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CGN Power Co., Ltd.*
中國廣核電力股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1816)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE AND PROPOSED AMENDMENTS TO THE PROCEDURAL RULES OF GENERAL MEETING AND THE PROCEDURAL RULES OF THE BOARD OF DIRECTORS

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board of directors (the "**Board**") of CGN Power Co., Ltd.* (the "**Company**") hereby announces that, to comply with regulatory requirements, the Company proposes to amend certain articles under the existing Articles of Association (the "**Articles of Association**"), the Procedural Rules of General Meeting of CGN Power Co., Ltd.* (the "**Procedural Rules of General Meeting**") and the Procedural Rules of the Board of Directors of CGN Power Co., Ltd.* (the "**Procedural Rules of the Board of Directors**") pursuant to the Company Law of the People's Republic of China (2023 Revision) (《中華人民共和國公司法(2023年修訂)》 (the "**Company Law**", effective from July 1, 2024), the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (2023) (《國務院關於廢止部分行政法規和文件的決定(2023)》), the Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises (2023) (《境內企業境外發行證券和上市管理試行辦法(2023)》), the Transitional Arrangements for the Implementation of the Supporting Rules of the New Company Law (2024) (《關於新<公司法>配套制度規則實施相關過渡期安排(2024)》), the Guidelines for the Articles of Association of Listed Companies (2025 Revision) (《上市公司章程指引(2025年修訂)》), the Regulatory Guidelines for Listed Companies No.3 – Cash Dividends by Listed Companies (2025 Revision) (《上市公司監管指引第3號——上市公司現金分紅(2025修訂)》), the Rules Governing the Listing of Shares on Shenzhen Stock Exchange (2025 Revision) (《深圳證券交易所股票上市規則(2025年修訂)》), and the Listing Rules and other laws, regulations and regulatory documents, as well as the specific circumstances of the Company. After amendment, the Chinese name of the Procedural Rules of General Meeting will be renamed as "《中國廣核電力股份有限公司股東會議事規則》", while the English name will remain unchanged; the Supervisory Committee will be abolished, and its duties and powers as stipulated in the Company Law will be exercised by the Audit and Risk Management Committee of the Board; the Procedural Rules of the Supervisory Committee of the Company and other policies related to the Supervisory Committee will be repealed accordingly. The relevant proposed amendments are as follows:

I. The term "shareholders' general meeting" will be all revised to "general meeting";

II. All references to "supervisor(s)" and "Supervisory Committee" will be removed. The duties of the "Supervisory Committee" will be all reassigned to the "Audit and Risk Management Committee of the Board"; and

III. Apart from the adjustments mentioned above, other amendments are detailed in the three tables below, with corresponding adjustments to the numbering and cross-reference of the articles.

Other proposed amendments to the Articles of Association are set out below:

Existing Articles	**Amended Articles**
Article 1 These Articles of Association are drawn up in accordance with the "Company Law of the People's Republic of China" (the "**Company Law**"), the "Securities Law of the People's Republic of China", **"Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares" (the "Special Regulations"), "Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas" ("Mandatory Provisions"), "The Letter of Opinions on Supplementary Amendment to Articles of Association of Companies to be Listed in Hong Kong",** "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited", the "Listing Rules of the Shenzhen Stock Exchange", the "Guidelines for the Articles of Association of Listed Companies" (the "**Guidelines for Articles of Association**") and other requirements to maintain the legitimate interests of CGN Power Co., Ltd. (the "**Company**") and its Shareholders and creditors, and to regulate the organization and conducts of the Company. The Company is a joint stock limited liability company established in accordance with the Company Law**, the Special Regulations** and other relevant laws and administrative regulations of the country. ……	**Article 1** These Articles of Association are drawn up in accordance with the "Company Law of the People's Republic of China" (the "**Company Law**"), the "Securities Law of the People's Republic of China" **(the "Securities Law")**, "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited", the "Listing Rules of the Shenzhen Stock Exchange", the "Guidelines for the Articles of Association of Listed Companies" (the "**Guidelines for Articles of Association**") and other requirements to maintain the legitimate interests of CGN Power Co., Ltd. (the "**Company**") and its Shareholders**, employees** and creditors, and to regulate the organization and conducts of the Company. The Company is a joint stock limited liability company established in accordance with the Company Law and other relevant laws and administrative regulations of the country. ……

Existing Articles	Amended Articles
Article 4 The Company's legal representative is the chairman of the board of directors of the Company.	**Article 4 The Company's legal representative shall be served by the chairman of the board of directors, who executes corporate affairs on behalf of the Company. Where the chairman resigns, he/she shall be deemed as concurrently resigns his/her position as the legal representative. In case of resignation of legal representative, the Company shall determine the new legal representative within 30 days from the date of resignation of the legal representative.**
Article 7 These Articles of Association **have been reviewed and approved by the shareholders' general meeting and shall become effective as of the date of the Company's initial public offering of shares (A Shares) and listing of the same on the Shenzhen Stock Exchange;** the original Articles of Association of the Company shall automatically expire **on the effective date of these Articles of Association**. From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations as between the Company and its shareholders and among the shareholders.	**Article 7** These Articles of Association **shall be effective from the date of consideration and approval at the general meeting, and** the original Articles of Association of the Company shall automatically expire. From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations as between the Company and its shareholders and among the shareholders.
Article 8 These Articles of Association are binding on the Company, its shareholders, directors**, supervisors** and senior management personnel; all of whom are entitled to make claims concerning the affairs of the Company in accordance with these Articles of Association. A shareholder may take legal action against the Company, other shareholders or directors**, supervisors,** and senior management personnel of the Company pursuant to these Articles of Association and the Company may take legal action against shareholders or directors**, supervisors,** and senior management personnel of the Company pursuant to these Articles of Association.	**Article 8** These Articles of Association are binding on the Company, its shareholders, directors and senior management personnel; all of whom are entitled to make claims concerning the affairs of the Company in accordance with these Articles of Association. A shareholder may take legal action **to the People's Court** against the Company, other shareholders or directors and senior management personnel of the Company pursuant to these Articles of Association and the Company may take legal action **to the People's Court** against shareholders or directors and senior management personnel of the Company pursuant to these Articles of Association.

Existing Articles	Amended Articles
The legal actions referred to in the preceding paragraph include court proceedings and arbitration proceedings. Unless otherwise defined, senior management personnel referred to in these Articles of Association refers to the president, vice president, chief financial officer, board secretary and **other senior management personnel** as determined by the board of directors by way of resolutions.	Unless otherwise defined, senior management personnel referred to in these Articles of Association refers to the president, vice president, chief financial officer, board secretary and **chief legal advisor** as determined by the board of directors by way of resolutions.
Article 16 Shares which the Company issues to Domestic Investors for subscription in RMB are called "Domestic Shares". Domestic Shares that are listed within the PRC are called "Domestic-listed Domestic Shares". Shares which the Company issues to Foreign Investors for subscription in foreign currencies are called "Foreign Shares". Foreign Shares of the Company that are listed overseas are called "Overseas-Listed Foreign Shares". The Domestic-listed Domestic Shares of the Company are collectively deposited at the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. The Overseas-Listed Foreign Shares of the Company shall be held by an authorised depository companies under the Hong Kong Securities Clearing Company Limited or be held in the name of an individual shareholder.	**Article 16** Shares which the Company issues to Domestic Investors for subscription in RMB are called "Domestic Shares". Domestic Shares that are listed within the PRC are called "Domestic-listed Domestic Shares". Shares which the Company issues to Foreign Investors for subscription in foreign currencies are called "Foreign Shares". Foreign Shares of the Company that are listed overseas are called "Overseas-Listed Foreign Shares". The Domestic-listed Domestic Shares of the Company are collectively deposited at the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. The Overseas-Listed Foreign Shares of the Company shall be held by an authorised depository companies under the Hong Kong Securities Clearing Company Limited or be held in the name of an individual shareholder. **Unless otherwise as stipulated under relevant laws and regulations or regulatory provisions in the places where the Company is listed, Domestic-listed Domestic Shares and Overseas-Listed Foreign Shares shall not deem as different class of Shares.**

Existing Articles	Amended Articles
Article 25 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within 10 days of the date of the Company's resolution for reduction of capital and shall publish an announcement **in newspaper(s)** within 30 days. Creditors are entitled to request the Company to repay its debts or to provide a corresponding guarantee **for such debt** within 30 days of receipt of notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement. **The Company's registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.** The Company shall complete the registration of capital reduction with the authorities in accordance with the law.	**Article 25** The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within 10 days of the date of the Company's resolution for reduction of capital and shall publish an announcement **on designated media for corporate information disclosure or the National Enterprise Credit Information Publicity System** within 30 days. Creditors are entitled to request the Company to repay its debts or to provide a corresponding guarantee within 30 days of receipt of notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement. **When the Company reduces its registered capital, it shall reduce amount of capital contribution or shares in proportion to the shares held by the shareholders, unless otherwise provided in laws or these Articles of Association.** The Company shall complete the registration of capital reduction with the authorities in accordance with the law.

Existing Articles	Amended Articles
Article 31 The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares in the Company. This includes any person who directly or indirectly incurs any obligations as a result of acquisition of shares in the Company. **The Company and its subsidiaries shall not, at any time, provide any form of financial assistance for the purposes of reducing or discharging the obligations assumed by any person as a result of acquisition of shares in the Company.** **This Article shall not apply to the circumstances specified in Article 33 of these Articles of Association.**	**Article 31 The Company or its subsidiaries (including its affiliates) shall not, in the form of grants, advances, guarantees, borrowings and other forms, provide financial assistance for others to acquire shares of the Company or its parent, except where the Company implements an employee stock ownership plan.** **The Company may, for the sake of its own interests, provide financial assistance for others to acquire shares of the Company or its parent upon approval by a resolution at the general meeting or a resolution made by the board of directors in accordance with these Articles of Association or authorisation granted at the general meeting. However, the cumulative financial assistance in aggregate shall not exceed 10% of total issued share capital. The resolution made by the board of directors shall be passed by over two-thirds of directors on the board of directors.**

Existing Articles	Amended Articles
Article 32 For the purposes of this Chapter, "financial assistance" includes, but not limited to, the following: **(1) gifts;** **(2) guarantee (including the assumption of obligations of another or provision of assets to secure the performance of obligations by another), compensation (other than compensation arising out of the Company's own fault) or release or waiver of any right;** **(3) provision of a loan or the making of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or contract;** **(4) any other form of financial assistance given by the Company when the Company is unable to pay its debts, has no net assets or when its net assets would be reduced by a material extent.** **For the purposes of this Chapter, assumption of obligations by a person includes the assumption of obligations by way of contract or other arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligations are borne jointly with other persons) or by any other means which results in a change in his/her financial position.**	

Existing Articles	Amended Articles
Article 33 The following acts shall not be deemed to be acts prohibited by Article 31 of these Articles of Association: **(1) the provision of financial assistance by the Company where the financial assistance is given in good faith and in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of some larger purpose of the Company;** **(2) the lawful distribution of the Company's assets as dividends;** **(3) the distribution of dividends in the form of shares;** **(4) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the shareholding structure of the Company effected in accordance with these Articles of Association;** **(5) the provision of loans by the Company for its normal operations within its normal scope of business (provided that this does not reduce the net assets of the Company or that financial assistance is provided out of the distributable profits of the Company, if it does reduce the net assets of the Company);** **(6) contributions made by the Company to employee share schemes (provided that this does not reduce the net assets of the Company or that financial assistance is provided out of the distributable profits of the Company, if it does reduce the net assets of the Company).**	

Existing Articles	Amended Articles
Article 42 No change may be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a shareholders' general meeting or within 5 days before the determination date for the Company's distribution of dividends. **The preceding rule is only applicable to the holders of Overseas-Listed Foreign Shares.** Changes to the register of shareholders **of Domestic-listed Domestic Shares** shall comply with **the relevant PRC laws and regulations**. The interval between the record date **of holders of Domestic-listed Domestic Shares** and the general meeting date shall not be more than 7 working days. Once the record date for the general meeting is confirmed, it shall not be amended.	**Article 40** Changes to the register of shareholders shall comply with **relevant laws and regulations and regulatory provisions in the places where the Company is listed**. The interval between the record date and the general meeting date shall not be more than 7 working days. Once the record date for the general meeting is confirmed, it shall not be amended.
Article 51 …… (v) the latest audited financial statements of the Company, and the reports of directors**,** **supervisors** and auditors; ……	**Article 49** …… (v) the latest audited financial statements of the Company, and the reports of directors and auditors**, and eligible shareholders may inspect account books and accounting documents of the Company**; ……
Article 52 Where a shareholder requests to inspect the aforesaid relevant information or asks for relevant documents, he/she shall provide the Company with documents showing the class and number of shares he/she holds. The Company shall provide such information as requested by the shareholder whose identification has been verified.	**Article 50** Where a shareholder requests to inspect the aforesaid relevant information or asks for relevant documents, he/she shall provide the Company with documents showing the class and number of shares he/she holds. The Company shall provide such information as requested by the shareholder whose identification has been verified. **Where a shareholder requests to inspect and make duplicate copies of relevant materials of the Company, the said shareholder shall comply with the Company Law, the Securities Law and other laws and administrative regulations.**

Existing Articles	Amended Articles
Article 53 If any resolution of a **shareholders'** general meeting or board meeting is in violation of the laws and administrative regulations, the shareholders shall have the right to request the **court** to invalidate the said resolution. If the meeting convening procedures and voting methods of the **shareholders'** general meetings or board meetings are in violation of the laws, administrative regulations or these Articles of Association, if the contents of any resolution are in breach of these Articles of Association, the shareholders shall have the right to request the **court** to annul the said procedures, methods or resolutions within 60 days after the resolution has been approved**.**	**Article 51** If any resolution of a general meeting or board meeting is in violation of the laws and administrative regulations, the shareholders shall have the right to request the **People's Court** to invalidate the said resolution. If the meeting convening procedures and voting methods of the general meetings or board meetings are in violation of the laws, administrative regulations or these Articles of Association, if the contents of any resolution are in breach of these Articles of Association, the shareholders shall have the right to request the **People's Court** to annul the said procedures, methods or resolutions within 60 days after the resolution has been approved**, unless there is only a minor defect in the convening procedure or voting method of the general meeting or board meeting, which has no substantive impact on the resolution.** **Where the board of directors, shareholders and other parties dispute the validity of a resolution passed at the general meeting, they shall institute legal proceedings to the People's Court in a timely manner. Before the People's Court makes a judgement or ruling to rescind the resolution, the relevant parties shall execute the resolution of the general meeting. The Company, the directors and senior management personnel shall duly perform their duties to ensure the normal operation of the Company.** **Where the People's Court makes a judgement or ruling on a relevant matter, the Company shall fulfill its obligation to disclose the information in accordance with laws, administrative regulations, and the regulatory provisions in the places where the Company is listed, fully explain the impact, and actively cooperate 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 obligation will be fulfilled.**

Existing Articles	Amended Articles
(Added)	**Article 52 A resolution of the general meeting or the board of directors shall be invalid in any of the following circumstances:** **(1) the resolution is made without the convening of a general meeting or board meeting;** **(2) the resolution is made without voting at the general meeting or board meeting;** **(3) the number of persons attending the meeting or the number of the voting rights held by them fails to reach the number as stipulated under the Company Law or these Articles of Association;** **(4) the number of persons in favour of the resolution or the number of the voting rights held by them fails to reach the number as stipulated under the Company Law or these Articles of Association.**
Article 54 Where any director or **member of the** senior management personnel violates any laws, administrative regulations or these Articles of Association in his/her performance of duties and powers and thereby causes any loss to the Company, shareholders who individually or jointly hold 1% or more of the Company's shares for 180 days consecutively or more may request the **supervisory committee** in writing to file a lawsuit with the **court**. Where **the supervisory committee** violates any laws, administrative regulations or these Articles of Association in his/her performance of duties and powers and thereby causes any loss to the Company, shareholders may request the board of directors in writing to file a lawsuit with the **court**.	**Article 53** Where any director or senior management personnel **other than a member of the Audit and Risk Management Committee** violates any laws, administrative regulations or these Articles of Association in his/her performance of duties and powers and thereby causes any loss to the Company, shareholders who individually or jointly hold 1% or more of the Company's shares for 180 days consecutively or more may request the **Audit and Risk Management Committee** in writing to file a lawsuit with the **People's Court**. Where **a member of the Audit and Risk Management Committee** violates any laws, administrative regulations or these Articles of Association in his/her performance of duties and powers and thereby causes any loss to the Company, **the said** shareholders may request the board of directors in writing to file a lawsuit with the **People's Court**.

