held by the shareholders.
If the ~~general~~ meeting violates the above provisions ~~and profits are distributed to the shareholders before the Company makes up for losses or makes allocations to the statutory reserve fund~~, the profits distributed in violation of the provisions must be returned to the Company.	If the **shareholders'** meeting violates the **Company Law in distributing profits to shareholders,** the profits distributed in violation of the provisions **shall** be returned to the Company; **if losses are caused to the Company, the shareholders and the directors and senior management who are responsible for the losses shall be liable for compensation**.
The shares of the Company held by the Company shall not be subject to profit distribution.	The shares of the Company held by the Company shall not be subject to profit distribution.
Article 238 The Company's reserve fund shall be used to make up the Company's losses, expand the production and operation of the Company or increase the capital of the Company by means of conversion. ~~However, the Company shall not use its capital reserve fund to make up its losses.~~	**Article 199** The Company's reserve fund shall be used to make up the Company's losses, expand the production and operation of the Company or increase the **registered** capital of the Company by means of conversion.
When the statutory reserve fund is converted into capital, the amount remaining in the reserve fund shall not be less than 25% of the Company's registered capital prior to the increase.	**When the reserve fund is used to make up for the Company's losses, the discretionary reserve fund and statutory reserve fund shall be utilised at first; if these are insufficient, the capital reserve fund may be used according to regulations.** When the statutory reserve fund is converted into **increased registered** capital, the amount remaining in the reserve fund shall not be less than 25% of the Company's registered capital prior to the increase.

Original articles before the amendments	Articles after the amendments
Article 239 Should a resolution be reached on a profit distribution plan at the ~~general~~ meeting, or should a specific plan be formulated by the Board of Directors of the Company based on the conditions and upper limit of the next year's interim dividend distribution approved at the annual ~~general~~ meeting, the distribution of dividend (or shares) shall be completed within two months.	**Article 200** Should a resolution be reached on a profit distribution plan at the **shareholders'** meeting, or should a specific plan be formulated by the Board of Directors of the Company based on the conditions and upper limit of the next year's interim dividend distribution approved at the annual **shareholders'** meeting, the distribution of dividend (or shares) shall be completed within two months.
Article 240 The Company's profit distribution policies are: … (3) At the annual ~~general~~ meeting of the Company to consider the annual profit distribution plan, the Company may consider and approve the conditions, upper limit on the percentage and maximum amount of interim cash dividend distribution for the next year. The maximum amount of the interim dividend distribution for the next year considered at the annual ~~general~~ meeting shall not exceed the net profit attributable to the shareholders of the Company for the corresponding period. The Board of Directors shall formulate a specific interim dividend distribution plan in accordance with the resolution of the ~~general~~ meeting, subject to the conditions for profit distribution.	**Article 201** The Company's profit distribution policies are: … (3) At the annual **shareholders'** meeting of the Company to consider the annual profit distribution plan, the Company may consider and approve the conditions, upper limit on the percentage and maximum amount of interim cash dividend distribution for the next year. The maximum amount of the interim dividend distribution for the next year considered at the annual **shareholders'** meeting shall not exceed the net profit attributable to the shareholders of the Company for the corresponding period. The Board of Directors shall formulate a specific interim dividend distribution plan in accordance with the resolution of the **shareholders'** meeting, subject to the conditions for profit distribution.

Original articles before the amendments	Articles after the amendments
4. Conditions for profit distribution (1) Specific conditions for cash dividends distribution On the premise of ensuring the Company's sustainable operation and long-term development, if the Company does not undergo matters (excluding investments with raised funds) including major investment plans or major cash expenditures, the Company shall distribute dividends in cash. The profits distributed by the Company in cash each year shall not be less than 20% of distributable profits achieved that year. The Board of Directors shall put forward a plan on percentage of dividends to be distributed each year based on the Company's earnings of the year and budgets for the future. …	4. Conditions for profit distribution (1) Specific conditions for cash dividends distribution **The Company shall meet the following conditions when implementing cash dividends:** **(1) the Company's distributable net profits (i.e., net profit after making up losses and appropriating to statutory reserve fund and discretionary common reserve fund) for the relevant year or half-year are positive, and the Company has sufficient cash flow, ensuring that cash dividends will not affect its ability to continue operations and long-term development;** **(2) the Company's cumulative undistributed profits are positive;** **(3) there is no audit report issued by an accounting firm with a non-unqualified opinion or unqualified audit report with paragraphs related to major uncertainties regarding the Company's ability to continue as a going concern in the Company's financial accounting report for the latest year;**

Original articles before the amendments	Articles after the amendments
5. The consideration and deliberation procedures and decision-making mechanism for the profit distribution plan of the Board of Directors and the ~~general~~ meeting … (3) The Board of Directors of the Company shall, after considering and approving the profit distribution plan, notify the Hong Kong Stock Exchange of such profit distribution plan pursuant to the Hong Kong Listing Rules, and submit it to the ~~general~~ meeting for consideration after being announced in periodic reports. In the event that the conditions, upper limit on the percentage and maximum amount of the interim cash dividend distribution for the next year have been considered and approved at the annual ~~general~~ meeting of the Company, the specific plan on interim dividend distribution formulated by the Board of Directors in accordance with such resolution of the ~~general~~ meeting, subject to the conditions of profit distribution, is not required to be submitted to the ~~general~~ meeting for consideration. (4) If the Company generated profits in the previous fiscal year but the Board of Directors did not make any cash dividends distribution plan after the end of the previous fiscal year, ~~the Company shall notify the Hong Kong Stock Exchange of such decision pursuant to the Hong Kong Listing Rules~~. The ~~Board of the~~ Company shall solicit the opinion of independent directors, and disclose in the periodic report the reasons for not proposing a cash dividend distribution plan, and the use of the funds retained by the Company that are not available for distribution.	**(4) The Company has no major investment plans or significant capital expenditures (except for projects funded by raised capital).**

Original articles before the amendments	Articles after the amendments
(5) ~~In making decisions on and deliberating relevant profit distribution plan by the Board of Directors of the Company and~~ prior to the consideration of specific plan on cash dividend distribution by the ~~general~~ meeting of the Company, the Company may communicate and exchange opinions with shareholders especially minority shareholders by phone, fax, correspondence, email, the interactive platform for investor relations on the website of the Company (http://www.fuyaogroup.com), etc., thereby fully listening to opinions and appeals of minority shareholders and responsively answering questions that minority shareholders concern. (6) When the Company convenes a ~~general~~ meeting, shareholder(s) individually or collectively holding 3% or more of the total shares of the Company have the right to submit provisional proposals on profit distribution plan to the ~~general~~ meeting in accordance with the Company Law, the Rules for the Shareholders' ~~General~~ Meetings of Listed Companies and relevant provisions of the Articles of Association.	**If the Company meets the aforementioned cash dividend distribution conditions,** the Company shall distribute dividends in cash. The profits distributed by the Company in cash **(including interim dividends, if any)** each year shall not be less than 20% of distributable profits achieved that year. The Board of Directors shall put forward a plan on percentage of dividends to be distributed each year based on the Company's earnings of the year and budgets for the future. **If the Company repurchases shares by way of offer or centralized bidding with cash consideration, the amount of share repurchases implemented during the year shall be regarded as cash dividends and shall be included in the calculation of the relevant proportion of cash dividends for that year.** …

Original articles before the amendments	Articles after the amendments
6. Consideration procedure for profit distribution plan (1) The profit distribution plan shall not be submitted to the ~~general~~ meeting for consideration before it is considered and approved by the Board of Directors. When considering the profit distribution plan, the Board of Directors shall obtain approval from the majority of all directors. (2) Profit distribution plan under consideration of the ~~general~~ meeting shall be approved by votes representing more than half of voting rights held by the shareholders (including proxies thereof) present at the ~~general~~ meeting. Plans for share dividends distribution or conversion of common reserve fund into share capital under consideration of the ~~general~~ meeting shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.	**4. Circumstances under which the Company may not distribute profits** **The Company may not distribute profits if any of the following circumstances apply:** **(1) there is an audit report issued by an accounting firm with a non-unqualified opinion or unqualified audit report with paragraphs related to major uncertainties regarding the Company's ability to continue as a going concern in the Company's financial accounting report for the latest year.** **(2) the asset-liability ratio (based on consolidated financial statements) at the end of the latest year exceeds 70%;** **(3) net cash flow from operating activities (based on consolidated financial statements) for the latest year is negative.**

Original articles before the amendments	Articles after the amendments
7. Adjustment of profit distribution policies (1) If the Company needs to adjust the profit distribution policy due to material changes in external operating environment or its own operating conditions, the adjustment shall be disclosed in accordance with the Hong Kong Listing Rules and relevant laws and regulations of Hong Kong and the adjusted profit distribution policy shall not breach any regulations of securities regulatory authority under the State Council and stock exchange. The said "material changes in external operating environment or its own operating conditions" refer to any of the following circumstances: … (v) Other circumstances as prescribed by laws, administrative regulations, departmental rules or securities regulatory authority under the State Council and stock exchanges. …	5. The consideration and deliberation procedures and decision-making mechanism for the profit distribution plan of the Board of Directors and the **shareholders'** meeting … (3) The Board of Directors of the Company shall, after considering and approving the profit distribution plan, **disclose the plan and** submit it to the **shareholders'** meeting for consideration. In the event that the conditions, upper limit on the percentage and maximum amount of the interim cash dividend distribution for the next year have been considered and approved at the annual **shareholders'** meeting of the Company, the specific plan on interim dividend distribution formulated by the Board of Directors in accordance with such resolution of the **shareholders'** meeting, subject to the conditions of profit distribution, is not required to be submitted to the **shareholders'** meeting for consideration.

Original articles before the amendments	Articles after the amendments
(3) Adjustment or changes to profit distribution policy specified by Articles of Association shall be subject to consideration and approval by the Board of Directors before it is submitted to the ~~general~~ meeting for consideration. The Company shall discuss the relevant matters in detail and explain reasons thereof in proposal of the ~~general~~ meeting with the protection of shareholders' interests as the starting point. Matters concerning adjustment and changes to profit distribution policy under consideration of the ~~general~~ meeting shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.	(4) If the Company generated profits in the previous fiscal year **and the undistributed profits listed in the consolidated balance sheet and the balance sheet of the parent company are positive,** but the Board of Directors did not make any cash dividends distribution plan after the end of the previous fiscal year, the Company shall **disclose** the reasons for not proposing a cash dividend distribution plan, and the use of the funds retained by the Company that are not available for distribution **in the relevant announcement.**
8. Explanation on implementation of profit distribution policy in annual reports The Company shall disclose the formulation and implementation of cash dividends distribution policy in its annual reports and make special explanations on the following matters: (1) compliance with the Articles of Association or resolutions of the ~~general~~ meeting; … Where the Company revises or changes its cash dividends distribution policy, it shall discuss in detail on whether the revised or changed plans are in compliance with regulations and procedure requirements and transparent. …	