Existing Articles	Amended Articles
Where the **supervisory committee** or the board of directors refuses to file a lawsuit upon receipt of an aforementioned written request in the preceding paragraph, or where it fails to file a lawsuit within 30 days after it upon receipt of the request, or where it is in an emergency that the failure to initiate a lawsuit immediately may cause irretrievable damage to the interests of the Company, the aforementioned shareholders in the preceding paragraph shall have the right directly file a lawsuit with the **court** in his/her own name to protect the interest of the Company. In the event that the legitimate rights and interests of the Company are impaired and losses are incurred thereof, the aforementioned shareholders in the first paragraph of this Article shall have the right to file a lawsuit with the **court** in accordance with the provisions of this Article.	Where the **Audit and Risk Management Committee** or the board of directors refuses to file a lawsuit upon receipt of an aforementioned written request in the preceding paragraph, or where it fails to file a lawsuit within 30 days after it upon receipt of the request, or where it is in an emergency that the failure to initiate a lawsuit immediately may cause irretrievable damage to the interests of the Company, the aforementioned shareholders in the preceding paragraph shall have the right directly file a lawsuit with the **People's Court** in his/her own name to protect the interest of the Company. In the event that the legitimate rights and interests of the Company are impaired and losses are incurred thereof, the aforementioned shareholders in the first paragraph of this Article shall have the right to file a lawsuit with the **People's Court** in accordance with the provisions of this Article. **Where a director, supervisor (if any) or senior management personnel of a wholly-owned subsidiary of the Company violates provisions under the laws, administrative regulations or these Articles of Association in their performance of duties resulting in loss for the Company, or loss caused by infringement of lawful rights and interests of the wholly-owned subsidiary by other parties, the shareholder(s) as stipulated under paragraph 1 of this Article may request in writing the supervisory committee (if any) or the board of directors of the wholly-owned subsidiary to file a lawsuit with the People's Court or may file a lawsuit with the People's Court directly in their own names in accordance with paragraphs 1 to 3 of Article 189 of the Company Law.**

Existing Articles	Amended Articles
Article 58 For the purpose of these Articles of Association, a "controlling shareholder" means **a person who satisfies any one of the following conditions:** **(1) a person who, when acting alone or in concert with others, has the power to appoint more than half of the directors;** **(2) a person who, when acting alone or in concert with others, has the power to exercise 30% or more of the voting rights or has power to control the exercise of 30% or more of the voting rights in the Company;** **(3) a person who, when acting alone or in concert with others, holds 30% or more of the issued shares of the Company;** **(4) a person who, when acting alone or in concert with others, has de facto control of the Company in any other way.** For the purpose of these Articles of Association, an "actual controlling party" means the **person(s)**, not being shareholder(s) of the Company, who are able to exercise actual control over the acts of the Company through an investment relationship, an agreement or other arrangements.	**Article 57** For the purpose of these Articles of Association, a "controlling shareholder" means **a shareholder as defined under relevant laws and regulations and regulatory provisions in the places where the Company is listed.** For the purpose of these Articles of Association, an "actual controlling party" means the **natural person(s), legal person(s) or other organisation(s)**, not being shareholder(s) of the Company, who are able to exercise actual control over the acts of the Company through an investment relationship, an agreement or other arrangements.
Article 60 Neither the controlling shareholder nor the actual controlling party of the Company may prejudice the interests of the Company by taking advantage of his/her connected relationship. Anyone who violates the provisions and cause damages to the Company shall bear compensation liability.	**Article 59 The controlling shareholder and the actual controlling party of the Company shall exercise their rights, perform their duties and protect the interests of the Company in accordance with laws, administrative regulations, and regulatory provisions in the places where the Company is listed.**

Existing Articles	Amended Articles
The controlling shareholder and the actual controlling party of the Company shall bear fiduciary duty to the Company and its public shareholders. The controlling shareholder shall strictly exercise the rights as a subscriber pursuant to the law, and shall not impair the legitimate rights and interests of the Company and the public shareholders in the way of profit distribution, asset reorganization, overseas investments, capital use, loans and guarantees, and shall not impair the interests of the Company and the public shareholders by making use of its controlling status in the Company.	**The controlling shareholder and the actual controlling party of the Company shall comply with the following provisions:** **(1) they shall exercise shareholders' rights in accordance with laws, and shall not abuse their control or use the connected relations to damage the legitimate rights and interests of the Company or other shareholders;** **(2) they shall stringently fulfill their public declarations and undertakings and shall not alter or waive such declarations or undertakings in a unilateral manner;** **(3) they shall strictly perform the obligations of information disclosure in accordance with relevant provisions, actively cooperate with the Company to ensure proper information disclosure, and promptly notify the Company in a timely manner of material matters that have occurred or are likely to occur;** **(4) they shall not appropriate the funds of the Company in any manner;** **(5) they shall not order by coercion, instruct or demand the Company and relevant officer to provide guarantee in violation of laws or regulations;** **(6) they shall not take advantage of the possession of unannounced material information of the Company for their gain, or divulge unannounced material information relating to the Company in any manner, or be engaged in illegal or illicit acts such as inside dealing, short-term dealing or market manipulation;** **(7) they shall not damage the legitimate rights and interests of the Company and other shareholders by any means such as unfair connected transaction, profit distribution, asset reorganization and external investment;**

Existing Articles	Amended Articles
	(8) they shall guarantee the integrity of the Company's assets and the Company's independence in terms of staffing, finance, organisation and business, and shall not affect the independence of the Company in any manner; **(9) other provisions under the laws, administrative regulations, regulatory provisions in the places where the Company is listed and these Articles of Association.** **Where the controlling shareholder or the actual controlling party of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of these Articles of Association relating to the duties of loyalty and diligence of directors shall apply.** **Where the controlling shareholder or the actual controlling party of the Company instructs a director or senior management personnel to engage in an act that is detrimental to the interests of the Company or the shareholders, he/she shall be jointly and severally liable with such director or senior management personnel.** **Where the controlling shareholder or the actual controlling party pledges the shares of the Company that he/she holds or actually controls, he/she shall maintain the Company's control and its stability of production and operations.**

Existing Articles	Amended Articles
	Where the controlling shareholder or the actual controlling party transfers the shares of the Company held by him/her, he/she shall comply with the restrictions on the transfer of shares set out in the laws, administrative regulations, and the regulatory provisions in the places where the Company is listed, as well as his/her undertakings in respect of the restriction on the transfer of shares. **The connected relationship under these Articles of Association refers to any relationship between a controlling shareholder, actual controlling party, director or senior management personnel of the Company and an enterprise directly or indirectly controlled by that person, as well as any other relationship that may result in the transfer of any interest in the Company. However, state-controlled enterprises do not have a connected relationship between them solely due to being controlled by the state.**
Article 62 The **shareholders'** general meeting shall have the following functions and powers: (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors and to decide on matters relating to the remuneration of directors; **(3) to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;** ……	**Article 61** The general meeting shall have the following functions and powers: (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace **non-employee representative** directors and to decide on matters relating to the remuneration of **such** directors; ……

Existing Articles	Amended Articles
Article 64 Unless **prior** approval in the form of a special resolution is obtained in a **shareholders'** general meeting, the Company shall not enter into any contract with any person other than the directors**, supervisors,** senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.	**Article 63** Unless **the Company is in a crisis or any special circumstance and** approval in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors **and** senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.
Article 66 The board of directors shall convene an extraordinary general meeting within **two** months from the date of occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in these Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its **paid-up** share capital; (3) where shareholder(s) who individually or jointly hold 10% or more of the Company's issued voting shares make request(s) in writing for the convening of an extraordinary general meeting; (4) whenever the board of directors deems necessary or the **supervisory committee** so requests; (5) **when more than half of the independent directors propose to convene the meeting;** **(6)** other circumstances provided by relevant laws, administrative regulations, regulations of the authorities and these Articles of Association. The shareholdings referred to in item (3) above shall be calculated on the basis of the number of shares held as at the date of written request from the shareholders.	**Article 65** The board of directors shall convene an extraordinary general meeting within **2** months from the date of occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in these Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital; (3) where shareholder(s) who individually or jointly hold 10% or more of the Company's issued voting shares make request(s) in writing for the convening of an extraordinary general meeting; (4) whenever the board of directors deems necessary or the **Audit and Risk Management Committee** so requests; (5) other circumstances provided by relevant laws, administrative regulations, regulations of the authorities and these Articles of Association. The shareholdings referred to in item (3) above shall be calculated on the basis of the number of shares held as at the date of written request from the shareholders.

Existing Articles	Amended Articles
Article 69 The independent directors shall have the rights to propose to the board of directors to convene an extraordinary general meeting. With respect to the proposal requesting to convene an extraordinary general meeting by the independent directors, the board of directors shall issue a written reply on consent or non-consent to the convening of the extraordinary general meeting within 10 days upon receipt of the proposal pursuant to the laws, administrative regulations and these Articles of Association. Where the board of directors gives consent to convene an extraordinary general meeting, a notice on convening such meeting shall be issued within 5 days from passing the resolution of the board of directors. Where the board of directors does not give consent to convene an extraordinary general meeting, it shall state the reason and make an announcement.	**Article 68 The board of directors shall convene general meetings on schedule within the prescribed time frame.** The independent directors shall have the rights to propose to the board of directors to convene an extraordinary general meeting **with the approval of a majority of all independent directors**. With respect to the proposal requesting to convene an extraordinary general meeting by the independent directors, the board of directors shall issue a written reply on consent or non-consent to the convening of the extraordinary general meeting within 10 days upon receipt of the proposal pursuant to the laws, administrative regulations and these Articles of Association. Where the board of directors gives consent to convene an extraordinary general meeting, a notice on convening such meeting shall be issued within 5 days from passing the resolution of the board of directors. Where the board of directors does not give consent to convene an extraordinary general meeting, it shall state the reason and make an announcement.
Article 75 A notice of an annual general meeting of the Company shall be given **20 business** days before the date of the meeting; a notice of an extraordinary general meeting of the Company shall be given **10 business days or** 15 days before the date of the meeting **(whichever is longer)** to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the **shareholders'** general meeting. When calculating the starting period, the Company shall exclude the day on which the notice is given and the day on which the meeting is held. **The business days in these Articles of Association refer to the days on which the Hong Kong Stock Exchange is open for securities trading.**	**Article 74** A notice of an annual general meeting of the Company shall be given **21** days before the date of the meeting; a notice of an extraordinary general meeting of the Company shall be given 15 days before the date of the meeting to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting. When calculating the starting period, the Company shall exclude the day on which the notice is given and the day on which the meeting is held.

Existing Articles	Amended Articles
Article 86 Any form given to a shareholder by the directors for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favors of or against the motions, separate instructions being given in respect of each matter to be voted on at the meeting. **Such a form shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he/she thinks fit.**	**Article 85** Any form given to a shareholder by the directors for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favors of or against the motions, separate instructions being given in respect of each matter to be voted on at the meeting.
Article 89 Shareholders who separately or jointly hold more than **3**% of the total issued voting shares of the Company may submit a proposal to the **board of directors** in writing 10 days before the date of the **shareholders'** general meeting; the **board of directors** shall issue a supplementary notice of the **shareholders'** general meeting to announce the contents of the proposals within 2 days of receiving the proposal and include it for consideration at the **shareholders'** general meeting. **The matters stated in the proposal must be within the functions and powers of the shareholders' general meeting and it shall have a clear subject and specific resolutions.** Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the **shareholders'** general meeting or add new proposals upon issuance of the announcement on the notice of the **shareholders'** general meeting. The **shareholders'** general meeting shall not vote on or resolve the proposals which have not been stated in the notice of the **shareholders'** general meeting or the proposals which do not meet the requirements in Article **88** of these Articles of Association.	**Article 88 Where a general meeting is convened by the Company, the board of directors, the Audit and Risk Management Committee and shareholders who separately or jointly hold more than 1% of the total issued voting shares of the Company are entitled to submit a proposal to the Company.** Shareholders who separately or jointly hold more than **1**% of the total issued voting shares of the Company may submit a **provisional** proposal to the **convener** in writing 10 days before the date of the general meeting; the **convener** shall issue a supplementary notice of the general meeting to announce the contents of the **provisional** proposals within 2 days of receiving the **provisional** proposal and include it for consideration at the general meeting. **However, this does not apply if the provisional proposals are in violation o f provisions of laws, administrative regulations or the Articles of Association, or out of the term of reference of general meetings.** Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the general meeting or add new proposals upon issuance of the announcement on the notice of the general meeting.

Existing Articles	Amended Articles
	The general meeting shall not vote on or resolve the proposals which have not been stated in the notice of the general meeting or the proposals which do not meet the requirements in Article **87** of these Articles of Association.
Article 92 When convening a shareholders' general meeting, directors, supervisors and the secretary to the board of directors shall attend the meeting in person while the president and other senior management personnel shall be in attendance the meeting as non-voting participants.	**Article 91 Where a general meeting requires directors and senior management personnel to attend the meeting as non-voting participants, directors and senior management personnel shall attend such meeting as non-voting participants and receive inquiries from shareholders.**
Article 93 The **shareholders'** general meeting shall be convened by the board of directors and chaired by the chairman; if the chairman cannot or fails to perform his/her duties, the **shareholders'** general meeting shall be chaired by a director co-elected by **more than half** of the directors. If the board of directors cannot or fails to perform its duty to convene the **shareholders'** general meeting, the **supervisory committee** shall convene and chair the meeting promptly; if the **supervisory committee** cannot or fails to perform its duty to convene the **shareholders'** general meeting for more than 90 consecutive days, the shareholders who separately or jointly hold more than 10% of the Company's total issued voting shares may convene and chair the meeting by themselves. **If no such chairman is elected, then the directors present may choose one of their members to be chairman of the meeting; If the shareholders cannot elect a chairman of the meeting due to any reason, the shareholder (including his/her proxy) present at the meeting who holds the highest number of voting rights shall act as the chairman of the meeting.**	**Article 92** The general meeting shall be convened by the board of directors and chaired by the chairman; if the chairman cannot or fails to perform his/her duties, the general meeting shall be chaired by a director co-elected by **majority** of the directors. If the board of directors cannot or fails to perform its duty to convene the general meeting, the **Audit and Risk Management Committee** shall convene and chair the meeting promptly; if the **Audit and Risk Management Committee** cannot or fails to perform its duty to convene the general meeting for more than 90 consecutive days, the shareholders who separately or jointly hold more than 10% of the Company's total issued voting shares may convene and chair the meeting by themselves.

Existing Articles	Amended Articles
The **shareholders'** general meeting convened by the **supervisory committee** shall be presided over by the **chairman** of the **supervisory committee**. If the **chairman** of the **supervisory committee** is unable to perform or fails to perform his/her duties, a **supervisor** shall be jointly elected by **more than half** of **the supervisors** to preside over the meeting. Shareholder(s) may convene the meeting themselves and a representative nominated by the convener(s) shall preside over the meeting. When the **shareholders'** general meeting is held and the chairman of the meeting violates these Rules and as a result thereof, the **shareholders'** general meeting is unable to continue, upon approval of more than half of the shareholders having the voting rights who are present at the meeting, a person may be elected at the **shareholders'** general meeting to chair the meeting so that the meeting may continue.	The general meeting convened by the **Audit and Risk Management Committee** shall be presided over by the **convener** of the **Audit and Risk Management Committee**. If the **convener** of the **Audit and Risk Management Committee** is unable to perform or fails to perform his/her duties, a **member of the Audit and Risk Management Committee** shall be jointly elected by **majority** of **members of the Audit and Risk Management Committee** to preside over the meeting. Shareholder(s) may convene the **general** meeting themselves and a representative nominated by the convener(s) shall preside over the meeting. When the general meeting is held and the chairman of the meeting violates these Rules and as a result thereof, the general meeting is unable to continue, upon approval of more than half of the shareholders having the voting rights who are present at the meeting, a person may be elected at the general meeting to chair the meeting so that the meeting may continue.
Article 97 …… Where any shareholder is required to abstain from voting on a matter under applicable laws, regulations and the **listing rules of the stock exchange on which the Company's shares are listed**, any votes cast by such shareholder or his/her proxy) shall not be counted. ……	**Article 96** …… Where any shareholder is required to abstain from voting on a matter under applicable laws, regulations and the **regulatory provisions in the places where the Company is listed**, any votes cast by such shareholder or his/her proxy shall not be counted. **Pursuant to the applicable laws and regulations and the regulatory provisions in the places where the Company is listed, whereas any shareholder is restricted to voting only for or against any particular resolution, in case of any violation of such requirement or restriction, relevant votes shall not be counted.** ……

Existing Articles	Amended Articles
Article 98 At any shareholders' general meeting, a resolution shall be decided on a show of hands, unless a poll is demanded before or after a vote is carried out by a show of hands by any of the following, or if otherwise required by the listing rules of the stock exchange on which the Company's shares are listed: **(1) by the chairman of the meeting;** **(2) by at least two shareholders present in person or by proxy and being entitled to vote;** **(3) by one or more shareholders present in person or by proxy and holding 10% or more of all voting shares present at the meeting solely or jointly.** **Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the passing of such resolution. There is no need to prove the number or proportion of votes in favor of or against such resolution.** **The demand for a poll may be withdrawn by the person who demands the same.**	**Article 97 Voting at the general meeting shall be carried out with open ballot.**
Article 100 On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his/her votes in the same way.	(Deleted)
Article 101 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a casting vote.	(Deleted)
Article 111 The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.	(Deleted)

Existing Articles	Amended Articles
Article 112 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' meeting, he/she may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately.	(Deleted)
Article 113 If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minutes.	(Deleted)
Article 118 The list of candidates for directors **and supervisor** shall be submitted to the **shareholders'** general meeting in a form of a proposal for voting, and each candidate shall be nominated by means of a separate proposed resolution. The cumulative voting system shall be adopted for the election of **two** or more directors **or supervisors**. The cumulative voting system referred to in the preceding paragraph shall mean that when a **shareholders'** general meeting elects directors **or supervisors**, each share shall have voting rights which are the same as the number of directors **or supervisors** to be elected, and the voting rights held by a shareholder may be used together. Where a proposed resolution on election of directors **or supervisors** is passed at the **shareholders'** general meeting, the directors elected **or supervisors elected** shall take office after the resolution of the **shareholders'** general meeting passed.	**Article 112** The list of candidates for **non-employee representative** directors shall be submitted to the general meeting in a form of a proposal for voting, and each candidate shall be nominated by means of a separate proposed resolution. The cumulative voting system shall be adopted for the election of **2** or more directors. The cumulative voting system referred to in the preceding paragraph shall mean that when a general meeting elects directors, each share shall have voting rights which are the same as the number of directors to be elected, and the voting rights held by a shareholder may be used together. **The directors elected shall be determined based of the number of votes for the director candidates in descending order. Meanwhile, the total votes for directors elected shall exceed a half of the number of shares carrying voting rights (based on the number of unaccumulated shares) held by shareholders attending the general meeting.** Where a proposed resolution on election of directors is passed at the general meeting, the directors elected shall take office after the resolution of the general meeting passed.