Original articles before the amendments	Articles after the amendments
	(5) **P**rior to the consideration of specific plan on cash dividend distribution by the **shareholders'** meeting of the Company, the Company **shall actively** communicate and exchange opinions with shareholders especially minority shareholders by **various channels (including but not limited to** phone, fax, correspondence, email, the interactive platform for investor relations on the website of the Company (http://www.fuyaogroup.com), etc.), thereby fully listening to opinions and appeals of minority shareholders and responsively answering questions that minority shareholders concern. **The Audit Committee shall pay attention to the Board of Directors' implementation of cash dividend policies and shareholder return plans, as well as whether the corresponding decision-making procedures and information disclosure requirements have been fulfilled. Where the Audit Committee finds that the Board of Directors has failed to strictly enforce the cash dividend policies and shareholder return plans, has failed to strictly follow the corresponding decision-making procedures, or has failed to disclose the relevant information in a true, accurate, and complete manner, it shall urge the Board of Directors to rectify the situation in a timely manner.**

Original articles before the amendments	Articles after the amendments
	(6) When the Company convenes a **shareholders'** meeting, shareholder(s) individually or collectively holding **1**% or more of the total shares of the Company have the right to submit provisional proposals on profit distribution plan to the **shareholders'** meeting in accordance with the Company Law, the Rules for the Shareholders' Meetings of Listed Companies and relevant provisions of the Articles of Association. 6. Consideration procedure for profit distribution plan (1) The profit distribution plan shall not be submitted to the **shareholders'** meeting for consideration before it is considered and approved by the Board of Directors. When considering the profit distribution plan, the Board of Directors shall obtain approval from the majority of all directors. (2) Profit distribution plan under consideration of the **shareholders'** meeting shall be approved by votes representing more than half of voting rights held by the shareholders (including proxies thereof) present at the **shareholders'** meeting. Plans for share dividends distribution or conversion of common reserve fund into share capital under consideration of the **shareholders'** meeting shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.

Original articles before the amendments	Articles after the amendments
	(3) At the annual shareholders' meeting of the Company to consider the annual profit distribution plan, the Company may consider and approve the conditions, upper limit on the percentage and maximum amount of interim cash dividend distribution for the next year. The maximum amount of the interim dividend distribution for the next year considered at the annual shareholders' meeting shall not exceed the net profit attributable to the shareholders of the Company for the corresponding period. The Board of Directors shall formulate a specific interim dividend distribution plan in accordance with the resolution of the shareholders' meeting, subject to the conditions for profit distribution. 7. Adjustment of profit distribution policies (1) If the Company needs to adjust the profit distribution policy due to material changes in external operating environment or its own operating conditions, the adjustment shall be disclosed in accordance with **relevant laws and regulations of the PRC,** the Hong Kong Listing Rules and relevant laws and regulations of Hong Kong and the adjusted profit distribution policy shall not breach any regulations of securities regulatory authority and stock exchange **where the Company's shares are listed**. The said "material changes in external operating environment or its own operating conditions" refer to any of the following circumstances: …

Original articles before the amendments	Articles after the amendments
	(v) Other circumstances as prescribed by laws, administrative regulations, departmental rules or securities regulatory authority and stock exchanges **where the Company's shares are listed**. … (3) Adjustment or changes to profit distribution policy specified by Articles of Association shall be subject to consideration and approval by the Board of Directors before it is submitted to the **shareholders'** meeting for consideration. The Company shall discuss the relevant matters in detail and explain reasons thereof in proposal of the **shareholders'** meeting with the protection of shareholders' interests as the starting point. Matters concerning adjustment and changes to profit distribution policy under consideration of the **shareholders'** meeting shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.

Original articles before the amendments	Articles after the amendments
	8. Explanation on implementation of profit distribution policy in annual reports The Company shall disclose the formulation and implementation of cash dividends distribution policy in its annual reports and make special explanations on the following matters: (1) compliance with the Articles of Association or resolutions of the **shareholders'** meeting; ... Where the Company revises or changes its cash dividends distribution policy, it shall discuss in detail on whether the revised or changed plans are in compliance with regulations and procedure requirements and transparent. ...
Article 241 The Company shall appoint receiving agents on behalf of holders of the overseas-listed foreign invested shares to receive on behalf of such shareholders dividends and other distributions payable in respect of their overseas-listed foreign invested shares. The receiving agents appointed by the Company shall abide by the laws of the listing locations or the relevant regulations as required by the stock exchange. ~~The receiving agents appointed by the Company for the holders of overseas-listed foreign shares listed on the Hong Kong Stock Exchange shall be trustee companies registered in accordance with the Trustee Ordinance of Hong Kong.~~	**Article 202** The Company shall appoint receiving agents on behalf of holders of the overseas-listed foreign invested shares to receive on behalf of such shareholders dividends and other distributions payable in respect of their overseas-listed foreign invested shares. The receiving agents appointed by the Company shall abide by the laws of the listing locations or the relevant regulations as required by the stock exchange.

Original articles before the amendments	Articles after the amendments
Article 242 ~~Any amounts paid for shares by Company in advance of calls will be entitled to dividends, but the shareholders are not entitled to any dividends declared after the pre-payment of the shares.~~ Subject to compliance with the relevant laws, regulations, rules, regulatory documents and relevant provisions of the securities regulatory authority at the location where the shares of the Company are listed, the Company may exercise its power to forfeit any unclaimed dividends, provided that such power may only be exercised after the expiry of the applicable effective period. ~~The Company may terminate the distribution of dividend coupons to a certain holders of overseas listed foreign shares by mail, provided that such power may only be exercised when the dividend remain unclaimed for two consecutive times. However, the Company may also exercise such power if the dividend coupons failed to deliver to the recipient and is returned at the first attempt.~~ ~~The Company may sell shares in ways as the Board of Directors thinks fit if the holders of overseas-listed foreign shares are untraceable, provided that:~~ ~~(1) dividends have been declared in relation to the relevant shares for at least three times within a period of twelve years, and the dividends were unclaimed within that period;~~ ~~(2) upon the expiry of the twelve-year period, the Company has published an announcement on one or more newspapers of the listing locations expressing its intention to sell the shares and notified the stock exchange on which such shares are listed.~~	**Article 203** Subject to compliance with the relevant laws, regulations, rules, regulatory documents and relevant provisions of the securities regulatory authority at the location where the shares of the Company are listed, the Company may exercise its power to forfeit any unclaimed dividends, provided that such power may only be exercised after the expiry of the applicable effective period.