Existing Articles	Amended Articles
(Added)	**Article 114 The general meeting may resolve to remove a director, with the removal taking effect on the date the resolution is made.** **If a director is removed prior to the expiration of his/her term of office without any reasonable grounds, he/she may request compensation from the Company.**
(Added)	**Article 115 No director shall act on behalf of the Company or the board of directors without the requirement of the Articles of Association or the lawful authorization of the board of directors. In the event that a director is acting in his/her own name, which may be reasonably deemed to be acting on the behalf of the Company or the board of directors by a third party, such director shall state his/her stance and identity in advance.**
Chapter 9 Special Procedures for Voting by a Class of Shareholders **(Article 120 to Article 127)**	(Deleted)

Existing Articles	Amended Articles
Article 129 The board of directors shall consist of **ten** directors, one of which shall be the chairman. China General Nuclear Power Corporation shall recommend **four** directors, and Guangdong Hengjian Investment Holdings Co., Ltd., and China National Nuclear Corporation shall each recommend one director. **The other four** directors are independent directors, and shall be appointed according to the **listing rules of the listing place**. The directors of the Company comprise of executive directors and non-executive directors (including independent directors). The executive director refers to the director who holds other operation and management positions in the Company in addition to the directorship. The non-executive director refers to the director who does not hold operation and management position in the Company. The independent director (that is an "independent non-executive director" as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) refers to the director who does not hold **any operation and management** position in the Company **and has no other relationship with the Company or its shareholders**.	**Article 117** The board of directors shall consist of **nine** directors, one of which shall be the chairman. China General Nuclear Power Corporation shall recommend **three** directors, and Guangdong Hengjian Investment Holdings Co., Ltd., and China National Nuclear Corporation shall each recommend one director. **Three** directors are independent directors, and shall be appointed according to the **regulatory provisions in the places where the Company is listed**. **One director is an employee representative director, and shall be elected through the employee representative meetings, employee meetings or through other forms of democratic election.** The directors of the Company comprise of executive directors and non-executive directors (including independent directors). The executive director refers to the director who holds other operation and management positions in the Company in addition to the directorship. The non-executive director refers to the director who does not hold operation and management position in the Company. The independent director (that is an "independent non-executive director" as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) refers to the director who does not hold **other** position in the Company **other than his/her position as director, and does not have direct or indirect interests in the company hired him/her and its major shareholders and actual controlling parties, nor having other relationship which may affect his/her ability to make independent, objective judgment.**

Existing Articles	Amended Articles
Article 131 The list of candidates for directors shall be submitted to the **shareholders'** general meeting in the form of motion for approval. Both Guangdong Hengjian Investment Holdings Co., Ltd., and China National Nuclear Corporation are entitled to nominate one director. The board of directors should inform the shareholders of the resume and basic profiles of the candidates for directors by way of an announcement. **Candidates other than those for independent directors shall be nominated by the board of directors, the supervisory committee or shareholders who individually or jointly hold 3% or more of the Company's issued voting shares and be elected by the shareholders in shareholders' general meeting.** **Candidates for independent directors of the Company shall be nominated by the Company's board of directors, the supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's issued voting shares and be elected by the shareholders in shareholders' general meeting.** Provided that the relevant laws and administrative rules are observed, a director whose term of office has not yet expired may be removed in **shareholders'** general meeting by way of ordinary resolution (but the right to lodge a claim under any contract is not affected).	**Article 119** The list of candidates for **non-employee representative** directors shall be submitted to the general meeting in the form of motion for approval. Both Guangdong Hengjian Investment Holdings Co., Ltd., and China National Nuclear Corporation are entitled to nominate one director. The board of directors should inform the shareholders of the resume and basic profiles of the candidates for directors by way of an announcement. **Candidates for non-employee representative directors shall be nominated by the board of directors of the Company or shareholders who individually or jointly hold 1% or more of the Company's issued voting shares, and be elected at the general meeting of the Company.** Provided that the relevant laws and administrative rules are observed, a director whose term of office has not yet expired may be removed in general meeting by way of ordinary resolution (but the right to lodge a claim under any contract is not affected).

Existing Articles	Amended Articles
Article 134 Independent directors shall meet the following basic requirements: (1) qualified to be a director of a listed company under the laws, administrative regulations and other applicable regulations; (2) comply with relevant requirements of the **stock exchange on which the Company's shares are listed** regarding the character, integrity, independence and experience of an independent director; (3) have basic knowledge of the operation of a listed company, familiarity with the relevant laws, administrative rules, regulations and rules of authorities; (4) have 5 years or more working experience in the legal, financial or other field, necessary in performing the duties of an independent director; (5) satisfy independence and other requirements stipulated by law, administrative rules, **regulations of authorities** and these Articles of Association and their appendices.	**Article 122** Independent directors shall meet the following basic requirements: (1) qualified to be a director of a listed company under the laws, administrative regulations and other applicable regulations; (2) comply with relevant requirements of the **regulatory provisions in the places where the Company is listed** regarding the character, integrity, independence and experience of an independent director**, and the independence requirement as stipulated under these Articles of Association**; (3) have basic knowledge of the operation of a listed company, familiarity with the relevant laws, administrative rules, regulations and rules of authorities; (4) have 5 years or more working experience in the legal, **accounting,** financial or other field, necessary in performing the duties of an independent director; (5) **possess good personal integrity and have no history of major acts of dishonesty or other adverse records;** **(6)** satisfy independence and other requirements stipulated by law, administrative rules, **regulatory provisions in the places where the Company is listed** and these Articles of Association and their appendices.

Existing Articles	Amended Articles
(Added)	**Article 123 Independent directors shall maintain their independence. The following persons shall not serve as independent directors:** **(1) persons working for the Company or its subsidiaries, their spouses, parents and children, and those who have major social relations with them;** **(2) natural person shareholders who directly or indirectly hold 1% or more of the Company's issued shares or who are among the Company's top 10 shareholders, and their spouses, parents and children;** **(3) persons who work for shareholders who directly or indirectly hold 5% or more of the Company's issued shares or who work for entities of the Company's top 5 shareholders, and their spouses, parents and children;** **(4) persons serving in the subsidiaries of the Company's controlling shareholder and actual controlling party and their spouses, parents and children;** **(5) persons who have significant business dealings with the Company, its controlling shareholder, actual controlling party or their respective subsidiaries, or who serve in entities with which they have significant business dealings and their controlling shareholder or actual controlling party;**

Existing Articles	Amended Articles
	(6) persons providing financial, legal, consulting and sponsorship and other services to the Company, its controlling shareholder, actual controlling party or their respective subsidiaries; including, but not limited to, all members of the project team of the intermediaries providing the services, reviewers at all levels, persons signing the report, partners, directors, senior management personnel and principals; **(7) persons who have been involved in any of the circumstances listed in items (1) to (6) within the last twelve (12) months;** **(8) other persons who do not possess independence as stipulated by laws, administrative regulations, regulatory provisions in the places where the Company is listed and these Articles of Association.** **The subsidiaries of the Company's controlling shareholder or actual controlling party mentioned in items (4) to (6) of the foregoing paragraph do not include enterprises that are controlled by the same state-owned asset management institution as the Company but do not constitute related parties with the Company in accordance with relevant regulations.** **Independent directors shall conduct an annual self-examination of independence and submit the self-examination to the board of directors. The board of directors shall evaluate and issue a special opinion on the independence of the incumbent independent directors on an annual basis, which shall be disclosed at the same time as the publication of the annual report.**

Existing Articles	Amended Articles
Article 135 A director may resign before his/her term of office expires. The resigning director shall tender a resignation letter to the **board of directors** in writing. The board of directors shall make relevant disclosure as promptly as possible according to the **listing rules of the places where the Company's shares are listed**. If another director has not been appointed upon the expiry of a director's term of office, the number of directors falls below the legal quorum due to a director's resignation during his/her term of office, or the number of independent directors is less than one third of the number of board of directors or absence of accounting professionals in the independent directors due to the resignation of independent directors, the director whose term of office has expired or who has resigned, as the case may be, shall perform his/her duties as a director in accordance with the laws, administrative regulations and the provisions of these Articles of Association, until the newly elected director assumes office. **Subject to the provisions in the two preceding paragraphs, the resignation of the directors shall take effect upon receipt of the resignation letter by the board of directors.** If the number of directors falls below the statutory quorum due to a director's resignation during his/her term of office, the Company shall complete by-election within 2 months.	**Article 124** A director may resign before his/her term of office expires. The resigning director shall tender a resignation letter to the **Company** in writing**, and shall be effective from the date of receipt of such resignation letter by the Company**. The board of directors shall make relevant disclosure as promptly as possible according to the **regulatory provisions in the places where the Company is listed**. If another director has not been appointed upon the expiry of a director's term of office, the number of directors falls below the legal quorum due to a director's resignation during his/her term of office, or the number of independent directors is less than one third of the number of board of directors or absence of accounting professionals in the independent directors due to the resignation of independent directors, the director whose term of office has expired or who has resigned, as the case may be, shall perform his/her duties as a director in accordance with the laws, administrative regulations**, regulations of authorities** and the provisions of these Articles of Association, until the newly elected director assumes office. If the number of directors falls below the statutory quorum due to a director's resignation during his/her term of office, the Company shall complete by-election within 2 months.

Existing Articles	Amended Articles
When the resignation of the director takes effect or upon expiry of his/her term of office, a director shall complete his/her hand-over procedures with the board. The fiduciary obligations of a director towards the Company and the shareholders are not automatically released before his/her resignation report becomes effective or within a reasonable period after its effectiveness and within a reasonable period after conclusion of his/her term of office, and his/her duty of confidentiality in respect of trade secrets of the Company survives the termination of his/her tenure until the same has become open information.	**The Company has established the director resignation management system, which stipulates the protective measures on the accountability and claiming of unfulfilled public commitments and other matters.** When the resignation of the director takes effect or upon expiry of his/her term of office, a director shall complete his/her hand-over procedures with the board. The fiduciary obligations of a director towards the Company and the shareholders are not automatically released before his/her resignation report becomes effective or within a reasonable period after its effectiveness and within a reasonable period after conclusion of his/her term of office, and his/her duty of confidentiality in respect of trade secrets of the Company survives the termination of his/her tenure until the same has become open information. **Obligations borne by a director when performing his/her duties during his/her term of office shall not be waived or terminated as a result of his/her cessation.**

Existing Articles	Amended Articles
Article 137 An independent director shall not be removed without reason from his/her office before the expiration of his/her term of office. Where an independent director is removed from office prior to the expiration of his/her term of office, the Company shall **make special disclosure in relation thereto**. An independent director who fails to attend in person for **3** consecutive board meetings, the Board **may put forward a proposal at the shareholders' general meeting to replace such director**.	**Article 126 The Company may dismiss an independent director through legal procedures** before the expiration of his/her term of office. Where an independent director is removed from office prior to the expiration of his/her term of office, the Company shall **disclose specific reason and basis thereof in a timely manner**. **Where there is any disagreement from the independent director, the Company shall make disclosure in a timely manner.** **An independent director shall attend the board meeting in person. Where an independent director unable to attend the meeting, he/she shall review meeting materials in advance to provide clear opinions, and appoint another independent director in written to attend the meeting on his/her behalf.** An independent director who fails to attend **either** in person **or by appoint another independent director** for **2** consecutive board meetings, the Board **shall propose the convening of a general meeting to dismiss his/her position as independent director within 30 days from the date of occurrence of such event.**

Existing Articles	Amended Articles
(Added)	**Article 128 Independent directors shall earnestly perform their duties in accordance with relevant provisions of laws, administrative regulations, regulatory provisions in the places where the Company is listed and these Articles of Association, and play the roles of participation in decision-making, supervising and balancing, and professional consulting in the board of directors, so as to safeguard the interests of the Company as a whole and to protect the legitimate rights and interests of minority shareholders.** **As members of the board of directors, independent directors owe fiduciary duties and duties of care to the Company and all shareholders, and shall prudently perform the following duties:** **(1) to participate in board decision-making and express clear opinions on the discussed matters;** **(2) to supervise potential material conflicts of interest between the Company and its controlling shareholder, actual controlling party, directors and senior management personnel, and protect the legitimate rights and interests of minority shareholders;** **(3) to provide professional and objective recommendation for the business development of the Company and promote improvement of board decision-making level;** **(4) other responsibilities stipulated by laws, administrative regulations, regulatory provisions in the places where the Company is listed and these Articles of Association.**

Existing Articles	Amended Articles
(Added)	**Article 129 Independent directors shall exercise the following special powers:** **(1) to independently engage intermediaries to audit, consult or verify specific matters of the Company;** **(2) to request the board of directors to convene an extraordinary general meeting;** **(3) to request the convening of meetings of the board of directors;** **(4) to lawfully solicit shareholder rights from shareholders publicly;** **(5) to express independent opinions on matters that may harm the Company or the rights and interests of minority shareholders;** **(6) other powers stipulated by laws, administrative regulations, regulatory provisions in the places where the Company is listed and these Articles of Association.** **The exercise of powers listed in items (1) to (3) of the foregoing paragraph by independent directors shall require the approval of majority of all independent directors.** **The Company shall make timely disclosure upon the exercise of powers listed in item (1) by independent directors. The Company shall disclose specific circumstances and reasons where such powers cannot be exercised normally.**

Existing Articles	Amended Articles
(Added)	**Article 130 The following matters shall be submitted to the board of directors for consideration after obtaining the approval of majority of all independent directors of the Company:** **(1) discloseable connected transactions;** **(2) proposals for the Company and related parties to change or waive undertakings;** **(3) decisions made and measures taken by the board of directors regarding the acquisition during the acquisition of the Company;** **(4) other matters stipulated by laws, administrative regulations, regulatory provisions in the places where the Company is listed and these Articles of Association.**
(Added)	**Article 131 The Company shall establish a special meeting mechanism consisting entirely of independent directors. Prior approval by the special meeting of independent directors is required for the consideration of connected transactions and other matters by the board of directors.** **The Company shall convene a special meeting of independent directors regularly or irregularly. Matters set out in items (1) to (3) of paragraph 1 of Article 129 and Article 130 of these Articles of Association shall be considered by the special meeting of independent directors.** **The special meeting of independent directors may study and discuss other matters of the Company as required.**

Existing Articles	Amended Articles
	The special meeting of independent directors shall be convened and presided over by an independent director jointly elected by majority of the independent directors; where the convener fails to perform duties or is unable to perform duties, two or more independent directors may convene the meeting themselves and elect a representative to preside. **The special meeting of independent directors shall prepare meeting minutes as prescribed, and the opinions of independent directors shall be recorded in the meeting minutes. Independent directors shall sign and confirm the meeting minutes.** **The Company shall facilitate and support the convening of special meetings of independent directors.**
Article 139 The directors shall comply with the laws, administrative regulations**, regulations of the authorities** and these Articles of Association and shall faithfully perform their following obligations to the Company: (1) not to abuse their rights to accept bribes or other illegal income and not to misappropriate the properties of the Company; (2) not to misappropriate the **company's** funds; (3) not to deposit any assets or funds of the Company into any accounts opened in their names or in the names of other individual;	**Article 132** The directors shall comply with the laws, administrative regulations and these Articles of Association**, bear the fiduciary obligations towards the Company, and take measures to avoid conflicts between their own interests and the Company's interests, and shall not use their position and power to seek improper benefits.** **The directors** shall faithfully perform their following obligations to the Company: (1) not to abuse their rights to accept bribes or other illegal income and not to misappropriate the properties of the Company; (2) not to misappropriate the **Company's** funds; (3) not to deposit any assets or funds of the Company into any accounts opened in their names or in the names of other individual;

Existing Articles	Amended Articles
(4) not to violate these Articles of Association and lend the funds of the Company to others or provide guarantee to others by charging the Company's assets without approval of the shareholders' general meetings or the board;	**(4)** not to **directly or indirectly** enter into contracts or transactions with the Company **without reporting to the board of directors or the general meeting and obtaining approval through a resolution of the board of directors of the general meeting in accordance with provisions under these Articles of Association**;
(5) not to enter into contracts or transactions with the Company **in violation of these Articles of Association or without approval of the shareholders' general meeting**;	(**5**) not to use their position to seek business opportunities which belong to the Company for themselves or others, **except when having reported to the board of directors or the general meeting and approved by a resolution of the general meeting, or except that the Company is unable to utilize such business opportunity according to the provisions of laws, administrative regulations or these Articles of Association;**
(6) not to use their position to seek business opportunities which **rightfully** belong to the Company for themselves or others, **or** to engage in the same type of businesses as the company on his/her own or for others without **approval of the shareholders' general meeting**;	**(6) not** to engage in the same type of businesses as the company on his/her own or for others without **reporting to the board of directors or the general meeting and obtaining approval through a resolution of the general meeting;**
(7) not to accept commissions in relation to transactions between any third party and the Company;	(7) not to accept commissions in relation to transactions between any third party and the Company;
(8) not to disclose the secrets of the Company without consent;	(8) not to disclose the secrets of the Company without consent;
(9) not to use their connections to harm the interests of the Company; and	(9) not to use their connections to harm the interests of the Company; and
(10) to be bound by other obligations stipulated by the laws, rules, regulations and these Articles of Association.	(10) to be bound by other obligations stipulated by the laws, rules, regulations and these Articles of Association.
Income derived by any directors in violation of this article shall be forfeited by the Company. Any director who act in violation of this article shall be liable for compensation for any losses caused to the Company.	Income derived by any directors in violation of this article shall be forfeited by the Company. Any director who act in violation of this article shall be liable for compensation for any losses caused to the Company.

Existing Articles	Amended Articles
	When close relatives of directors and senior management personnel, enterprises directly or indirectly controlled by directors, senior management personnel or their close relatives, and other connected parties having other affiliations with directors or senior management enter into contracts or conduct transactions with the Company, the provisions of clause (4) of paragraph 2 of this Article shall apply.
Article 144 The board of directors shall not dispose of or agree to dispose of any fixed assets without approval by the shareholders' general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposed disposal of the fixed assets exceeds 33 percent of the value of the fixed assets as shown on the latest balance sheet considered and approved at the shareholders' general meeting. **Disposals of fixed assets mentioned herein include transfer of certain asset interests, but do not include provision of security interests by pledge of fixed assets.** **The effectiveness of the Company's disposal of fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 1 of this Article.**	(Deleted)
Article 150 Whenever the chairman is unable to or fails to exercise his/her powers, a director voted by **more than one half** of the directors shall perform the duties.	**Article 141** Whenever the chairman is unable to or fails to exercise his/her powers, a director voted by **majority** of the directors shall perform the duties.

Existing Articles	Amended Articles
Article 151 Regular meetings of the board of directors shall be convened at least four times a year and be called by the chairman of the board of directors. A notice of meeting and the meeting documents shall be served to all directors **and supervisors** at least 14 days before the meeting is convened.	**Article 142** Regular meetings of the board of directors shall be convened at least four times a year and be called by the chairman of the board of directors. A notice of meeting and the meeting documents shall be served to all directors at least 14 days before the meeting is convened. **Notice of board meeting of the Company shall be delivered by hand, by post or by fax in written.**
Article 153 Meetings of the board of directors shall be held only if a majority of all the directors (including any director who has authorized other directors in writing to attend the meeting on behalf of him/her) are present. Each director shall have one vote. Resolutions made by the board of directors shall be approved by a majority of all the directors.	**Article 144** Meetings of the board of directors shall be held only if a majority of all the directors (including any director who has authorized other directors in writing to attend the meeting on behalf of him/her) are present. **The convening and voting of a board meeting can be conducted on site, or by means of electronic communication or written proposals or other means.** Each director shall have one vote. Resolutions made by the board of directors shall be approved by a majority of all the directors.

Existing Articles	Amended Articles
Article 142 The board of directors shall establish special committees such as audit committee and risk management committee, remuneration committee, nomination committee and nuclear safety committee in accordance with laws and regulations and the requirements under the **listing rules of the stock exchange on which the shares of the Company are listed**, and establish strategic committee or other special committees if necessary. Special committees are responsible to the board of directors and perform their duties in accordance with these Articles of Association and the authorization of the board of directors. Proposals shall be submitted to the board of directors for review and decision. The members of the special committee are all directors, of which the majority of the Audit and Risk Management Committee, the Nomination Committee and the Remuneration Committee **are** independent directors **and act as conveners**. The conveners of the Audit and Risk Management Committee are accounting professionals. The board of directors is responsible for formulating the working procedures of the special committees and regulating their operation.	**Chapter 9 Special Committees of the Board of Directors** **Article 149** The board of directors shall establish special committees such as audit committee and risk management committee, remuneration committee, nomination committee and nuclear safety committee in accordance with laws and regulations and the requirements under the **regulatory provisions in the places where the Company is listed**, and establish strategic committee or other special committees if necessary. Special committees are responsible to the board of directors and perform their duties in accordance with these Articles of Association and the authorization of the board of directors. Proposals shall be submitted to the board of directors for review and decision. The members of the special committee are all directors, of which the majority of the Audit and Risk Management Committee, the Nomination Committee and the Remuneration Committee **shall be** independent directors**, and chairman of these committees shall be served by an independent director, who shall also act as the convener of meetings**. The conveners of the Audit and Risk Management Committee are accounting professionals **among the independent directors**. The board of directors is responsible for formulating the working procedures of the special committees and regulating their operation.
(Added)	**Article 150 The Company does not have the supervisory committee or supervisor, and the duties of the supervisory committee are performed by the Audit and Risk Management Committee in accordance with provisions under the Company Law.**

Existing Articles	Amended Articles
(Added)	**Article 151 The Audit and Risk Management Committee should comprise at least three directors who are not serving as senior management personnel of the Company. Employee directors under the board of directors may serve as members of the Audit and Risk Management Committee.**
(Added)	**Article 152 The Audit and Risk Management Committee is responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating the internal and external auditing work and internal control of the Company. The following matters shall be submitted to the board of directors for deliberation with the approval of majority of all members of the Audit and Risk Management Committee:** **(1) disclosure of financial information in financial statements and periodic reports as well as internal control evaluation reports;** **(2) appointment or dismissal of the accounting firm that undertakes the audit engagements of the Company;** **(3) appointment or dismissal of the chief financial officer of the Company or person in charge of the internal audit department;** **(4) changes in accounting policies or accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;** **(5) other matters prescribed by laws, administrative regulations, regulatory provisions in the places where the Company is listed and these Articles of Association, and other matters as authorised by the board of directors.**

Existing Articles	Amended Articles
(Added)	**Article 153 The Audit and Risk Management Committee shall hold at least one meeting quarterly. Special meetings may be convened as requested by two or more members or when the convenor considers it necessary. A meeting of the Audit and Risk Management Committee shall be held only when not less than two-thirds of the members are present.** **Resolutions of the Audit and Risk Management Committee shall be adopted by more than a half of vote of the members of the Audit and Risk Management Committee.** **Resolutions of the Audit and Risk Management Committee are voted by way of poll with each member having one vote.** **The Audit and Risk Management Committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the Audit and Risk Management Committee attending the meeting shall sign on the meeting minutes.** **The Board is responsible for formulating the work rules for the Audit and Risk Management Committee.**

Existing Articles	Amended Articles
(Added)	**Article 154 The Nomination Committee is responsible for formulating the standards and procedures for selection of directors and senior management personnel, screening and reviewing the candidates for directors and senior management personnel and their qualifications, as well as making recommendations to the board of directors on the following matters:** **(1) nomination or dismissal of directors;** **(2) appointment or dismissal of senior management personnel;** **(3) other matters prescribed by laws, administrative regulations, regulatory provisions in the places where the Company is listed and these Articles of Association, and other matters as authorised by the board of directors.** **For recommendations of the Nomination Committee not being adopted or completely adopted by the board of directors, the opinions of the Nomination Committee and reasons for non-adoption shall be recorded in the resolution of the board of directors, and shall be disclosed accordingly.**

Existing Articles	Amended Articles
(Added)	**Article 155 The Remuneration Committee is responsible for formulating the assessment standards for directors and senior management personnel and conducting assessments, formulating and reviewing the remuneration decision mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for directors and senior management personnel, as well as making recommendations to the board of directors on the following matters:** **(1) the remuneration of directors and senior management personnel;** **(2) the formulation or amendment of equity incentive plans, employee stock ownership plans, and the granting of rights to incentive recipients and the achievement of conditions for the exercise of such rights by incentive recipients;** **(3) the arrangement of stock ownership plans for directors and senior management personnel in the event of a proposed spin-off of a subsidiary;** **(4) other matters prescribed by laws, administrative regulations, regulatory provisions in the places where the Company is listed and these Articles of Association, and other matters as authorised by the board of directors.** **For recommendations of the Remuneration Committee not being adopted or completely adopted by the board of directors, the opinions of the Remuneration Committee and reasons for non-adoption shall be recorded in the resolution of the board of directors, and shall be disclosed accordingly.**

Existing Articles	Amended Articles
(Added)	**Article 156 The Nuclear Safety Committee focuses on the reliability of nuclear power plants and nuclear safety and, primarily through reviewing the relevant reports, communications with internal and external parties and field research, understands and studies the status and trends of nuclear safety of the Company, and provides the Board with appropriate advice and supports accordingly. The Nuclear Safety Committee shall perform the following duties:** **(1) listens to reports of the Company relating to status of nuclear safety;** **(2) listens to independent nuclear safety assessment reports on the Company by third-party organizations;** **(3) implements necessary nuclear safety oversight, offers guidance and conducts research activities in accordance with the needs;** **(4) reports observations and recommendations to the board of directors;** **(5) gives appropriate response to the general meeting on nuclear safety issues of concern;** **(6) other matters prescribed by laws, administrative regulations, regulatory provisions in the places where the Company is listed and these Articles of Association, and other matters as authorised by the board of directors.**

Existing Articles	Amended Articles
Article 162 The Company shall have a president who is accountable to the board of directors. The president shall be nominated by the chairman of the board of directors and appointed or removed by the board of directors. The Company shall have several vice presidents and one chief financial officer who shall assist the president in work. The vice president and the chief financial officer shall be nominated by the president and appointed or removed by the board of directors.	**Article 161** The Company shall have a president who is accountable to the board of directors. The president shall be nominated by the chairman of the board of directors and appointed or removed by the board of directors. **The president shall be appointed for a term of three years, which is renewable upon re-election.** The Company shall have several vice presidents and one chief financial officer who shall assist the president in work. The vice president and the chief financial officer shall be nominated by the president and appointed or removed by the board of directors.
Article 166 The president shall exercise the following duties and powers: …… (7) to propose the appointment or removal of the Company's senior management personnel, such as vice president, the chief accountant and etc.; ……	**Article 165** The president shall exercise the following duties and powers: …… (7) to propose the appointment or removal of the Company's senior management personnel, such as vice president, the chief accountant**, the chief legal advisor** and etc.; ……
Chapter 13 Supervisory Committee **(Article 169 to Article 181)**	(Deleted)
Article 198 If a director**, supervisor** or a senior management personnel has violated the laws, administrative regulations, regulations of authorities or these Articles of Association in performing his/her duties thereby causing losses to the Company, he/she shall be liable for compensation.	**Article 184 If a director or a senior management personnel causes damage to others during the performance of his/her duties, the Company shall be liable for compensation; where a director or a senior management personnel acts with willful or material default, he/she shall also be liable for compensation.** If a director or a senior management personnel has violated the laws, administrative regulations, regulations of authorities or these Articles of Association in performing his/her duties thereby causing losses to the Company, he/she shall be liable for compensation.

Existing Articles	Amended Articles
(Added)	**Article 187 Senior management personnel of the Company shall faithfully perform their duties, and protect the best interests of the Company and all shareholders.** **If any senior management personnel of the Company fails to faithfully perform his/her duties or violates his/her duty of good faith, causing harm to the interests of the Company and public shareholders, he/she shall be liable for compensation in accordance with laws.**
Chapter 15 Financial and Accounting Systems, Profit Distribution and Auditing **Article 201** The Company shall establish its financial **and** accounting systems in accordance with laws, administrative regulations and **PRC enterprise accounting standards formulated by** the **finance regulatory department** of the State Council.	**Chapter 13 Financial, Accounting, Auditing and Legal Advisor Systems** **Article 188** The Company shall establish its financial**,** accounting**, auditing and legal advisor** systems in accordance with laws, administrative regulations and **rules of** the **relevant departments** of the State Council.
Article 210 Before making-up the losses, allocating the statutory common reserve funds, the Company shall not distribute the dividends or carry out other distribution by way of bonus, where distribution had been completed, the shareholders shall return the profits distributed in breach of the regulations to the Company. The Company shall not participate in the profit distribution for holding its own shares.	**Article 197** Before making-up the losses, allocating the statutory common reserve funds, the Company shall not distribute the dividends or carry out other distribution by way of bonus, where distribution had been completed, the shareholders shall return the profits distributed in breach of the regulations to the Company. **The shareholder, and the responsible directors and senior management personnel shall make compensation for the loss incurred to the Company.** The Company shall not participate in the profit distribution for holding its own shares.

Existing Articles	Amended Articles
Article 212 The common reserve fund of the Company shall be applied for compensating the losses, expansion of production and operation, or conversion into the capital of the Company. **However, the capital common reserve fund of the Company shall not be used to offset loss of the Company.** When the statutory common reserve fund is converted into capital of the Company, the balance of the statutory common reserve fund may not fall below **25 percent** of the Company's registered capital prior to such conversions.	**Article 199** The common reserve fund of the Company shall be applied for compensating the losses, expansion of production and operation, or conversion into the capital of the Company. **Where the reserve fund is used to cover losses made by the Company, the discretionary reserve fund and statutory reserve fund shall be firstly used. If losses still cannot be covered, the capital common reserve fund can be used according to the relevant provisions.** When the statutory common reserve fund is converted into capital of the Company, the balance of the statutory common reserve fund may not fall below **25%** of the Company's registered capital prior to such conversions.
Article 213 ..... (5) Reviewing procedures of the profit distribution of the Company The profit distribution plan of the Company shall be formulated by the board of directors after taking into account, requirements of these Articles of Association, profit and funding needs of the Company. **The supervisory committee of the Company shall review the profit distribution plan and issue written opinions; independent directors shall issue specific independent pinions in respect of the profit distribution plan.**	**Article 200** ..... (5) Reviewing procedures of the profit distribution of the Company The profit distribution plan of the Company shall be formulated by the board of directors after taking into account, requirements of these Articles of Association, profit and funding needs of the Company.

Existing Articles	Amended Articles
Independent directors may collect the opinions of minority shareholders and propose the distribution plan and submit directly to the board of directors for reviewing. Upon review and approval of the profit distribution plan, the board of directors shall propose the plan at the **shareholders'** general meeting for review and approval. Before the profit distribution plan is reviewed at the **shareholders'** general meeting, the Company shall proactively communicate and exchange through various channels with shareholders, especially minority shareholders, to attentively obtain the opinions and requests of minority shareholders and give timely response to the issues that they are concerned with; when reviewing the profit distribution plan, the Company shall provide access to online voting for shareholders for voting purpose**; the supervisory committee shall supervise the formulation and decision-making by the board of directors of the profit distribution plan of the Company**. (6) Where the Company meets the conditions of cash dividend but does not propose a scheme of cash dividend or the total cash profits to be allocated by the Company is less than 30% of the net profits attributable to the Shareholders of the Company, the board of directors shall make special explanations in respect of the specific reasons, exact use of the unallocated profits and relevant gains**, the independent directors shall also issue independent opinions in this respect and the supervisors committee shall review and issue its opinion, all of which shall be disclosed through designated media by the Company**.	**The independent directors have the right to express their independent opinions if they consider that the specific proposal for cash dividend distribution may harm the interests of the Company or minority shareholders. If the board of directors does not adopt the opinions of the independent directors or does not fully adopt them, it shall record the opinions of the independent directors and the specific reasons for non-adoption and disclose the same in the resolution of the board of directors.** Upon review and approval of the profit distribution plan, the board of directors shall propose the plan at the general meeting for review and approval. Before the profit distribution plan is reviewed at the general meeting, the Company shall proactively communicate and exchange through various channels with shareholders, especially minority shareholders, to attentively obtain the opinions and requests of minority shareholders and give timely response to the issues that they are concerned with; when reviewing the profit distribution plan, the Company shall provide access to online voting for shareholders for voting purpose. (6) Where the Company meets the conditions of cash dividend but does not propose a scheme of cash dividend or the total cash profits to be allocated by the Company is less than 30% of the net profits attributable to the Shareholders of the Company, the board of directors shall make special explanations in respect of the specific reasons, exact use of the unallocated profits and relevant gains. .....

Existing Articles	Amended Articles
Article 218 The Company adopts the system of internal auditing and **hires professional auditors to undertake internal auditing of the Company's operating activities and internal control**.	**Article 205** The Company adopts the system of internal auditing and **clearly defines the leading system, duties and authorities, personnel allocation, fund guarantee, use of audit results and accountability etc.**
Article 219 The Company's internal auditing system **and duties of the auditors** shall be implemented after they have been approved by the board of directors. The person in charge of **audit** shall be appointed by and report to the board of directors.	**Article 206** The Company's internal auditing system shall be implemented after they have been approved by the board of directors**, and make disclosure to external parties**. The person in charge of **the internal audit department** shall be appointed by and report to the board of directors.
(Added)	**Article 207 The Company's internal audit department shall supervise and inspect the Company's business activities, risk management, internal control and financial information.**
(Added)	**Article 208 The internal audit department is supervised and guided by the Audit and Risk Management Committee during the process of supervising and inspecting the Company's business activities, risk management, internal control and financial information. The internal audit department shall immediately and directly report any relevant significant issues or leads found to the Audit and Risk Management Committee.**
(Added)	**Article 209 The internal audit department is responsible for the organization and implementation of the Company's internal control evaluation. The Company issues an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal control department and considered by the Audit and Risk Management Committee.**

Existing Articles	Amended Articles
(Added)	**Article 210 When the Audit and Risk Management Committee communicates with external audit units such as accounting firms and national audit agencies, the internal audit department shall actively cooperate and provide necessary support and collaboration.**
(Added)	**Article 211 The Audit and Risk Management Committee shall participate in the evaluation of the chief internal auditing officer.**
(Added)	**Article 212 The Company shall execute the chief legal advisor system, and shall have a chief legal advisor, who shall play its role as the gatekeeper for legal review in operation management to facilitate the lawful operation and compliance management of the Company.**
Article 223 If there is a vacancy in the position of the accounting firm, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period when such a vacancy arises.	**Article 216 The Company shall retain an independent accounting firm that fulfills the requirements provided by the Securities Law to perform audits of financial statements, verify net assets, and other related consulting services for a term of 1 year. Reappointment is possible.** **The retaining or removal of an accounting firm by the Company shall be resolved by a general meeting. The board of directors shall not appoint an accounting firm before a resolution is made by a general meeting.**
Article 225 The **remuneration** of an accounting firm **or the manner in which such firm is to be remunerated** shall be determined by the shareholders in a **shareholders'** general meeting. **The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.**	**Article 218** The **audit fee** of an accounting firm shall be determined by the shareholders in a general meeting.

Existing Articles	Amended Articles
Article 226 The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a shareholders' general meeting. Such resolution shall be filed with the securities regulatory authority of the State Council. Where a resolution at a **shareholders'** general meeting is passed to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, to reappoint an accounting firm who was appointed by the board of directors to fill a casual vacancy or to remove an accounting firm before expiry of its term of office, the following provisions shall apply: ……	**Article 219** Where a resolution at a general meeting is passed to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, to reappoint an accounting firm who was appointed by the board of directors to fill a casual vacancy or to remove an accounting firm before expiry of its term of office, the following provisions shall apply: ……
Article 245 Where the Company is liquidated by reason of dissolution, upon completion of the categorization of the Company's assets and preparation of a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall **immediately** apply to the **court** in accordance with laws for **a declaration of insolvency**. **After the Company is declared insolvent by a ruling of the court, the liquidation committee shall transfer all matters arising from the liquidation to the court.** **Where the Company is declared bankrupt according to law, it shall carry out bankruptcy liquidation according to the legal provisions concerning bankruptcy liquidation.**	**Article 238 Upon** completion of the categorization of the Company's assets and preparation of a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall apply to the **People's Court** in accordance with laws for **insolvency and liquidation**. **After the People's Court accepts the bankruptcy application, the liquidation committee shall transfer to the bankruptcy administrator designated by the People's Court all matters arising out of the liquidation.**

Existing Articles	Amended Articles
Article 256 Unless the context otherwise specifies, the "announcements" used herein shall mean, with respect to announcements made to the holder of the Domestic-Listed Domestic Shares or announcements that are required to be made within the PRC in accordance with relevant regulations and these Articles of Association, the announcements published **in Chinese newspapers designated by** Chinese laws, administrative regulations or the securities regulatory authorities of the State Council; with respect to announcements made to the holders of the Overseas-Listed Foreign Shares or announcements that are required to be made within Hong Kong in accordance with relevant regulations and these Articles of Association, such announcements must be published on the website of the Company and the website of Hong Kong Stock Exchange in accordance with The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in accordance with the requirements as stipulated under such rules from time to time.	**Article 249** Unless the context otherwise specifies, the "announcements" used herein shall mean, with respect to announcements made to the holder of the Domestic-Listed Domestic Shares or announcements that are required to be made within the PRC in accordance with relevant regulations and these Articles of Association, the announcements published **on media designated by the Company for information disclosure. Such media for information disclosure shall comply with rules of the** Chinese laws, administrative regulations or **relevant provisions of** the securities regulatory authorities of the State Council; with respect to announcements made to the holders of the Overseas-Listed Foreign Shares or announcements that are required to be made within Hong Kong in accordance with relevant regulations and these Articles of Association, such announcements must be published on the website of the Company and the website of Hong Kong Stock Exchange in accordance with The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in accordance with the requirements as stipulated under such rules from time to time.