Original articles before the amendments	Articles after the amendments
Article 243 The Company shall implement an internal audit system and assign full-time auditors to conduct internal audit and supervision on the revenues/expenditures and economic activities of the Company.	**Article 204** The Company shall implement an internal audit system, which **clarifies the leadership structure, responsibilities and authority, staffing, funding guarantee, application of audit results and accountability of internal audit work**. **The Company's internal audit system shall be implemented after being approved by the Board of Directors and disclosed to the public.**
~~Article 244 The internal audit system and duties of the auditors shall be subject to the approval of the Board of Directors. The officer in charge of audit shall be accountable to the Board of Directors and report his work to the same.~~	Deleted
	Article 205 The Company's internal audit institution shall supervise and inspect the Company's business activities, risk management, internal controls, financial information, and other related matters. **The internal audit institution shall maintain its independence, appoint full-time auditors, and shall not be placed under the leadership of the finance department or share office space with the finance department.**
	Article 206 The internal audit institution shall be accountable to the Board of Directors. **During the supervision and inspection of the Company's business activities, risk management, internal controls, and financial information, the internal audit institution shall accept the supervision and guidance of the Audit Committee. If the internal audit institution discovers relevant major issues or clues, it shall immediately report directly to the Audit Committee.**

Original articles before the amendments	Articles after the amendments
	Article 207 The internal audit institution shall be responsible for the specific organization and implementation of the Company's internal control evaluation. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and reviewed by the Audit Committee.
	Article 208 When the Audit Committee communicates with external audit entities such as accounting firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.
	Article 209 The Audit Committee shall participate in the evaluation of the person in charge of internal audit.
Article 245 The Company shall engage an accounting firm that complies with the Securities Law to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firm shall serve a term of one year, ~~from conclusion of one annual general meeting to conclusion of the next annual general meeting,~~ and may be reengaged.	**Article 210** The Company shall engage an accounting firm that complies with the Securities Law to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firm shall serve a term of one year, and may be reengaged.
Article 246 The appointment of accounting firm by the Company must be decided by the ~~general~~ meetings. The Board of Directors may not appoint an accounting firm before the ~~general~~ meeting has made its decision.	**Article 211** The appointment **and dismissal** of accounting firm by the Company **shall first be approved by the Audit Committee and then submitted to the Board of Directors for consideration, and shall be decided** by the **shareholders'** meetings. The Board of Directors may not appoint an accounting firm before the **shareholders'** meeting has made its decision.
~~Article 248 The Company's appointment or dismissal of the accounting firm shall be, after the consideration and approval by the Audit Committee of the Board of Directors, submitted to the Board of Directors for consideration and decided by the general meeting.~~	Deleted

Original articles before the amendments	Articles after the amendments
Article 250 The Company shall disclose the evaluation report on the performance of the accounting firm and the report of the Audit Committee ~~of the Board of Directors~~ on the performance of supervisory duties by the accounting firm every year in accordance with the requirements, and where a change of the accounting firm is involved, it shall also disclose the circumstances of the former accounting firm and the audit opinion of the previous year, the reasons for the change of the accounting firm, and the communication with the former and subsequent accounting firms. For requirements otherwise provided by laws, regulations, regulatory documents and the securities regulatory authorities of the location where the Company's shares are listed and the stock exchanges, those requirements shall prevail.	**Article 214** The Company shall disclose the evaluation report on the performance of the accounting firm and the report of the Audit Committee on the performance of supervisory duties by the accounting firm every year in accordance with the requirements, and where a change of the accounting firm is involved, it shall also disclose the circumstances of the former accounting firm and the audit opinion of the previous year, the reasons for the change of the accounting firm, and the communication with the former and subsequent accounting firms. For requirements otherwise provided by laws, regulations, regulatory documents and the securities regulatory authorities of the location where the Company's shares are listed and the stock exchanges, those requirements shall prevail.
Article 251 The audit fee of the accounting firm shall be decided by the ~~general~~ meeting.	**Article 215** The audit fee of the accounting firm shall be decided by the **shareholders'** meeting.
Article 252 Where the Company dismisses or does not continue appointing the accounting firm, 15 days' prior notice shall be given to the accounting firm. When voting is made on the dismissal of the accounting firm at the ~~general~~ meeting of the Company, the accounting firm is allowed to state its opinions. Where the accounting firm tenders its resignation, it shall state to the ~~general~~ meeting whether the Company has any improper circumstances.	**Article 216** Where the Company dismisses or does not continue appointing the accounting firm, 15 days' prior notice shall be given to the accounting firm. When voting is made on the dismissal of the accounting firm at the **shareholders'** meeting of the Company, the accounting firm is allowed to state its opinions. Where the accounting firm tenders its resignation, it shall state to the **shareholders'** meeting whether the Company has any improper circumstances.
Article 254 Any notice dispatched to holders of domestic shares by the Company shall be published on one or more newspapers designated by the CSRC or on the website of the Shanghai Stock Exchange.	**Article 218** Any notice **of a shareholders' meeting convened** by the Company **and** dispatched to holders of domestic shares shall be published on one or more newspapers **that comply with the conditions prescribed** by the CSRC or on the website of the Shanghai Stock Exchange.
Article 257 Notices of the shareholders' ~~general~~ meetings of the Company shall be made by announcement.	**Article 221** Notices of the shareholders' meetings of the Company shall be made by announcement.