Existing Articles	Amended Articles
Chapter 23 Resolution of Disputes **Article 257 The Company shall abide by the following principles for dispute resolution:** **(1) Whenever any disputes or claims arise between: holders of the Overseas-Listed Foreign Shares and the Company; holders of the Overseas-Listed Foreign Shares and the Company's directors, supervisors, senior executives; or holders of the Overseas-Listed Foreign Shares and holders of Domestic-Listed Domestic Shares, in respect of any disputes or claims in relation to the affairs of the Company arising as a result of any rights or obligations arising from these Articles of Association, the Company Law or other relevant laws and administrative regulations, such disputes or claims shall be referred by the relevant parties to arbitration.** **Where a dispute or claim of rights mentioned in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, if such person is the Company or the Company's shareholders, directors, supervisors, or senior management personnel, comply with the decisions made in the arbitration. Disputes in respect of definition of shareholders and register of shareholders may not be resolved by arbitration.**	(Deleted)

Existing Articles	Amended Articles
(2) A claimant may elect for arbitration to be carried out at either China International Economic and Trade Arbitration Commission in accordance with its Rules or Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. **If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center.** **(3) If any disputes or claims of rights are referred to arbitration in accordance with sub-paragraph (1) of this Article, the PRC laws shall apply, save as otherwise provided in the laws and administrative regulations.** **(4) The award of an arbitral body shall be final and conclusive and binding on all parties.**	

Other proposed amendments to the Procedural Rules of General Meeting are set out below:

Existing Articles	Amended Articles
Article 1 The Rules are drawn up in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, **the Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas,** the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Listing Rules of the Shenzhen Stock Exchange and **the Guidelines for the Standard Operation of Companies Listed on the Shenzhen Stock Exchange** and other regulations on supervision of domestic and overseas listed companies, and the Articles of Association of CGN Power Co., Ltd. (the "Articles of Association") to protect the legitimate interest of CGN Power Co., Ltd. (the "Company") and shareholders, clarify duties and authorities of the **shareholders'** general meeting and ensure standardised, efficient and stable operation of the **shareholders'** general meeting and performance of responsibilities and duties in compliance with laws.	Article 1 The Rules are drawn up in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidance for the Articles of Association of Listed Companies, **the Rules for the Shareholders' Meetings of Listed Companies,** the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Listing Rules of the Shenzhen Stock Exchange and **the Self-regulatory Guideline No. 1 for Companies Listed on the Shenzhen Stock Exchange – the Standardized Operation of Companies Listed on the Main Board** and other regulations on supervision of domestic and overseas listed companies, and the Articles of Association of CGN Power Co., Ltd. (the "Articles of Association") to protect the legitimate interest of CGN Power Co., Ltd. (the "Company") and shareholders, clarify duties and authorities of the general meeting and ensure standardised, efficient and stable operation of the general meeting and performance of responsibilities and duties in compliance with laws.
Article 3 **Shareholders' general** meetings are divided into annual general meetings ("AGM") and extraordinary general meetings.	Article 3 **General** meetings are divided into annual general meetings ("AGM") and extraordinary general meetings. **General meetings shall be convened by the board of directors.**

Existing Articles	Amended Articles
Article 5 The **shareholders'** general meetings convened for a year are extraordinary general meetings except AGMs. Extraordinary general meetings should be held in the order specified for the convening years. The board of directors shall convene an extraordinary general meeting within **two** months from the date of occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its **paid-up** share capital; (3) where shareholder(s) who individually or jointly hold 10% or more of the Company's issued voting shares make request(s) in writing for the convening of an extraordinary general meeting; (4) whenever the board of directors deems necessary or the **supervisory committee** so requests; (5) **when more than half of the independent directors propose to convene the meeting;** **(6)** other circumstances provided by relevant laws, administrative regulations, regulations of the authorities and the Articles of Association. The shareholdings referred to in item (3) above shall be calculated on the basis of the number of shares held as at the date of written request from the shareholders.	Article 5 The general meetings convened for a year are extraordinary general meetings except AGMs. Extraordinary general meetings should be held in the order specified for the convening years. The board of directors shall convene an extraordinary general meeting within **2** months from the date of occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital; (3) where shareholder(s) who individually or jointly hold 10% or more of the Company's issued voting shares make request(s) in writing for the convening of an extraordinary general meeting; (4) whenever the board of directors deems necessary or the **Audit and Risk Management Committee** so requests; (5) other circumstances provided by relevant laws, administrative regulations, regulations of the authorities and the Articles of Association. The shareholdings referred to in item (3) above shall be calculated on the basis of the number of shares held as at the date of written request from the shareholders. **In case of failure to convene the general meeting within the timeframe stated above, the Company shall report to the local office of China Securities Regulatory Commission (the "CSRC") and the stock exchange where shares of the Company are listed (the "Stock Exchange"), illustrate the reasons and publish relevant announcement.**

Existing Articles	Amended Articles
Article 6 Those shareholders who hold different classes of shares are class shareholders. Apart from the holders of other classes of shares, the holders of the Domestic-Listed Domestic Shares and holders of Overseas-Listed Foreign Shares shall be deemed to be holders of different classes of shares. Rights conferred on any class of shareholders ("class rights") may not be varied or cancelled save with the approval of a special resolution of shareholders in a shareholders' general meeting and at a class meeting in accordance with the provisions under the Articles of Association.	(Deleted)
Article 10 The **shareholders'** general meeting holds the powers of the Company and shall exercise its functions and powers in accordance with the law, and shall have the following functions and powers: (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors and to decide on matters relating to the remuneration of directors; (3) **to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;** **(4)** to consider and approve the board of directors' reports; (5) **to consider and approve the supervisory committee's reports;** **(6)** to consider and approve the Company's profit distribution plans and loss recovery plans;	Article 9 The general meeting holds the powers of the Company and shall exercise its functions and powers in accordance with the law, and shall have the following functions and powers: (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace **non-employee representative** directors and to decide on matters relating to the remuneration of directors; (3) to consider and approve the board of directors' reports; (**4**) to consider and approve the Company's profit distribution plans and loss recovery plans; (**5**) to consider and approve the Company's proposed and final annual financial budgets; (**6**) to pass resolutions on the increase or reduction of the Company's registered capital;

Existing Articles	Amended Articles
(**7**) to consider and approve the Company's proposed and final annual financial budgets;	(**7**) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company;
(**8**) to pass resolutions on the increase or reduction of the Company's registered capital;	(**8**) to pass resolutions on the issue of shares, debentures and share repurchases by the Company;
(**9**) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company;	(**9**) to amend the Articles of Association;
(**10**) to pass resolutions on the issue of shares, debentures and share repurchases by the Company;	(**10**) to consider and approve motions raised by shareholders, individually or jointly, holding **1**% or more of the total number of issued voting shares of the Company;
(**11**) to amend the Articles of Association;	(**11**) to consider and approve the purchase and sale of major assets with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company within **1** year;
(**12**) to consider and approve motions raised by shareholders, individually or jointly, holding **3**% or more of the total number of issued voting shares of the Company;	(**12**) to consider and approve the provision of external guarantees subject to approval at the general meeting under the Articles of Association;
(**13**) to consider and approve the purchase and sale of major assets with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company within **one** year;	(**13**) to consider and approve the changes in the use of funds;
(**14**) to consider and approve the provision of external guarantees subject to approval at the **shareholders'** general meeting under the Articles of Association;	(**14**) to consider and approve the share incentive schemes **and employee stock ownership plans**;
(**15**) to consider and approve the changes in the use of funds;	(**15**) to pass resolutions on the appointment, dismissal and non-reappointment of the accountants of the Company;

Existing Articles	Amended Articles
(**16**) to consider and approve the share incentive schemes; (**17**) to pass resolutions on the appointment, dismissal and non-reappointment of the accountants of the Company; (**18**) to decide on other matters which need to be approved by shareholders in shareholders' general meetings according to the relevant laws, administrative regulations, regulations of the authorities or the Articles of Association. If necessary and appropriate, the **shareholders'** general meeting may authorize the board of directors to decide on matters to be resolved and which cannot or are not required to be decided at the **shareholders'** general meeting. If the board of directors is authorized in a **shareholders'** general meeting to determine matters which shall be determined by ordinary resolution, the authorization should be passed by majority voting rights held by the attending shareholders (including their proxies); if the authorization relates to matters which shall be determined by special resolution, the authorization should be passed by attending shareholders (including their proxies) holding more than two-thirds of the voting rights. The terms of the authorization should be clear and specific. Unless prior approval in the form of a special resolution is obtained in a **shareholders'** general meeting, the Company shall not enter into any contract with any person other than the directors**, supervisors,** senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.	(**16**) to decide on other matters which need to be approved by shareholders in shareholders' general meetings according to the relevant laws, administrative regulations, regulations of the authorities or the Articles of Association. If necessary and appropriate, the general meeting may authorize the board of directors to decide on matters to be resolved and which cannot or are not required to be decided at the general meeting. If the board of directors is authorized in a general meeting to determine matters which shall be determined by ordinary resolution, the authorization should be passed by majority voting rights held by the attending shareholders (including their proxies); if the authorization relates to matters which shall be determined by special resolution, the authorization should be passed by attending shareholders (including their proxies) holding more than two-thirds of the voting rights. The terms of the authorization should be clear and specific. Unless prior approval in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors **and** senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.

Existing Articles	Amended Articles
Article 11 The matters stated in the proposal of **shareholders'** general meeting shall fall within the functions and powers of the **shareholders'** general meeting and it shall contain specific subject and specific resolutions, and shall be in compliance with the requirements of the laws, administrative regulations, the Articles of Association and the Rules. The board of directors, the **supervisory committee** and the shareholders individually or jointly holding **3**% or more of the total issued voting shares of the Company may propose proposals to the Company in a **shareholders'** general meeting. Shareholders who separately or jointly hold more than **3**% of the total issued voting shares of the Company may submit a provisional proposal to the convener in writing 10 days before the date of the **shareholders'** general meeting. The convener shall issue a supplementary notice of the **shareholders'** general meeting to disclose the name(s) of shareholder(s) proposing the provisional proposal, his/her/their shareholdings and the contents of the new proposals within 2 days of receiving the proposal. Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the **shareholders'** general meeting or add new proposals upon issuance of the announcement on the notice of the **shareholders'** general meeting. The **shareholders'** general meeting shall not vote on or resolve the proposals or matters which have not been stated in the notice of the **shareholders'** general meeting or the proposals or matters which do not meet the requirements in paragraph one of this Article.	Article 10 The matters stated in the proposal of general meeting shall fall within the functions and powers of the general meeting and it shall contain specific subject and specific resolutions, and shall be in compliance with the requirements of the laws, administrative regulations, **regulations of the authorities,** the Articles of Association and the Rules. The board of directors, the **Audit and Risk Management Committee** and the shareholders individually or jointly holding **1**% or more of the total issued voting shares of the Company may propose proposals to the Company in a general meeting. Shareholders who separately or jointly hold more than **1**% of the total issued voting shares of the Company may submit a provisional proposal to the convener in writing 10 days before the date of the general meeting. The convener shall issue a supplementary notice of the general meeting to disclose the name(s) of shareholder(s) proposing the provisional proposal, his/her/their shareholdings and the contents of the new proposal within 2 days of receiving the proposal**, and submit the provisional proposal for consideration at the general meeting**. **However, this does not apply if the provisional proposals are in violation of provisions of laws, administrative regulations or the Articles of Association, or out of the term of reference of general meetings.** Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the general meeting or add new proposals upon issuance of the announcement on the notice of the general meeting. The general meeting shall not vote on or resolve the proposals or matters which have not been stated in the notice of the general meeting or the proposals or matters which do not meet the requirements in paragraph one of this Article.

Existing Articles	Amended Articles
Article 12 Proposals at the **shareholders'** general meeting shall be normally put forward by the board of directors.	Article 11 Proposals at the general meeting shall be normally put forward by the board of directors. Where the **Audit and Risk Management Committee** proposes to convene an extraordinary general meeting, it shall be responsible for putting forward proposals. Where an extraordinary general meeting is proposed by shareholders who separately or jointly hold 10% or more of the total issued voting shares of the Company, such shareholders shall be put forward the proposals.
Article 13 Where the **supervisory committee** proposes to convene an extraordinary general meeting, it shall be responsible for putting forward proposals.	
Article 14 Where an extraordinary general meeting is proposed by shareholders who separately or jointly hold 10% or more of the total issued voting shares of the Company, such shareholders shall be put forward the proposals.	
Article 15 Proposals relating to the following circumstances shall be deemed to be variation or cancellation of the rights attaching to a particular class of shares, and the board of directors shall propose to the class meeting to consider: **(1) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having equal or better voting, distribution or other rights to those of shares of that class;** **(2) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class;** **(3) to remove or reduce rights to accrued dividends or to cumulative dividends attaching to shares of that class;** **(4) to reduce or remove preferential rights attaching to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;**	(Deleted)

Existing Articles	Amended Articles
(5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attaching to shares of that class; **(6) to remove or reduce rights to receive payment from the Company in specific currencies attaching to shares of that class;** **(7) to create a new class of shares having equal or better voting, distribution or other rights to those of the shares of that class;** **(8) to impose or increase restrictions on the transfer of ownership of shares of that class;** **(9) to issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;** **(10) to increase the rights or privileges of shares of another class;** **(11) to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;** **(12) to vary or abrogate the provisions under Chapter 9 "Special Procedures for Voting by a Class of Shareholders" of the Articles of Association.**	

Existing Articles	Amended Articles
Article 16 The notice of **shareholders'** general meeting shall be issued by the convener of the meeting. The Board shall convene **shareholders'** general meetings on schedule within the prescribed time frame as stipulated in the Rules. If the board of directors cannot or fails to perform its duty to convene the **shareholders'** general meeting, the **supervisory committee** shall convene and chair the meeting promptly; if the **supervisory committee** cannot or fails to perform its duty to convene the **shareholders'** general meeting for more than 90 consecutive days, the shareholders who separately or jointly hold more than 10% of the Company's total issued voting shares may convene and chair the meeting by themselves.	Article 12 The notice of general meeting shall be issued by the convener of the meeting. The Board shall convene general meetings on schedule within the prescribed time frame as stipulated in the Rules. If the board of directors cannot or fails to perform its duty to convene the general meeting, the **Audit and Risk Management Committee** shall convene and chair the meeting promptly; if the **Audit and Risk Management Committee** cannot or fails to perform its duty to convene the general meeting for more than 90 consecutive days, the shareholders who separately or jointly hold more than 10% of the Company's total issued voting shares may convene and chair the meeting by themselves.

Existing Articles	Amended Articles
Article 1**7** A notice of an annual general meeting shall be given **20 business** days before the date of the meeting by the meeting convener; a notice of an extraordinary general meeting of the Company shall be given **10 business days or** 15 days before the date of the meeting **(whichever is longer)** to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting, unless otherwise specified by laws and regulations, rules of the stock exchange and other normative documents. When calculating the starting period, the Company shall exclude the day on which the notice is given and the day on which the meeting is held. **The business days in this Article refer to the days on which the Hong Kong Stock Exchange is open for securities trading.** …… In determining the date and place of a face-to-face meeting, the convenience of shareholders shall be taken into consideration. After the notice of a face-to-face general meeting is sent, the place of the meeting shall not be changed without due cause. If it is necessary to change the place of a face-to-face meeting, the convener shall send a notice indicating the specific reasons, at least **two** working days before the date of the meeting.	Article 13 A notice of an annual general meeting shall be given **in written 21** days before the date of the meeting by the meeting convener; a notice of an extraordinary general meeting of the Company shall be given **in written** 15 days before the date of the meeting to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting, unless otherwise specified by laws and regulations, rules of the stock exchange and other normative documents. When calculating the starting period, the Company shall exclude the day on which the notice is given and the day on which the meeting is held. …… In determining the date and place of a face-to-face meeting, the convenience of shareholders shall be taken into consideration. After the notice of a general meeting is sent, the place of the meeting shall not be changed without due cause. If it is necessary to change the place of a face-to-face meeting, the convener shall send a notice indicating the specific reasons, at least **2** working days before the date of the meeting.

Existing Articles	Amended Articles
Unless otherwise provided by relevant laws, administrative regulations, regulations of the authorities, the rules of the **stock exchange of the places where the shares of the Company are listed** or these Articles of Association, the notice of a **shareholders'** general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by public announcement, by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestically listed domestic shares, the notice of a general meeting shall be given by way of announcement. The announcement specified in the preceding paragraph shall be **published in one or more newspapers** designated by the PRC laws, administrative regulations and departmental rules or the securities regulatory authority of the State Council. Once such announcement is made, all shareholders of domestically listed domestic shares are deemed to have received the notice of the general meeting. For overseas listed foreign shares, the notice of a general meeting may be sent or given by other applicable methods specified in the Articles of Association, subject to the laws, administrative regulations and departmental rules of the place where the shares of the Company are listed, and relevant requirements of the Hong Kong Stock Exchange. If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.	Unless otherwise provided by relevant laws, administrative regulations, regulations of the authorities, the rules of the **Stock Exchange** or these Articles of Association, the notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the **general** meeting) by public announcement, by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestically listed domestic shares, the notice of a general meeting shall be given by way of announcement. The announcement specified in the preceding paragraph shall be **announced on media for corporate information disclosure** designated by the PRC laws, administrative regulations and departmental rules or the securities regulatory authority of the State Council. Once such announcement is made, all shareholders of domestically listed domestic shares are deemed to have received the notice of the general meeting. For overseas listed foreign shares, the notice of a general meeting may be sent or given by other applicable methods specified in the Articles of Association, subject to the laws, administrative regulations and departmental rules of the place where the shares of the Company are listed, and relevant requirements of the Hong Kong Stock Exchange. If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void. **However, the promoters are not subject to the above statements.**
Article 19 The notice of a class meeting shall be delivered only to shareholders entitled to vote at the class meeting.	(Deleted)

Existing Articles	Amended Articles
Article 20 The notice of a **shareholders'** general meeting shall satisfy the following requirements: (1) be in the form as stipulated in Article **17** of the Rules. (2) specifies the place, time and duration of the meeting. …… (5) contains a disclosure of the nature and extent of the material interests of any director**, supervisor** and senior management personnel in the proposed transaction **and the effect which the proposed transaction will have on them in their capacity as shareholders, if it is different from the effect on the interests of shareholders of the same class**. (6) contains the full text of any special resolution to be proposed at the meeting. (7) contains a clear statement that all of the ordinary shareholders are entitled to attend the **shareholders'** general meeting and a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf and that such proxy needs not be a shareholder. (8) specifies the time and place for lodging proxy forms for the meeting. (9) specifies the record date for shareholders who are entitled to attend the **shareholders'** general meeting.	Article 15 The notice of a general meeting shall satisfy the following requirements: (1) be in the form as stipulated in Article **13** of the Rules. (2) specifies the place, time and duration of the meeting. …… (5) contains a disclosure of the nature and extent of the material interests of any director and senior management personnel in the proposed transaction. (6) contains the full text of any special resolution to be proposed at the meeting. (7) contains a clear statement that all of the ordinary shareholders are entitled to attend the general meeting and a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf and that such proxy needs not be a shareholder. (8) specifies the time and place for lodging proxy forms for the meeting. (9) specifies the record date for shareholders who are entitled to attend the general meeting.

Existing Articles	Amended Articles
(10) specifies the name and telephone number of the contact person for the meeting. (11) for **shareholders'** general meetings that adopt online voting or other means of voting, the time and procedure of such online voting or other means of voting shall be indicated in the notice of **shareholders'** general meeting. **In the case of online voting through the trading system of the Shenzhen Stock Exchange, the voting period shall be the trading hours of the Shenzhen Stock Exchange on the date of the general meeting.** The start time of voting through the **online voting system at a general meeting** is 9:15 a.m. on the date of the meeting, and the end time is 3:00 p.m. on the date of conclusion of the face-to-face meeting. **In case of voting online or otherwise at a general meeting, the time and procedures of the voting shall be indicated in the notice of the general meeting. The start time of voting online or otherwise at a general meeting is 9:15 a.m. on the date of the meeting, and the end time is 3:00 p.m. on the date of conclusion of the face-to-face meeting.** The above voting time shall be adjusted from time to time in accordance with relevant regulations of the Shenzhen Stock Exchange. ……	(10) specifies the name and telephone number of the contact person for the meeting. (11) for general meetings that adopt online voting or other means of voting, the time and procedure of such online voting or other means of voting shall be indicated in the notice of general meeting. The start time of **online** voting **for general meeting** through the **trading system of the Shenzhen Stock Exchange** is 9:15 a.m. on the date of the meeting, and the end time is 3:00 p.m. on the date of conclusion of the face-to-face meeting. The above voting time shall be adjusted from time to time in accordance with relevant regulations of the Shenzhen Stock Exchange. ……

Existing Articles	Amended Articles
Article 21 In the event that matters involving the election of directors **and supervisors** are to be reviewed at the **shareholders'** general meeting, the notice of such **shareholders'** general meeting shall fully disclose the detailed information of the candidates for such directors **and supervisors**, which shall at least include the following: …… (4) whether or not they have been penalized by **CSRC** and other relevant authorities and any stock exchange. The list of candidates for directors **and supervisor** shall be submitted to the **shareholders'** general meeting in a form of a proposal for voting, and each candidate shall be nominated by means of a separate proposed resolution. The cumulative voting system shall be adopted for the election of **two** or more directors **or supervisors**. The cumulative voting system referred to in the preceding paragraph shall mean that when a **shareholders'** general meeting elects directors **or supervisors**, each share shall have voting rights which are the same as the number of directors **or supervisors** to be elected, and the voting rights held by a shareholder may be used together. Apart from the adoption of the cumulative voting system for election of directors **and supervisors**, each candidate of director **or supervisor** shall be individually proposed.	Article 16 In the event that matters involving the election of directors are to be reviewed at the general meeting, the notice of such general meeting shall fully disclose the detailed information of the candidates for such directors, which shall at least include the following: …… (4) whether or not they have been penalized by **the securities regulatory authorities in the places where the Company is listed** and other relevant authorities and any stock exchange **in the places where the Company is listed**. The list of candidates for **non-employee representative** directors shall be submitted to the general meeting in a form of a proposal for voting, and each candidate shall be nominated by means of a separate proposed resolution **apart from the adoption of the cumulative voting system for election of directors**. The cumulative voting system shall be adopted for the election of **2** or more directors. The cumulative voting system referred to in the preceding paragraph shall mean that when a general meeting elects directors, each share shall have voting rights which are the same as the number of directors to be elected, and the voting rights held by a shareholder may be used together. **The directors elected shall be determined based of the number of votes for the director candidates in descending order. Meanwhile, the total votes for directors elected shall exceed a half of the number of shares carrying voting rights (based on the number of unaccumulated shares) held by shareholders attending the general meeting.**

Existing Articles	Amended Articles
Article 22 The **supervisory committee** shall have the right to propose to the board of directors in written to convene an extraordinary general meeting **or a class meeting**. The board of directors shall issue a written reply on consent or non-consent to convene the extraordinary general meeting **or class meeting** within 10 days upon the receipt of the requisition in accordance with the laws, administrative regulations and the Articles of Association. Where the board of directors gives consent to convene the extraordinary general meeting **or class meeting**, a notice on convening the extraordinary general meeting **or class meeting** shall be issued within 5 days from passing of the board resolution. Any amendment to the original proposal in the notice shall be subject to the agreement of the **supervisory committee**. Where the board of directors disagrees to convene the extraordinary general meeting **or class meeting** or fails to give the reply in writing within 10 days upon receipt of the proposal, the board of directors shall be deemed as unable or failing to perform the duties of convening the **shareholders'** general meeting **or class meeting**. As such, the **supervisory committee** may proceed to convene and preside over the meeting.	Article 17 The **Audit and Risk Management Committee** shall have the right to propose to the board of directors in written to convene an extraordinary general meeting. The board of directors shall issue a written reply on consent or non-consent to convene the extraordinary general meeting within 10 days upon the receipt of the requisition in accordance with the laws, administrative regulations and the Articles of Association. Where the board of directors gives consent to convene the extraordinary general meeting, a notice on convening the extraordinary general meeting shall be issued within 5 days from passing of the board resolution. Any amendment to the original proposal in the notice shall be subject to the agreement of the **Audit and Risk Management Committee**. Where the board of directors disagrees to convene the extraordinary general meeting or fails to give the reply in writing within 10 days upon receipt of the proposal, the board of directors shall be deemed as unable or failing to perform the duties of convening the general meeting. As such, the **Audit and Risk Management Committee** may proceed to convene and preside over the meeting.

Existing Articles	Amended Articles
Article 23 Shareholders who separately or jointly hold 10% or more of the total issued voting shares of the Company may request the board of directors to convene an extraordinary general meeting **or a class meeting** by signing a written request, the board of directors shall furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting **or a class meeting** within 10 days upon receipt of the foresaid written request in compliance with the requirements of the laws, administrative regulations and the Articles of Association. In the event that the board of directors agrees to convene an extraordinary general meeting **or a class meeting**, the notice of convening a **shareholders'** general meeting **or class meeting** shall be issued within 5 days from the passing of the relevant resolution of the board of directors. Any amendment to the proposal made in the notice requires approval of the shareholders concerned. In the event that the board of directors does not agree to convene an extraordinary general meeting **or a class meeting** or does not furnish any reply within 10 days upon receipt of such proposal, the shareholders who separately or jointly hold 10% or more of the total issued voting shares of the Company shall be entitled to propose to the **supervisory committee** to convene an extraordinary general meeting **or a class meeting**, and such proposal shall be made in writing.	Article 18 Shareholders who separately or jointly hold 10% or more of the total issued voting shares of the Company may request the board of directors to convene an extraordinary general meeting by signing a written request, the board of directors shall furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days upon receipt of the foresaid written request in compliance with the requirements of the laws, administrative regulations and the Articles of Association. In the event that the board of directors agrees to convene an extraordinary general meeting, the notice of convening a general meeting shall be issued within 5 days from the passing of the relevant resolution of the board of directors. Any amendment to the proposal made in the notice requires approval of the shareholders concerned. In the event that the board of directors does not agree to convene an extraordinary general meeting or does not furnish any reply within 10 days upon receipt of such proposal, the shareholders who separately or jointly hold 10% or more of the total issued voting shares of the Company shall be entitled to propose to the **Audit and Risk Management Committee** to convene an extraordinary general meeting, and such proposal shall be made in writing.

Existing Articles	Amended Articles
In the event that the **supervisory committee** agrees to convene an extraordinary general meeting **or a class meeting**, the notice of convening an extraordinary general meeting **or a class meeting** shall be issued within 5 days upon receipt of such request. Any amendment to the proposal made in the notice requires approval of the shareholders concerned. Failure of the **supervisory committee** to issue the notice of the **shareholders'** general meeting within the stipulated time shall be deemed as failure of the **supervisory committee** to convene and preside over a **shareholders'** general meeting **or class meeting**, shareholders who separately or jointly hold more than 10% of the total issued voting shares of the Company for more than 90 consecutive days may proceed to convene and chair the meeting. **Where the shareholders decide to convene the general meeting on their own, they should inform the board of directors of the Company in writing, and submit relevant documents to Shenzhen Stock Exchange for filing before the publication of notice of shareholders' general meeting. Before the announcement of resolutions of the shareholders' general meeting, the shareholding of the convening shareholders shall not less than 10% of total shares of the Company. The convening shareholders shall apply for lock-up of their shares in the Company during the abovementioned period before the publication of notice of shareholders' general meeting.**	In the event that the **Audit and Risk Management Committee** agrees to convene an extraordinary general meeting, the notice of convening an extraordinary general meeting shall be issued within 5 days upon receipt of such request. Any amendment to the proposal made in the notice requires approval of the shareholders concerned. Failure of the **Audit and Risk Management Committee** to issue the notice of the general meeting within the stipulated time shall be deemed as failure of the **Audit and Risk Management Committee** to convene and preside over a general meeting, shareholders who separately or jointly hold more than 10% of the total issued voting shares of the Company for more than 90 consecutive days may proceed to convene and chair the meeting.

Existing Articles	Amended Articles
Article 24 **The** independent directors shall have the rights to propose to the board of directors to convene an extraordinary general meeting. With respect to the proposal requesting to convene an extraordinary general meeting by the independent directors, the board of directors shall issue a written reply on consent or non-consent to the convening of the extraordinary general meeting within 10 days upon receipt of the proposal pursuant to the laws, administrative regulations and the Articles of Association. Where the board of directors gives consent to convene an extraordinary general meeting, a notice on convening such meeting shall be issued within 5 days from passing the resolution of the board of directors. Where the board of directors does not give consent to convene an extraordinary general meeting, it shall state the reason and make an announcement.	Article 19 **Upon approval by majority of all independent directors, the** independent directors shall have the rights to propose to the board of directors to convene an extraordinary general meeting. With respect to the proposal requesting to convene an extraordinary general meeting by the independent directors, the board of directors shall issue a written reply on consent or non-consent to the convening of the extraordinary general meeting within 10 days upon receipt of the proposal pursuant to the laws, administrative regulations and the Articles of Association. Where the board of directors gives consent to convene an extraordinary general meeting, a notice on convening such meeting shall be issued within 5 days from passing the resolution of the board of directors. Where the board of directors does not give consent to convene an extraordinary general meeting, it shall state the reason and make an announcement.

Existing Articles	Amended Articles
Article 25 In the event that the **supervisory committee** or the shareholder(s) decide(s) to convene the **shareholders'** general meeting on its or their own, the **supervisory committee** or the shareholder(s) shall notify the board of directors in writing, and file with the branch office of **the securities regulatory authorities of the State Council** at the place where the Company resides and the Shenzhen Stock Exchange. Before the announcement of resolutions of the **shareholders'** general meeting, the shareholding of the convening shareholders shall not less than 10% of total shares of the Company. The convening shareholders shall apply for lock-up of their shares in the Company during the abovementioned period before the publication of notice of **shareholders'** general meeting. The convening shareholder(s) shall submit relevant evidencing documents to **the branch office of China Securities Regulatory Commission ("CSRC") at the place where the Company resides and** the Shenzhen Stock Exchange upon the issuance of notice of the **shareholders'** general meeting and announcement of resolutions of the **shareholders'** general meeting.	Article 20 In the event that the **Audit and Risk Management Committee** or the shareholder(s) decide(s) to convene the general meeting on its or their own, the **Audit and Risk Management Committee** or the shareholder(s) shall notify the board of directors in writing, and file with the branch office of **China Securities Regulatory Commission ("CSRC")** at the place where the Company resides and the Shenzhen Stock Exchange. Before the announcement of resolutions of the general meeting, the shareholding of the convening shareholders shall not less than 10% of total shares of the Company. The convening shareholders shall apply for lock-up of their shares in the Company during the abovementioned period before the publication of notice of general meeting. The **Audit and Risk Management Committee or** convening shareholder(s) shall submit relevant evidencing documents to the Shenzhen Stock Exchange upon the issuance of notice of the general meeting and announcement of resolutions of the general meeting.

Existing Articles	Amended Articles
Article 26 The board of directors and the secretary to the board of directors shall cooperate when the **supervisory committee** or the shareholder(s) proceed to convene(s) a **shareholders'** general meeting on its or their own. The board of directors shall provide the register of shareholders as at the record date.	Article 21 The board of directors and the secretary to the board of directors shall cooperate when the **Audit and Risk Management Committee** or the shareholder(s) proceed to convene(s) a general meeting on its or their own. The board of directors shall provide the register of shareholders as at the record date. **Where the board of directors did not provide the register of shareholders, the convener can make application to the securities registration and clearing authority for obtaining the register of shareholders with relevant announcements in respect of the convening general meeting. The register of shareholders obtained by the convener shall not be used for any other purposes other than the convening of general meeting.**
Article 27 Requisite costs of the meetings convened by the **supervisory committee** or shareholder(s) on its or their own shall be borne by the Company.	Article 22 Requisite costs of the meetings convened by the **Audit and Risk Management Committee** or shareholder(s) on its or their own shall be borne by the Company.
Article 28 A shareholder who intends to attend the general meeting shall deliver his/her written reply in respect thereof to the Company within the period indicated in the meeting notice. **No matters which are not indicated in the notice shall be handled at a general meeting.**	Article 23 A shareholder who intends to attend the general meeting shall deliver his/her written reply in respect thereof to the Company within the period indicated in the meeting notice.
Article 29 After the notice of a **shareholders'** general meeting is issued by the convener, the meeting shall not be postponed or cancelled, and the motions set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the **Company** shall make an announcement and give the specific reasons therefor at least **two** working days prior to the date on which the meeting is originally scheduled. Where the **shareholders'** general meeting is postponed, the Company shall announce the postponed date of convening of the meeting in the notice.	Article 24 After the notice of a general meeting is issued by the convener, the meeting shall not be postponed or cancelled, and the motions set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the **convener** shall make an announcement and give the specific reasons therefor at least **2** working days prior to the date on which the meeting is originally scheduled. Where the general meeting is postponed, the Company shall announce the postponed date of convening of the meeting in the notice.

Existing Articles	Amended Articles
Article 30 A shareholder may attend **shareholders'** general meetings in person or, alternatively, may appoint one or more persons (whether such person is a shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf. The proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder: (1) the shareholders' right to speak at the **shareholders'** general meeting. …… Any shareholder's instrument appointing a proxy shall be prepared in written form and signed under the hand of the principal or his/her agent duly authorised in writing. Where the principal is a legal person, the proxy form shall bear **its** seal or be signed by its **director** or an authorised person duly appointed.	Article 25 A shareholder may attend general meetings in person or, alternatively, may appoint one or more persons (whether such person is a shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf. The proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder: (1) the shareholders' right to speak at the general meeting. …… Any shareholder's instrument appointing a proxy shall be prepared in written form and signed under the hand of the principal or his/her agent duly authorised in writing. Where the principal is a legal person **or other organization**, the proxy form shall bear **the** seal **of such legal person or organization,** or be signed by its **legal representative (or person in charge, executive partner or his/her representative),** or an authorised person duly appointed **by its legal representative (or person in charge, executive partner or his/her representative**).
Article 31 Register of attendees shall be prepared by the Company, and be signed by the attending shareholders or their proxies. The convener and the legal advisers retained by the Company shall verify the legal eligibility of the shareholders based on the register of shareholders provided by the securities registration and clearing authority and shall register the name of the shareholders together with the numbers of voting shares in their possession.	Article 26 Register of attendees shall be prepared by the Company, and be signed by the attending shareholders or their proxies. The convener and the legal advisers retained by the Company shall verify the legal eligibility of the shareholders based on the register of shareholders provided by the securities registration and clearing authority and shall register the name of the shareholders together with the numbers of voting shares in their possession.

Existing Articles	Amended Articles
Article 33 …… If the said shareholder is a recognized clearing house (or its agent) as defined in the relevant ordinance enacted from time to time in Hong Kong, the shareholder may authorize one or more suitable persons to act as its representative at any **shareholders'** general meeting **or any class meetings of shareholders**; however, if more than one person are authorized, the proxy form shall clearly indicate the number and types of shares each person is authorized in relation to and the proxy form shall be signed by the respective proxies appointed by the Authorized Clearing House. The persons thus authorized may represent the recognized clearing house (or its agent) to exercise the rights at any meeting (without being required to present share certificate, certified statement of proxy and further evidence of due authorization), as if they were the individual shareholders of the Company. ……	Article 28 …… If the said shareholder is a recognized clearing house (or its agent) as defined in the relevant ordinance enacted from time to time in Hong Kong, the shareholder may authorize one or more suitable persons to act as its representative at any general meeting; however, if more than one person are authorized, the proxy form shall clearly indicate the number and types of shares each person is authorized in relation to and the proxy form shall be signed by the respective proxies appointed by the Authorized Clearing House. The persons thus authorized may represent the recognized clearing house (or its agent) to exercise the rights at any meeting (without being required to present share certificate, certified statement of proxy and further evidence of due authorization), as if they were the individual shareholders of the Company. ……
Article 34 Shareholders attending the **shareholders'** general meeting shall be registered. Shareholders shall provide the following documents for register of attendees: An individual shareholder who attends a meeting in person shall present his/her own identity card or other valid document or proof evidencing his/her identity, stock account card; if he/she appoints a proxy to attend the meeting on his/her behalf, such proxy shall present his/her own valid proof of identity and the power of attorney.	Article 29 Shareholders attending the general meeting shall be registered. Shareholders shall provide the following documents for register of attendees: An individual shareholder who attends a meeting in person shall present his/her own identity card or other valid document or proof evidencing his/her identity, stock account card; if he/she appoints a proxy to attend the meeting on his/her behalf, such proxy shall present his/her own valid proof of identity and the power of attorney.

Existing Articles	Amended Articles
Legal persons or other organization shareholders shall be represented at a meeting by their legal representative (or person in charge, executive partner or his/her representative) or a proxy appointed by their legal representative (or person in charge, executive partner or his/her representative). Where the legal representative (or person in charge, executive partner or his/her representative) attends the meeting, he/she shall present his/her own identity card and valid proof of his/her legal representative (or person in charge, executive partner or his/her representative) status; where a proxy has been appointed to attend the meeting, such proxy shall present his/her own identity card and the power of attorney issued by the legal representative (or person in charge, executive partner or his/her representative) of the legal person shareholder.	Legal persons or other organization shareholders shall be represented at a meeting by their legal representative (or person in charge, executive partner or his/her representative) or a proxy appointed by their legal representative (or person in charge, executive partner or his/her representative). Where the legal representative (or person in charge, executive partner or his/her representative) attends the meeting, he/she shall present his/her own identity card and valid proof of his/her legal representative (or person in charge, executive partner or his/her representative) status; where a proxy has been appointed to attend the meeting, such proxy shall present his/her own identity card and the power of attorney issued by the legal representative (or person in charge, executive partner or his/her representative) of the legal person shareholder.
The power of attorney issued by a shareholder to entrust proxy to attend **shareholders'** general meeting shall contain the following contents: (1) Name of the proxy. (2) **Whether the proxy has the right to vote.** (3) **Separate** instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the **shareholders'** general meeting. (4) The date of issuance and term of validity of the instrument of appointment. (5) The signature (or seal) of the entrusting party.	The power of attorney issued by a shareholder to entrust proxy to attend general meeting shall contain the following contents: (1) **Name of the entrusting party, and the class and number of shares of the Company held.** (2) Name of the proxy. (3) **Specific instructions from shareholder, including** instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the general meeting. (4) The date of issuance and term of validity of the instrument of appointment. (5) The signature (or seal) of the entrusting party. **Where the entrusting party is a legal person shareholder, the power of attorney shall bear its seal.**

Existing Articles	Amended Articles
Article 35 **If a shareholder or proxy requests for making speech at the shareholders' general meeting, he/she shall register with the Company before the convening of shareholders' general meeting. The maximum number of person registered for making speech shall be 10 persons in general. If more than 10 persons registered, the top 10 shareholders in terms of shareholding shall be entitled to make speech.**	(Deleted)
Article 36 The board of directors and other conveners of the Company shall take necessary measures to ensure the normal order of the **shareholders'** general meeting. For any disturbance to the meeting and acts infringing on the legitimate rights and interests of the shareholders, they shall take measures to restrain such disturbance and infringing acts, as well as timely report to the relevant authorities for investigation and punishment. **Where a shareholders' general meeting cannot be convened normally due to the occurrence of unexpected event during the meeting, the Company shall immediately report to the Shenzhen Stock Exchange, explain reasons thereof, and disclose relevant circumstances and the special legal opinion issued by the attorney.**	Article 30 The board of directors and other conveners of the Company shall take necessary measures to ensure the normal order of the general meeting. For any disturbance to the meeting and acts infringing on the legitimate rights and interests of the shareholders, they shall take measures to restrain such disturbance and infringing acts, as well as timely report to the relevant authorities for investigation and punishment.