Original articles before the amendments	Articles after the amendments
Article 259 Notices of meetings of the ~~Board of Supervisors~~ of the Company shall be made by hand, post, express, facsimile, email, telephone or other oral forms.	**Article 223** Notices of meetings of the **Audit Committee** of the Company shall be made by hand, post, express, facsimile, email, telephone or other oral forms.
Article 260 For notices of the Company delivered by hand, an acknowledgement of receipt shall be signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknowledgement is signed; ...	**Article 224** For notices of the Company delivered by hand, an acknowledgement of receipt shall be signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknowledgement is signed; ...
Article 261 The accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions adopted at the meeting.	**Article 225** The accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions adopted at the meeting.
~~Article 265 In relation to mergers or divisions of the Company, a proposal shall be put forward by the Board of the Company. After the same has been passed according to the procedures provided in the Articles of Association, the relevant approval procedures shall be completed in accordance with laws. Shareholders voting against the proposal for the merger or division of the Company shall be entitled to demand the Company or the shareholders consenting to the proposal for the merger or division of the Company to purchase their shares at a fair price. The resolution on the merger or division of the Company shall be treated as a special document, which shall be available for shareholders' inspection.~~	Deleted
	Article 229 Where the consideration for the merger payable by the Company does not exceed 10% of the net assets of the Company, the merger does not require a resolution from the shareholders' meeting, unless otherwise provided for in the Articles of Association. **Any merger of the Company not requiring a resolution from the shareholders' meeting under the preceding paragraph shall be subject to a resolution by the Board of Directors.**

Original articles before the amendments	Articles after the amendments
Article 266 As far as the merger of the Company is concerned, parties to the merger shall sign a merger agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within 10 days, and make an announcement on the merger on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC within 30 days, from the date when the resolution on the merger is made. Creditors may, within 30 days upon receipt of the notification, (or for creditors who have not received such notification, within 45 days after the date of the announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.	**Article 230** As far as the merger of the Company is concerned, parties to the merger shall sign a merger agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within 10 days, and make an announcement on the merger on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC **or through the National Enterprise Credit Information Publicity System** within 30 days, from the date when the resolution on the merger is made. Creditors may, within 30 days upon receipt of the notification, (or for creditors who have not received such notification, within 45 days after the date of the announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.
Article 267 Upon merger of the Company, the subsisting company after the merger or a newly-established company shall succeed to the creditors' rights and indebtedness of parties to the merger.	**Article 231** Upon merger of the Company, the subsisting company after the merger or a newly-established company shall succeed to the creditors' rights and indebtedness of parties to the merger.
Article 268 As far as the division of the Company is concerned, property of the Company shall be split up accordingly. Upon division, the balance sheet and a list of property shall be prepared. The Company shall notify its creditors within ten days, and make an announcement on the division on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC within 30 days, from the date when the resolution on the division is made.	**Article 232** As far as the division of the Company is concerned, property of the Company shall be split up accordingly. Upon division, the balance sheet and a list of property shall be prepared. The Company shall notify its creditors within ten days, and make an announcement on the division on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC **or through the National Enterprise Credit Information Publicity System** within 30 days, from the date when the resolution on the division is made.

Original articles before the amendments	Articles after the amendments
Article 270 The Company shall prepare the balance sheet and a list of property when it reduces its registered capital. The Company shall notify its creditors within 10 days, and make an announcement on the reduction of registered capital on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC within 30 days, from the date when the resolution on the reduction of registered capital is made. Creditors may, within 30 days upon receipt of the notification, (or for creditors who have not received such notification, within 45 days after the date of the announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness. ~~The registered capital of the Company after the reduction shall not be less than the statutory minimum amount.~~	**Article 234** The Company **will** prepare the balance sheet and a list of property when it reduces its registered capital. The Company shall notify its creditors within 10 days, and make an announcement on the reduction of registered capital on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC **or through the National Enterprise Credit Information Publicity System** within 30 days, from the date when the resolution on the reduction of registered capital is made **by the shareholders' meeting**. Creditors may, within 30 days upon receipt of the notification, (or for creditors who have not received such notification, within 45 days after the date of the announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness. **When the Company reduces its registered capital, it shall reduce its shares in proportion to the shares held by its shareholders, unless otherwise provided by law or the Articles of Association. Subject to the approval by the shareholders' meeting of the Company through a special resolution (i.e. approved by more than two-thirds of the voting rights of the shareholders present at the shareholders' meeting), the Company may reduce its registered capital without a corresponding reduction of shares in proportion to the shares held by its shareholders.**

Original articles before the amendments	Articles after the amendments
	Article 235 Where, after covering losses in accordance with the second paragraph of Article 199 of the Articles of Association, there remains a deficit, the Company may reduce its registered capital to cover the remaining losses. When reducing registered capital to cover losses, the Company shall not make any distribution to shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share subscription amounts. **Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of the second paragraph of Article 234 of the Articles of Association shall not apply; however, the Company shall, within 30 days from the date on which the resolution to reduce the registered capital is passed by the shareholders' meeting, make an announcement on Shanghai Securities News or other newspapers that meet the requirements of the CSRC or through the National Enterprise Credit Information Publicity System.** **After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the aggregate amount of its statutory reserve fund and discretionary common reserve fund reaches 50% of its registered capital.**
	Article 236 Where the registered capital is reduced in violation of the Company Law and other relevant provisions, shareholders shall return any funds they have received, and any reduction or exemption of shareholders' capital contributions shall be reinstated. If losses are caused to the Company, the shareholders and the directors and senior management personnel who are responsible shall bear liability for compensation.

Original articles before the amendments	Articles after the amendments
	Article 237 When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive rights, except as otherwise provided in the Articles of Association or if a resolution is passed at the shareholders' meeting granting shareholders such pre-emptive rights.
Article 272 The Company dissolves for the following reasons: (1) the term of business operation as prescribed by the Articles of Association expires or any of the situations for dissolution prescribed in the Articles of Association occurs; (2) the ~~general~~ meeting decides to dissolve the Company; (3) it is necessary to be dissolved due to merger or split-up of the Company; (4) the business license is cancelled, or it is ordered to close down or to be dissolved according to laws; (5) where the Company meets any serious difficulty in its operations or management so that the interests of the shareholders will face heavy loss if the Company continues to exist and the difficulty cannot be solved by any other means, the shareholders who hold 10% or more of the ~~voting rights of all the shareholders~~ of the Company may plead the people's court to dissolve the Company.	**Article 239** The Company dissolves for the following reasons: (1) the term of business operation as prescribed by the Articles of Association expires or any of the situations for dissolution prescribed in the Articles of Association occurs; (2) the general meeting decides to dissolve the Company; (3) it is necessary to be dissolved due to merger or split-up of the Company; (4) the business license is cancelled, or it is ordered to close down or to be dissolved according to laws; (5) where the Company meets any serious difficulty in its operations or management so that the interests of the shareholders will face heavy loss if the Company continues to exist and the difficulty cannot be solved by any other means, the shareholders who hold 10% or more of the **voting rights** of the Company may plead the people's court to dissolve the Company. **If the Company encounters any causes of dissolution as specified in the preceding paragraph, it shall publicize the dissolution causes on the National Enterprise Credit Information Publicity System within 10 days.**

Original articles before the amendments	Articles after the amendments
Article 273 In the circumstance described in item (1) under Article 272 of the Articles of Association, the Company may continue to subsist by amending the Articles of Association. Any amendment to the Articles of Association pursuant to the preceding paragraph shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders present at the ~~general~~ meeting.	**Article 240** In the circumstance described in item (1) **and item (2)** under **Article 239** of the Articles of Association, **if no asset has been distributed to shareholders,** the Company may continue to subsist by amending the Articles of Association **or through a resolution of the shareholders' meeting**. Any amendment to the Articles of Association **or a resolution of the shareholders' meeting** pursuant to the preceding paragraph shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders present at the **shareholders'** meeting.
Article 274 Where the Company is dissolved according to the provisions of items (1), (2), (4) and (5) under Article 272 of the Articles of Association, a liquidation group shall be formed within 15 days after the occurrence of the cause of dissolution. The liquidation group shall be composed of ~~people determined by the~~ directors ~~or the general meeting~~. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group for liquidation.	**Article 241** Where the Company is dissolved according to the provisions of items (1), (2), (4) and (5) under **Article 239** of the Articles of Association, **it shall undergo liquidation. The directors, who are the liquidation obligors of the Company, shall set up** a liquidation group **to carry out liquidation** within 15 days after the occurrence of the cause of dissolution. The liquidation group shall be composed of directors, **unless otherwise stipulated in the Articles of Association or if a shareholders' meeting resolves to appoint other persons.** **Where the liquidation obligors fail to fulfil their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.**
Article 275 The liquidation group may exercise the following functions during the process of liquidation: … (6) dispose of the remaining properties after all debts have been settled; and (7) represent the Company in civil proceedings.	**Article 242** The liquidation group may exercise the following functions during the process of liquidation: … (6) **distribute** the remaining properties after all debts have been settled; and (7) represent the Company in civil proceedings.

Original articles before the amendments	Articles after the amendments
Article 276 The liquidation group shall notify the creditors within 10 days, and make an announcement on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC within 60 days, from the date of its formation. The creditors shall, within 30 days after receiving the notice or within 45 days after the issuance of the announcement in the case of failing to receiving a notice, declare their creditor's rights to the liquidation group. …	**Article 243** The liquidation group shall notify the creditors within 10 days, and make an announcement on Shanghai Securities News or other newspapers that comply with the requirements of the CSRC **or through the National Enterprise Credit Information Publicity System** within 60 days, from the date of its formation. The creditors shall, within 30 days after receiving the notice or within 45 days after the issuance of the announcement in the case of failing to receiving a notice, declare their creditor's rights to the liquidation group. …
Article 277 The liquidation group shall, after liquidating the properties of the Company and preparing balance sheets and checklists of properties, make a plan of liquidation and report to the ~~general~~ meeting or the people's court for confirmation. After paying off the liquidation expenses, wages of employees, social insurance premiums and legal indemnities, the outstanding taxes and the debts of the Company, the remaining properties may be distributed according to the proportion of shares held by the shareholders of the Company. During the liquidation, the Company continues to exist but may not carry out any business operation that has nothing to do with liquidation. None of the properties of the Company may be distributed to any shareholders before payments are made as specified above.	**Article 244** The liquidation group shall, after liquidating the properties of the Company and preparing balance sheets and checklists of properties, **formulate** a plan of liquidation and report to the **shareholders'** meeting or the people's court for confirmation. After paying off the liquidation expenses, wages of employees, social insurance premiums and legal indemnities, the outstanding taxes and the debts of the Company, the remaining properties may be distributed according to the proportion of shares held by the shareholders of the Company. During the liquidation, the Company continues to exist but **shall** not carry out any business operation that has nothing to do with liquidation. None of the properties of the Company may be distributed to any shareholders before payments are made as specified above.