Existing Articles	Amended Articles
Article 37 The **shareholders'** general meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors cannot or fails to perform his/her duties, the **shareholders'** general meeting shall be presided over by a director co-elected by **more than half** of the directors. For **shareholders'** general meeting convened by the **supervisory committee**, it shall be presided over by the **chairman** of the **supervisory committee**. If the **chairman** of the **supervisory committee** cannot or fails to perform his/her duties, the **shareholders'** general meeting shall be presided over by a **supervisor** co-elected by **more than half** of **the supervisors**. Shareholder(s) may convene the meeting themselves and a representative nominated by the convener(s) shall preside over the meeting. When the **shareholders'** general meeting is held and the chairman of the meeting violates the Rules and as a result thereof, the **shareholders'** general meeting is unable to continue, upon approval of more than half of the shareholders having the voting rights who are present at the meeting, a person may be elected at the **shareholders'** general meeting to chair the meeting so that the meeting may continue.	Article 31 The general meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors cannot or fails to perform his/her duties, the general meeting shall be presided over **and chaired** by a director co-elected by **majority** of the directors. For general meeting convened by the **Audit and Risk Management Committee**, it shall be presided over by the **convener** of the **Audit and Risk Management Committee**. If the **convener** of the **Audit and Risk Management Committee** cannot or fails to perform his/her duties, the general meeting shall be presided over by a **member of the Audit and Risk Management Committee** co-elected by **majority** of **members of the Audit and Risk Management Committee**. Shareholder(s) may convene the meeting themselves and a representative nominated by the convener(s) shall preside over the meeting. When the general meeting is held and the chairman of the meeting violates the Rules and as a result thereof, the general meeting is unable to continue, upon approval of more than half of the shareholders having the voting rights who are present at the meeting, a person may be elected at the general meeting to chair the meeting so that the meeting may continue.

Existing Articles	Amended Articles
Article 39 …… (2) where a proposal is put forward by the **supervisory committee** or shareholders who individually or jointly hold more than **3**% of the Company's issued voting shares, the proposer or its legal representative or legal and valid proxy shall explain the proposal.	Article 33 …… (2) where a proposal is put forward by the **Audit and Risk Management Committee** or shareholders who individually or jointly hold more than **1**% of the Company's issued voting shares, the proposer or its legal representative or legal and valid proxy shall explain the proposal.
(Added)	**Article 35 At the annual general meeting, each of the independent directors shall submit his/her work report.**
Article 44 When reviewing a proposal at the **shareholders'** general meeting, no amendment shall be made thereto. **Otherwise, the relevant** change shall be deemed as a new proposal which shall not be voted at that **shareholders'** general meeting.	Article 39 When reviewing a proposal at the general meeting, no amendment shall be made thereto. **If there is any change, such** change shall be deemed as a new proposal which shall not be voted at that general meeting.
Article 45 **All** the proposals as set out in the agenda of the meeting shall be voted at the **shareholders'** general meeting item by item. Except where a **shareholders'** general meeting is suspended or no resolution can be adopted due to force majeure or other special circumstances, no proposal shall be set aside or rejected for voting at the **shareholders'** general meeting. In the case of different proposals for the same matter **at the shareholders' general meeting**, voting shall be carried out in accordance with the sequence of the proposals, and resolution shall be made on relevant matter. In the case of different proposals for the same matter, shareholders or their proxies cannot vote in favors of different proposals for the same matter concurrently at the **shareholders'** general meeting.	Article 40 **Except the accumulative voting mechanism, all** the proposals as set out in the agenda of the meeting shall be voted at the general meeting item by item. In the case of different proposals for the same matter, voting shall be carried out in accordance with the sequence of the proposals, and resolution shall be made on relevant matter. Except where a general meeting is suspended or no resolution can be adopted due to force majeure or other special circumstances, no proposal shall be set aside or rejected for voting at the general meeting. In the case of different proposals for the same matter, shareholders or their proxies cannot vote in favors of different proposals for the same matter concurrently at the general meeting.

Existing Articles	Amended Articles
Article 46 The chairman of the meeting is obligated to propose to the **shareholders'** general meeting for voting on proposals with open ballot. Each shareholder or proxy may exercise such voting rights as attached to the voting shares which he/she represents. Each share shall have one vote.	Article 41 **Voting at the general meeting shall be carried out with open ballot.** The chairman of the meeting is obligated to propose to the general meeting for voting on proposals with open ballot. Each shareholder or proxy may exercise such voting rights as attached to the voting shares which he/she represents. Each share shall have one vote.
Article 47 Where the proposals on election of directors **and supervisors** are being considered at a **shareholders'** general meeting, voting on each director candidate **and supervisor candidate** shall be carried out item by item.	Article 42 Where the proposals on election of directors are being considered at a general meeting, voting on each director candidate shall be carried out item by item.
Article 48 Resolutions of **shareholders'** general meetings shall be divided into ordinary resolutions and special resolutions. (1) Ordinary resolutions 1. An ordinary resolution shall be passed by more than half of all votes held by the shareholders (including their proxies) present at the meeting. 2. The following matters shall be resolved by an ordinary resolution at a **shareholders'** general meeting: (1) work reports of the board of directors **and the supervisory committee**; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment, removal of members of the board of directors **and supervisors** assumed by non-representatives of employees, their remuneration and manner of payment; ……	Article 43 Resolutions of general meetings shall be divided into ordinary resolutions and special resolutions. (1) Ordinary resolutions 1. An ordinary resolution shall be passed by more than half of all votes held by the shareholders (including their proxies) present at the meeting. 2. The following matters shall be resolved by an ordinary resolution at a general meeting: (1) work reports of the board of directors; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment, removal of members of the board of directors assumed by non-representatives of employees, their remuneration and manner of payment; ……

Existing Articles	Amended Articles
(2) Special resolutions 1. A special resolution shall be passed by more than two-thirds of all votes held by the shareholders (including their proxies) present at the meeting. 2. The following matters shall be resolved by a special resolution at a **shareholders'** general meeting: …… (5) the Company's purchase or sale of major assets within **one** year with the transaction amount **or amount of guarantee** exceeding 30% of the audited total assets for the latest period of the Company; (6) the total amount of the guarantee for **twelve** consecutive months exceeding 30% of the audited total assets for the latest period of the Company; ……	(2) Special resolutions 1. A special resolution shall be passed by more than two-thirds of all votes held by the shareholders (including their proxies) present at the meeting. 2. The following matters shall be resolved by a special resolution at a general meeting: …… (5) the Company's purchase or sale of major assets within **1** year with the transaction amount exceeding 30% of the audited total assets for the latest period of the Company; (6) the total amount of the guarantee for **12** consecutive months exceeding 30% of the audited total assets for the latest period of the Company; ……

Existing Articles	Amended Articles
Article 49 Affected class shareholders, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 15 hereof, but interested class shareholder(s) shall not be entitled to vote at such class meetings. **The "interested shareholder(s)", as such term is used in the preceding paragraph, means:** **(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase at the Shenzhen Stock Exchange pursuant to the Articles of Association, an interested shareholder is a "controlling shareholder" within the meaning of the Articles of Association;** **(2) in the case of a repurchase of shares by an off-market agreement at the Shenzhen Stock Exchange pursuant to the Articles of Association, an interested shareholder is a holder of the shares to which the proposed agreement relates;** **(3) in the case of a restructuring of the Company, an interested shareholder is a shareholder who assumes a relatively lower proportion of obligations than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.**	(Deleted)

Existing Articles	Amended Articles
Article 50 Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to the preceding Article, are entitled to vote. **The special procedures for approval by a class of shareholders shall not apply in the following circumstances:** **(1) where the Company issues or plans to issue, upon the approval by special resolution of its shareholders in a shareholders' general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued Domestic-Listed Domestic Shares and Overseas-Listed Foreign Shares;** **(2) where the Company's plan to issue Domestic-Listed Domestic Shares and Overseas-Listed Foreign Shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council;** **(3) where unlisted shares held by shareholders of the Company become listed for trading overseas with the approval of the securities regulatory authorities of the State Council.**	(Deleted)

Existing Articles	Amended Articles
Article 51 For connected transactions to be reviewed at a **shareholders'** general meeting, connected shareholders shall abstain from voting on such connected transactions, and the number of voting shares which he/she represents, shall not be included in the total number of valid votes; the announcements of resolutions passed at the **shareholders'** general meeting shall fully disclose the voting of non-connected shareholders. Where any shareholder is required to abstain from voting on a matter under the **listing** rules of the place where the Company is listed, any votes cast by such shareholder or his/her proxy) shall not be counted.	Article 44 For connected transactions to be reviewed at a general meeting, connected shareholders shall abstain from voting on such connected transactions, and the number of voting shares which he/she represents, shall not be included in the total number of valid votes; the announcements of resolutions passed at the general meeting shall fully disclose the voting of non-connected shareholders. **When a general meeting reviews on significant matters which have an impact on the interests of small and medium investors, the voting of medium and small investors shall be counted separately. The result of separate vote counting shall be disclosed publicly in a timely manner.** **No voting rights shall attach to the Company's shares held by itself, and such shares shall be excluded for the purpose of calculating the total number of voting shares held by the shareholders present at the general meeting.** **Shareholders who purchase the shares with voting rights of the Company in violation of Article 63(1) and (2) of the Securities Law shall not exercise the voting rights of the shares that exceed the prescribed proportion within 36 months after purchasing such shares, and such shares shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.**

Existing Articles	Amended Articles
	The board of directors, the independent directors of the Company, shareholders holding more than 1% of voting shares or investor protection institutions established in accordance with the laws, administrative regulations or regulatory provisions in the places where the Company is listed shall have the right to solicit votes from shareholders. While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any minimum shareholding percentage limitation on the solicitation of voting rights, unless otherwise as stipulated under laws and regulations. Where any shareholder is required to abstain from voting on a matter under **applicable laws, regulations and** the **securities regulatory** rules of the place where the Company is listed, any votes cast by such shareholder or his/her proxy) shall not be counted. **Where any shareholder is restricted to vote in favour of or against a matter under applicable laws, regulations and the securities regulatory rules of the places where the Company is listed, in case of any violation of relevant rules or restrictions, relevant votes casted shall not be counted.**

Existing Articles	Amended Articles
Article 52 …… Shareholders (or their proxies) shall duly fill in the ballot as required and **put the ballot in the ballot box**. For ballots that are left blank, incorrectly filled out, illegible or not cast, the shareholder shall be deemed to have waived his/her voting rights, and the voting results of the shares held by him/her shall be counted as "abstain". ……	Article 45 …… Shareholders (or their proxies) shall duly fill in the ballot as required and **cast vote**. For ballots that are left blank, incorrectly filled out, illegible or not cast, the shareholder **(or his/her proxy)** shall be deemed to have waived his/her voting rights, and the voting results of the shares held by him/her shall be counted as "abstain". ……
Article 53 Prior to a resolution is voted on at a **shareholders'** general meeting, **two (2)** representatives of the shareholders shall be elected as counting agent and scrutinizers. In the event that any shareholder is a connected party in the matter to be reviewed, such shareholder or his/her proxy shall not be appointed as counting agent or scrutinizing. **When a shareholders' general meeting reviews on significant matters which have an impact on the interests of small and medium investors, the voting of medium and small investors shall be counted separately. The result of separate vote counting shall be disclosed publicly in a timely manner.**	Article 46 Prior to a resolution is voted on at a general meeting, **2** representatives of the shareholders shall be elected as counting agent and scrutinizers. In the event that any shareholder is a connected party in the matter to be reviewed, such shareholder or his/her proxy shall not be appointed as counting agent or scrutinizing. When the shareholders are voting on the proposals, lawyers **and** shareholders' representatives shall be jointly responsible for counting of votes and scrutinizers duties, and the voting result will be announced forthwith. The voting results for the resolutions shall be recorded in the minutes of meeting.

Existing Articles	Amended Articles
The board of directors, the independent directors of the Company and shareholders who fulfilled the conditions under relevant rules shall have the right to solicit votes from shareholders. While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. When the shareholders are voting on the proposals, lawyers**,** shareholders' representatives **and supervisory representatives** shall be jointly responsible for counting of votes and scrutinizers duties, and the voting result will be announced forthwith. The voting results for the resolutions shall be recorded in the minutes of meeting. **In the case of an equality of votes, the chairman of the meeting shall have a casting vote.** **The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.** **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' meeting, he/she may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately.**	

Existing Articles	Amended Articles
Article 54 Minutes of meetings shall be kept for **shareholders'** general meetings**, which shall be signed by the chairman of the meetings, attending directors and supervisors, the secretary to the board of directors, the convener of the meeting or his/her proxy and the chairman of the meetings**. The secretary to the board of directors shall be responsible for such minutes, which include the followings: (1) Time, venue, agenda of meeting and the name of the convener. (2) Names of the chairman of the meeting, directors**, supervisors** and senior management personnel present at the meeting. …… The convener shall ensure that the contents of the minutes are true, accurate and complete. Minutes of meetings shall be signed by the attending directors **and supervisors**, the secretary to the board of directors, the convener of the meeting or his/her proxy and the chairman of the meetings. The minutes of meetings shall be kept for at least 10 years together with the shareholders' attendance lists and proxy forms, the valid information relating to online voting or voting by other means.	Article 47 Minutes of meetings shall be kept for general meetings. The secretary to the board of directors shall be responsible for such minutes, which include the followings: (1) Time, venue, agenda of meeting and the name of the convener. (2) Names of the chairman of the meeting, directors and senior management personnel present at the meeting. …… The convener shall ensure that the contents of the minutes are true, accurate and complete. Minutes of meetings shall be signed by the **chairman of the meetings,** attending directors, the secretary to the board of directors, the convener of the meeting or his/her proxy and the chairman of the meetings. The minutes of meetings shall be kept for at least 10 years **at the Company's place of residence** together with the shareholders' attendance lists and proxy forms, the valid information relating to online voting or voting by other means **for the Company's records**.
Article 56 The convener shall ensure that the **shareholders'** general meeting is being conducted continuingly until final resolution is passed. In the event of special circumstances such as force majeure resulting in the termination of meeting or the failure of resulting in resolutions, necessary measures shall be adopted to resume the **shareholders'** general meeting as soon as practicable; alternatively, the meeting may be terminated in such circumstances with an announcement timely made. At the same time, the convener shall deliver a report to the branch office of the **securities regulatory authority of the State Council** at the place where the Company resides and the Shenzhen Stock Exchange.	Article 49 The convener shall ensure that the general meeting is being conducted continuingly until final resolution is passed. In the event of special circumstances such as force majeure resulting in the termination of meeting or the failure of resulting in resolutions, necessary measures shall be adopted to resume the general meeting as soon as practicable; alternatively, the meeting may be terminated in such circumstances with an announcement timely made. At the same time, the convener shall deliver a report to the branch office of the **CSRC** at the place where the Company resides and the Shenzhen Stock Exchange**, explain reasons thereof, and disclose relevant circumstances and the special legal opinion issued by the attorney.**

Other proposed amendments to the Procedural Rules of the Board of Directors are set out below:

Existing Articles	Amended Articles
Article 1 The Rules are drawn up in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, **the Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas,** the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Guidelines for the Articles of Association of Listed Companies, the Listing Rules of the Shenzhen Stock Exchange and **the Guidelines for the Standard Operation of Companies Listed on the Shenzhen Stock Exchange** and other regulations on supervision of domestic and overseas listed companies, and the Articles of Association of CGN Power Co., Ltd. (the "Articles of Association") to ensure that the board of directors of CGN Power Co., Ltd. (the "Company") fulfils the duties and responsibilities conferred by all shareholders of the Company, conducts discussions efficiently, makes scientific, immediate and prudent decisions and standardizes the operation of the board of directors of the Company.	Article 1 The Rules are drawn up in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Guidelines for the Articles of Association of Listed Companies, the Listing Rules of the Shenzhen Stock Exchange and **the Self-regulatory Guideline No. 1 for Companies Listed on the Shenzhen Stock Exchange – the Standardized Operation of Companies Listed on the Main Board** and other regulations on supervision of domestic and overseas listed companies, and the Articles of Association of CGN Power Co., Ltd. (the "Articles of Association") to ensure that the board of directors of CGN Power Co., Ltd. (the "Company") fulfils the duties and responsibilities conferred by all shareholders of the Company, conducts discussions efficiently, makes scientific, immediate and prudent decisions and standardizes the operation of the board of directors of the Company.
Article 2 The board of directors is accountable to the **shareholders'** general meeting, and shall exercise the following functions and powers: (1) to be responsible for the convening of the **shareholders'** general meetings and to report on its work to the shareholders in **shareholders'** general meetings; (2) to implement the resolutions passed by the shareholders in **shareholders'** general meetings;	Article 2 The board of directors is accountable to the general meeting, and shall exercise the following functions and powers: (1) to be responsible for the convening of the general meetings and to report on its work to the shareholders in general meetings; (2) to implement the resolutions passed by the shareholders in general meetings;

Existing Articles	Amended Articles
(3) the board of directors shall seek advice from the party committee before making decisions on material issues of the Company. When the board of directors appoints management personnel of the Company, the party committee shall consider and provide comments on the candidates for management positions nominated by the board of directors or the president, or recommend candidates to the board of directors or the president;	(3) the board of directors shall seek advice from the party committee before making decisions on material issues of the Company. When the board of directors appoints **senior** management personnel of the Company, the party committee shall consider and provide comments on the candidates for **senior** management positions nominated by the board of directors or the president, or recommend candidates to the board of directors or the president;
……	……
(10) to decide, within the authority granted to them in **shareholders'** general meeting, on matters such as external investment, acquisition or sale of assets, assets pledges, financial management arrangements, external guarantees, connected transaction;	(10) to decide, within the authority granted to them in general meeting, on matters such as external investment, acquisition or sale of assets, assets pledges, financial management arrangements, external guarantees, connected transaction**, external donations**;
……	……
(17) to propose to the **shareholders'** general meeting for the engagement or change of accounting firm for the audit work of the Company;	(17) to propose to the general meeting for the engagement or change of accounting firm for the audit work of the Company;
(18) to listen to the work report and to inspect the work of the president of the Company;	(18) to listen to the work report and to inspect the work of the president of the Company;
(19) to exercise any other power as stipulated by laws, administrative rules, regulations of authorities or the Articles of Association and conferred by the shareholders in a **shareholders'** general meeting.	(19) to exercise any other power as stipulated by laws, administrative rules, regulations of authorities or the Articles of Association and conferred by the shareholders in a general meeting.