Original articles before the amendments	Articles after the amendments
Article 278 If the liquidation group finds that the properties of the Company are not sufficient for paying off the debts after liquidating the properties of the Company and preparing balance sheets and checklists of properties, it shall file an application to the people's court for bankruptcy. Once the people's court makes a ruling declaring the Company bankrupt, the liquidation group shall hand over the liquidation matters to the people's court.	**Article 245** If the liquidation group finds that the properties of the Company are not sufficient for paying off the debts after liquidating the properties of the Company and preparing balance sheets and checklists of properties, it shall file an application to the people's court for bankruptcy **liquidation**. **After the bankruptcy application is accepted by the people's court,** the liquidation group shall hand over the liquidation matters to **the bankruptcy administrator designated by** the people's court.
Article 279 After the completion of the liquidation of the Company, the liquidation group shall prepare a liquidation report for the confirmation by ~~general~~ meeting or the people's court, and file the documents with the company registration authority for the purpose of applying for the deregistration of the Company. ~~An announcement of the termination of the Company shall be made.~~	**Article 246** After the completion of the liquidation of the Company, the liquidation group shall prepare a liquidation report for the confirmation by **shareholders'** meeting or the people's court, and file the documents with the company registration authority for the purpose of applying for the deregistration of the Company.
Article 280 Members of the liquidation group shall devote themselves to their duties and perform their obligations of liquidation according to law. ~~None of the members of the liquidation group may take advantage of his position to take any bribe or any other illegal proceeds, nor may he misappropriate any of the properties of the Company.~~ Where any of the members of the liquidation group causes any loss to ~~the Company or~~ any creditor by intention or due to gross negligence, he shall be responsible for the respective compensations.	**Article 247** Members of the liquidation group shall **perform their liquidation duties and have obligations of fidelity and diligence**. **Where any** member of the liquidation group **is negligent in performing his liquidation duties and cause losses to the Company, he shall be liable for compensation;** where any member of the liquidation group causes any loss to any creditor by intention or due to gross negligence, he shall be responsible for the respective compensations.

Original articles before the amendments	Articles after the amendments
Article 282 The Company may amend the Articles of Association pursuant to laws, administrative regulations and the Articles of Association. The Company shall amend the Articles of Association under any of the following circumstances: (1) After the amendments of the Company Law or the relevant laws and administrative regulations, the matters specified in the Articles of Association are in conflict with the provisions of the amended laws and administrative regulations; (2) Changes in the Company's circumstances lead to inconsistencies with the matters recorded in the Articles of Association; and (3) The ~~general~~ meeting has resolved to amend the Articles of Association.	**Article 249** The Company may amend the Articles of Association pursuant to laws, administrative regulations and the Articles of Association. The Company **will** amend the Articles of Association under any of the following circumstances: (1) After the amendments of the Company Law or the relevant laws and administrative regulations, the matters specified in the Articles of Association are in conflict with the provisions of the amended laws and administrative regulations; (2) Changes in the Company's circumstances lead to inconsistencies with the matters recorded in the Articles of Association; and (3) The **shareholders'** meeting has resolved to amend the Articles of Association.
Article 283 Any amendment to the Articles of Association approved by the ~~general~~ meeting shall be submitted to the competent authority for approval where necessary; if the amendment involves registration of the Company, the relevant change shall be registered pursuant to law.	**Article 250** Any amendment to the Articles of Association approved by the **shareholders'** meeting shall be submitted to the competent authority for approval where necessary; if the amendment involves registration of the Company, the relevant change shall be registered pursuant to law.
Article 284 The Board of Directors shall amend the Articles of Association as per the resolution passed at the ~~general~~ meeting to amend the same and the approval opinions of relevant competent authorities.	**Article 251** The Board of Directors shall amend the Articles of Association as per the resolution passed at the **shareholders'** meeting to amend the same and the approval opinions of relevant competent authorities.

Original articles before the amendments	Articles after the amendments
~~Chapter 13 Settlement of Disputes~~	Deleted
~~Article 286 The Company shall settle disputes in accordance with the rules below:~~ ~~(1) In the event of any dispute or claim between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and a director, supervisor, general manager or other senior executives, and between a holder of overseas listed foreign shares and a holder of domestic shares arising from rights and obligations as specified in Articles of Association, the Company Law and other relevant laws and administrative regulations relating to the affairs of the Company, the parties concerned shall submit the said dispute or claim for arbitration.~~ ~~The aforesaid dispute or claim submitted for arbitration shall be the entire dispute or claim; all the persons who complain for the same reason or who are required to participate in the settlement of the dispute or claim shall accept the arbitration award if they are the Company or its shareholders, directors, supervisors, the general manager, or other senior executives.~~ ~~Disputes relating to definition of shareholders and shareholders' register may be settled other than through arbitration.~~	Deleted

Original articles before the amendments	Articles after the amendments
~~(2) The applicant for arbitration may select China International Economic and Trade Arbitration Commission for arbitration by following the arbitration rules thereof, or may select Hong Kong International Arbitration Centre for arbitration by following the securities arbitration rules thereof. After the applicant for arbitration submits the dispute or claim for arbitration, the other party shall accept arbitration at the arbitration agency selected by the applicant.~~ ~~If the applicant for arbitration selects Hong Kong International Arbitration Centre for arbitration, either party may request that the arbitration be conducted in Shenzhen following the securities arbitration rules of Hong Kong International Arbitration Centre.~~ ~~(3) Settlement of disputes or claims set out in item (1) of this article by way of arbitration shall be governed by the PRC laws, save as otherwise specified by laws and administrative regulations.~~ ~~(4) The arbitration award made by the arbitration agency shall be final and binding on both parties.~~	

Original articles before the amendments	Articles after the amendments
Article 287 Definitions	**Article 253** Definitions
(1) The "controlling shareholder" referred to herein shall mean the shareholder whose ordinary shareholdings represent ~~over~~ 50% the total share capital of the Company; if short of 50%, whose entitlement to voting rights attached to its ordinary shares is sufficient to materially affect the resolutions proposed at the ~~general~~ meeting of the Company; or the person as defined in Article 67 of the Articles of Association.	(1) The "controlling shareholder" referred to herein shall mean the shareholder whose **shareholdings** represent **more than** 50% the total share capital of the **limited liability company**; **or** if **not more than** 50%, whose entitlement to voting rights attached to its ordinary shares is sufficient to materially affect the resolutions proposed at the **shareholders'** meeting of the Company; **or the shareholder who satisfies any one of the following conditions:** **1. he, either alone or acting in concert with others, has the power to elect more than half of the directors;** **2. he, either alone or acting in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;** **3. he, either alone or acting in concert with others, holds 30% or more of the issued and outstanding shares of the Company;** **4. he, either alone or acting in concert with others, exercise de facto control over the Company in other way.**
(2) The "de facto controller" referred to herein shall mean any person who ~~is not a shareholder of the Company, but~~ has de facto control over actions of the Company through the investment relationship, an agreement or other arrangements.	
(3) The "connected relationship" referred to herein shall mean the relationship between a controlling shareholder, de facto controller, director~~, supervisor~~ or senior management member of the Company and its directly or indirectly controlled enterprise and other relationships which may result in the transfer of the Company's interests. However, state-owned enterprises may have connected relationships not merely because they are under common control of the State.	
(4) The "Hong Kong Stock Exchange" referred to in the Articles of Association shall mean The Stock Exchange of Hong Kong Limited.	

Original articles before the amendments	Articles after the amendments
	(2) The "de facto controller" referred to herein shall mean any **natural person, legal entity or other organization** who/**which** has de facto control over actions of the Company through the investment relationship, an agreement or other arrangements. (3) The "connected relationship" referred to herein shall mean the relationship between a controlling shareholder, de facto controller, director or senior management member of the Company and its directly or indirectly controlled enterprise and other relationships which may result in the transfer of the Company's interests. However, state-owned enterprises may have connected relationships not merely because they are under common control of the State. (4) The "Hong Kong Stock Exchange" referred to in the Articles of Association shall mean The Stock Exchange of Hong Kong Limited.
Article 288 The Board may formulate bylaws to the Articles of Association in accordance with the provisions thereof. The bylaws must not contradict the provisions of the Articles of Association.	**Article 254** The Board may formulate bylaws to the Articles of Association in accordance with the provisions thereof. The bylaws must not contradict the provisions of the Articles of Association.
Article 289 The Articles of Association is written in Chinese. In case of any discrepancies among the various versions in different languages, the latest Chinese version approved by and registered with the Administration for Market Regulation of Fuzhou City shall prevail.	**Article 255** The Articles of Association is written in Chinese. In case of any discrepancies among the various versions in different languages, the latest Chinese version approved by and registered with the Administration for Market Regulation of Fuzhou City shall prevail.
Article 290 The "above", "within" ~~and "below"~~ referred to herein shall be inclusive of the stated figure; while "other than", "lower than" and "over" are not inclusive of the stated figure.	**Article 256** The "above" **and** "within" referred to herein shall be inclusive of the stated figure; while **"beyond", "more than",** "other than", "lower than" and "over" are not inclusive of the stated figure.

Original articles before the amendments	Articles after the amendments
Article 291 For purposes of the Articles of Association, the "accounting firm" has the same meaning as the "auditor".	**Article 257** For purposes of the Articles of Association, the "accounting firm" has the same meaning as the "auditor" **in the Hong Kong Listing Rules**.
Article 293 The appendices to the Articles of Association shall include rules of procedure of the ~~general~~ meeting, the Board ~~and the Board of Supervisors~~.	**Article 259** The appendices to the Articles of Association shall include rules of procedure of the **shareholders'** meeting **and** the Board.
Article 296 The Articles of Association shall be put into force upon the consideration and approval at the ~~general~~ meeting of the Company.	**Article 261** The Articles of Association shall be put into force upon the consideration and approval at the **shareholders'** meeting of the Company.

Note: The AoA Amendments as stated in the table above are prepared in Chinese and the English version is a translation only. In the event of any inconsistency between the English translation and the Chinese version of this table, the Chinese version shall prevail. In accordance with the Company Law, the Guidelines for the Articles of Association of Listed Companies and other relevant regulations, all references to the "general meeting" in the Articles of Association shall all be amended to the "shareholders' meeting", and all references to the "extraordinary general meeting" shall all be amended to the "extraordinary shareholders' meeting". Save for the amendments set out in the above comparison table, there are no substantive amendments to the other articles of the Articles of Association. Adjustments to the wording of some articles which do not involve changes in substance, adjustments to the numbers including chapters/sections/articles/paragraphs/items as a result of additions/deletions/mergers/separations and amendments to the relevant punctuation marks will not be set out on an article-by-article basis.

The AoA Amendments are subject to the consideration and approval of the EGM and a circular and notice of the EGM will be published by the Company in due course.

At the same time, the Company will propose to the EGM to authorize the Board or its authorized person(s) to deal with, at its/his/her/their absolute discretion, all relevant procedures including filing and/or registration of changes involved in the AoA Amendments with the company registration authority (the Administration for Market Regulation of Fuzhou City), and the Board or its authorized person(s) shall be entitled to make necessary amendments to the terms of the above-mentioned amended Articles of Association as appropriate according to the approval opinions or requirements put forward by the company registration authority or other relevant competent governmental authorities. The Chinese version of the amended Articles of Association to be finally filed with and/or approved for registration by the company registration authority (the Administration for Market Regulation of Fuzhou City) shall prevail.

By order of the Board
Fuyao Glass Industry Group Co., Ltd.
Cho Tak Wong
Chairman

Fuzhou, Fujian, the PRC
August 19, 2025

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Cho Tak Wong, Mr. Tso Fai, Mr. Ye Shu and Mr. Chen Xiangming, as executive Directors; Mr. Wu Shinong and Ms. Zhu Dezhen, as non-executive Directors; Mr. Liu Jing, Mr. Xue Zuyun and Mr. Dat Dzeng Hao Daniel, as independent non-executive Directors.