Existing Articles	Amended Articles
Article 3 The board of directors shall set up strict procedures to inspect and decide on the authority for foreign investment, purchase or sale of assets, pledge of assets, provision of external guarantees, entrusted assets management **and** connected transactions. For major investment projects, relevant experts and professional officers shall be organized to conduct assessment for approval by the general meeting. The board of directors have the right to make approval on the following transactions (excluding the receipt of cash assets and provision of guarantee without compensation by related parties): (1) the aggregated assets value involved in a transaction with an amount that is more than 10% of the Company's latest audited total asset value, but **the aggregated assets value involved in a transaction with amount that is more than 50% of the Company's latest audited total assets value** shall also be submitted to the **shareholders'** general meeting for approval (the book value or appraised value, whichever is higher); (2) the operating income of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 10% or more of the revenue in the audited principal business of the Company in the latest accounting year, and the absolute amount exceeds RMB10 million; but the operating income of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 50% or more of the revenue in the audited principal business of the Company in the latest accounting year, and the absolute amount exceeds RMB50 million shall also be submitted to the **shareholders'** general meeting for approval;	Article 3 The board of directors shall set up strict procedures to inspect and decide on the authority for foreign investment, purchase or sale of assets, pledge of assets, provision of external guarantees, entrusted assets management**,** connected transactions **and external donations**. For major investment projects, relevant experts and professional officers shall be organized to conduct assessment for approval by the general meeting. The board of directors have the right to make approval on the following transactions (excluding the receipt of cash assets and provision of guarantee without compensation by related parties): (1) the aggregated assets value involved in a transaction with an amount that is more than 10% of the Company's latest audited total asset value, but **the aggregated assets value involved in acquisition or disposal of major assets exceeds 30% of the latest audited total assets of the Company, or** the aggregated assets value involved in **other** transaction with amount that is more than 50% of the Company's latest audited total assets value shall also be submitted to the general meeting for approval (the book value or appraised value, whichever is higher); (2) the operating income of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 10% or more of the revenue in the audited principal business of the Company in the latest accounting year, and the absolute amount exceeds RMB10 million; but the operating income of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 50% or more of the revenue in the audited principal business of the Company in the latest accounting year, and the absolute amount exceeds RMB50 million shall also be submitted to the general meeting for approval;

Existing Articles	Amended Articles
(3) the net profit of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 10% or more of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million; but the net profit of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 50% or more of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million shall also be submitted to the **shareholders'** general meeting for approval;	(3) the net profit of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 10% or more of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million; but the net profit of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 50% or more of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million shall also be submitted to the general meeting for approval;
(4) the consideration of the transaction (including the assumption of liability to debts and expenses) accounts for 10% or more of the latest audited net assets of the Company, and the absolute amount exceeds RMB10 million; but the consideration of the transaction (including the assumption of liability to debts and expenses) accounts for 50% or more of the latest audited net assets of the Company, and the absolute amount exceeds RMB50 million, shall also be submitted to the **shareholders'** general meeting for approval;	(4) the consideration of the transaction (including the assumption of liability to debts and expenses) accounts for 10% or more of the latest audited net assets of the Company, and the absolute amount exceeds RMB10 million; but the consideration of the transaction (including the assumption of liability to debts and expenses) accounts for 50% or more of the latest audited net assets of the Company, and the absolute amount exceeds RMB50 million, shall also be submitted to the general meeting for approval;
(5) the profit generated by the transaction accounts for 10% or more of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million; but the profit generated by the transaction accounts for 50% or more of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million, shall also be submitted to the **shareholders'** general meeting for approval;	(5) the profit generated by the transaction accounts for 10% or more of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million; but the profit generated by the transaction accounts for 50% or more of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million, shall also be submitted to the general meeting for approval;

Existing Articles	Amended Articles
(6) connected transaction between the Company and connected natural person (excluding the receipt of cash assets and provision of guarantee by the Company) with an amount of RMB0.3 million or more and connected transaction between the Company and connected legal person with an amount of RMB3 million or more and representing 0.5% or more of the absolute amount of the latest audited net assets of the Company, but connected transaction between the Company and connected legal person with an amount of RMB30 million or more and representing 5% or more of the absolute amount of the latest audited net assets of the Company, shall also be submitted to the **shareholders'** general meeting for approval. The actual amount shall be taken as the standard of calculation of the total amount of above utilized capital which shall be calculated on an accumulative basis in 12 consecutive months by transaction categories. Where the aggregate amount reaches the above standards, the investment shall also be submitted to the **shareholders'** general meeting for consideration. If the data in the above index calculation is negative, the absolute value shall prevail. Should any of the aforesaid figures be negative, its absolute value shall be adopted for the purpose of calculation.	(6) connected transaction between the Company and connected natural person (excluding the receipt of cash assets and provision of guarantee by the Company) with an amount of RMB0.3 million or more and connected transaction between the Company and connected legal person with an amount of RMB3 million or more and representing 0.5% or more of the absolute amount of the latest audited net assets of the Company, but connected transaction between the Company and connected legal person with an amount of RMB30 million or more and representing 5% or more of the absolute amount of the latest audited net assets of the Company, shall also be submitted to the general meeting for approval. The actual amount shall be taken as the standard of calculation of the total amount of above utilized capital which shall be calculated on an accumulative basis in 12 consecutive months by transaction categories. Where the aggregate amount reaches the above standards, the investment shall also be submitted to the general meeting for consideration. If the data in the above index calculation is negative, the absolute value shall prevail. Should any of the aforesaid figures be negative, its absolute value shall be adopted for the purpose of calculation.

Existing Articles	Amended Articles
Transactions in this Article refer to: purchase or sale of assets; foreign investment (including entrusted financial management, **entrusted loans,** investment in subsidiaries, etc.); provision of financial assistance; provision of guarantees; leasing or leasing out of assets; signing of management agreement (including entrusted operation, trusted operation); giving or receiving assets as a gift, restructuring of claims or debts, transfer of research and development projects**,** signing of license agreement. The assets purchased and sold above exclude the purchase of raw materials, fuel and power, as well as sales of products, commodities and other assets related to daily operation, but the purchase, sale of such assets involved in the asset replacement are still included. A director, the president or any other senior management personnel shall be liable for compensation if he/she causes losses to the Company by violating the external guarantee approval authority and review procedure requirements set forth in laws, administrative regulations or the Articles of Association, and the Company may take legal action against him or her according to laws.	Transactions in this Article refer to: purchase or sale of assets; foreign investment (including entrusted financial management, investment in subsidiaries, etc.); provision of financial assistance **(including entrusted loans, etc.)**; provision of guarantees **(including provision of guarantees to controlling subsidiaries, etc.)**; leasing or leasing out of assets; signing of management agreement (including entrusted operation, trusted operation); giving or receiving assets as a gift, restructuring of claims or debts, transfer **or acquisition** of research and development projects**;** signing of license agreement**; waive of rights (including pre-emptive right, right of first refusal, etc.)**. The assets purchased and sold above exclude the purchase of raw materials, fuel and power, **acceptance or provision of services, construction contracting,** as well as sales of products, commodities and other assets related to daily operation, but the purchase, sale of such assets involved in the asset replacement are still included. **Where there is any other requirements on matters mentioned in this Article under regulatory provisions in the places where the Company's shares are listed, such regulatory provisions shall prevail.** A director, the president or any other senior management personnel shall be liable for compensation if he/she causes losses to the Company by violating the external guarantee approval authority and review procedure requirements set forth in laws, administrative regulations or the Articles of Association, and the Company may take legal action against him or her according to laws.
(Added)	Article 4 **The board of directors of the Company shall explain at the general meeting any qualified audit opinion in respect of the financial report of the Company made by the certified public accountant.**

Existing Articles	Amended Articles
Article 6 The board of directors shall consist of **ten** directors, including **four** independent directors, one of **which** shall be the chairman.	Article 7 The board of directors shall consist of **nine** directors, including **three** independent directors **and one employee representative director**, one of **them** shall be the chairman.
Article 7 The board of directors shall establish special committees such as audit and risk management committee, remuneration committee and nomination committee in accordance with laws and regulations and the requirements under **the listing rules of the stock exchange on which** the shares of the Company are listed; and shall, according to the features of the nuclear power industry, establish **special committees in relation to** nuclear safety. The board of directors may establish strategic committee or other special committees if necessary. Special committees are responsible to the board of directors and perform their duties in accordance with these Articles of Association and the authorization of the board of directors. Proposals shall be submitted to the board of directors for review and decision. A special committee conducts research into professional matters and puts forward opinions and suggestions for the decision-making of the **Board of Directors**. The members of the special committee are all directors, of which the majority of the Audit and Risk Management Committee, the Nomination Committee and the Remuneration Committee are independent directors **and act as conveners**. **The conveners of the Audit and Risk Management Committee are accounting professionals.** The board of directors is responsible for formulating the working procedures of the special committees and regulating their operation.	Article 8 The board of directors shall establish special committees such as audit and risk management committee, remuneration committee and nomination committee in accordance with laws and regulations and the requirements under **regulatory provisions in the places where** the shares of the Company are listed; and shall, according to the features of the nuclear power industry, establish **the** nuclear safety **committee**. The board of directors may **also** establish strategic committee or other special committees if necessary. Special committees are responsible to the board of directors and perform their duties in accordance with these Articles of Association and the authorization of the board of directors. Proposals shall be submitted to the board of directors for review and decision. A special committee conducts research into professional matters and puts forward opinions and suggestions for the decision-making of the **board of directors**. The members of the special committee are all directors, of which the majority of the Audit and Risk Management Committee, the Nomination Committee and the Remuneration Committee are independent directors**, and the chairman of the committee shall be served by an independent director, who shall also act as the convener of meeting.** The board of directors is responsible for formulating the working procedures of the special committees and regulating their operation.

Existing Articles	Amended Articles
(Added)	Article 9 **According to the Articles of Association, the Company does not have the supervisory committee or supervisor, and the duties of the supervisory committee are performed by the Audit and Risk Management Committee in accordance with provisions under the Company Law.**
Article 8 The Audit and Risk Management Committee shall comprise at least three members. All members of the Committee shall be non-executive directors, **the majority of the members of the Committee shall be independent directors,** and at least one member of **the Committee must be an independent director with appropriate expertise in accounting or financial management**. The Chairman of the Audit and Risk Management Committee shall be **an independent director**. **The primary duties of the Audit and Risk Management Committee are to review and supervise the financial reporting process, internal control and risk management system of the Company and its subsidiaries.**	Article 10 The Audit and Risk Management Committee shall comprise at least three members. All members of the Committee shall be non-executive directors, and at least one member of **independent directors shall be an accounting professional**. The Chairman of the Audit and Risk Management Committee shall be **the accounting professional among independent directors**. **Employee directors under the board of directors may serve as members of the Audit and Risk Management Committee.**

Existing Articles	Amended Articles
(Added)	Article 11 **The Audit and Risk Management Committee is responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating the internal and external auditing work and internal control of the Company. The following matters shall be submitted to the board of directors for deliberation with the approval of majority of all members of the Audit and Risk Management Committee:** **(1) disclosure of financial information in financial statements and periodic reports as well as internal control evaluation reports;** **(2) appointment or dismissal of the accounting firm that undertakes the audit engagements of the Company;** **(3) appointment or dismissal of the chief financial officer of the Company or person in charge of the internal audit department;** **(4) changes in accounting policies or accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;** **(5) other matters prescribed by laws, administrative regulations, regulatory provisions in the places where the Company is listed and the Articles of Association, and other matters as authorised by the board of directors.**

Existing Articles	Amended Articles
(Added)	**Article 12 The Audit and Risk Management Committee shall hold at least one meeting quarterly. Special meetings may be convened as requested by two or more members or when the convenor considers it necessary. A meeting of the Audit and Risk Management Committee shall be held only when not less than two-thirds of the members are present.** **Resolutions of the Audit and Risk Management Committee shall be adopted by more than a half of vote of the members of the Audit and Risk Management Committee.** **Resolutions of the Audit and Risk Management Committee are voted by way of poll with each member having one vote.** **The Audit and Risk Management Committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the Audit and Risk Management Committee attending the meeting shall sign on the meeting minutes.** **The board of directors is responsible for formulating the work rules for the Audit and Risk Management Committee.**

Existing Articles	Amended Articles
Article 10 The **nomination committee** shall comprise at least three members**, the majority of the members of the Committee shall be independent directors. The chairman of the nomination committee must be an independent director. The primary duties of the remuneration committee are to make recommendations to the board of directors on the appointment of the directors and senior management.**	Article 13 The **Nomination Committee** shall comprise at least three members**, and responsible for formulating the standards and procedures for selection of directors and senior management personnel, screening and reviewing the candidates for directors and senior management personnel and their qualifications, as well as making recommendations to the board of directors on the following matters:** **(1) nomination or dismissal of directors;** **(2) appointment or dismissal of senior management personnel;** **(3) other matters prescribed by laws, administrative regulations, regulatory provisions in the places where the Company is listed and the Articles of Association, and other matters as authorised by the board of directors.** **For recommendations of the Nomination Committee not being adopted or completely adopted by the board of directors, the opinions of the Nomination Committee and reasons for non-adoption shall be recorded in the resolution of the board of directors, and shall be disclosed accordingly.**

Existing Articles	Amended Articles
Article 9 The **remuneration committee** shall comprise at least three members**, the majority of the members of the Committee shall be independent directors. The chairman of the remuneration committee must be an independent director. The primary duties of the remuneration committee are to make recommendations to the board of directors on the remuneration policies and structure of the remuneration for the directors and senior management and to set up a formal and transparent procedure for determination of such remuneration policies.**	Article 14 The **Remuneration Committee** shall comprise at least three members**, and is responsible for formulating the assessment standards for directors and senior management personnel and conducting assessments, formulating and reviewing the remuneration decision mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for directors and senior management personnel, as well as making recommendations to the board of directors on the following matters:** **(1) the remuneration of directors and senior management personnel;** **(2) the formulation or amendment of equity incentive plans, employee stock ownership plans, and the granting of rights to incentive recipients and the achievement of conditions for the exercise of such rights by incentive recipients;** **(3) the arrangement of stock ownership plans for directors and senior management personnel in the event of a proposed spin-off of a subsidiary;** **(4) other matters prescribed by laws, administrative regulations, regulatory provisions in the places where the Company is listed and the Articles of Association, and other matters as authorised by the board of directors.** **For recommendations of the Remuneration Committee not being adopted or completely adopted by the board of directors, the opinions of the Remuneration Committee and reasons for non-adoption shall be recorded in the resolution of the board of directors, and shall be disclosed accordingly.**

Existing Articles	Amended Articles
Article 11 The **nuclear safety committee** shall comprise five members, including non-executive directors, executive directors and independent directors, and chairman of the committee shall be the Chairman. **The primary duties of the nuclear safety committee are to make recommendations to the board of directors on improvement of the nuclear safety level of the Company.**	Article 15 The **Nuclear Safety Committee** shall comprise five members, including non-executive directors, executive directors and independent directors, and chairman of the committee shall be the Chairman. **The Nuclear Safety Committee focuses on the reliability of nuclear power plants and nuclear safety and, primarily through reviewing the relevant reports, communications with internal and external parties and field research, understands and studies the status and trends of nuclear safety of the Company, and provides the Board with appropriate advice and supports accordingly. The Nuclear Safety Committee shall perform the following duties:** **(1) listens to reports of the Company relating to status of nuclear safety;** **(2) listens to independent nuclear safety assessment reports on the Company by third-party organizations;** **(3) implements necessary nuclear safety oversight, offers guidance and conducts research activities in accordance with the needs;** **(4) reports observations and recommendations to the board of directors;** **(5) gives appropriate response to the general meeting on nuclear safety issues of concern;** **(6) other matters prescribed by laws, administrative regulations, regulatory provisions in the places where the Company is listed and the Articles of Association, and other matters as authorised by the board of directors.**

Existing Articles	Amended Articles
Article 14 The secretary to the board of directors shall perform the main duties and responsibilities as follows:	Article 18 The secretary to the board of directors shall perform the main duties and responsibilities as follows:
(1) to assist directors in dealing with routine matters of the board of directors, continuously provide, remind and ensure directors and the president, etc. be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory organizations concerning corporate governance, and assist directors and the president in practically complying with domestic and foreign laws, regulations, **these** Articles of Association and other regulations when performing their duties and powers;	(1) to assist directors in dealing with routine matters of the board of directors, continuously provide, remind and ensure directors and the president, etc. be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory organizations concerning corporate governance, and assist directors and the president in practically complying with domestic and foreign laws, regulations, **the** Articles of Association and other regulations when performing their duties and powers;
(2) to be responsible for the organization and preparation of the documents of the board of directors and **shareholders'** general meeting, prepare the meeting minutes, attend the **shareholders'** general meetings, board meetings**, supervisors meetings** and relevant meetings of the senior management personnel, be responsible for the minutes and signature of the board meetings, ensure the meeting resolutions complying with the legal procedures, and to keep abreast of the execution of the resolutions of the board of directors;	(2) to be responsible for the organization and preparation of the documents of the board of directors and general meeting, prepare the meeting minutes, attend the general meetings, board meetings and relevant meetings of the senior management personnel, be responsible for the minutes and signature of the board meetings, ensure the meeting resolutions complying with the legal procedures, and to keep abreast of the execution of the resolutions of **the general meeting and** the board of directors;
……	……
(9) to perform other functions and powers authorized by the board of directors and stipulated by the **listing rules of the stock exchange** where the shares of the Company are listed.	(9) to perform other functions and powers authorized by the board of directors and stipulated by the **regulatory provisions in the places** where the shares of the Company are listed.

Existing Articles	Amended Articles
Article 18 The chairman of the board of directors shall convene and preside over a special meeting of the board of directors within 10 days since receiving the proposal in the case of the occurrence of any one of the following events:	**Article 22** The chairman of the board of directors shall convene and preside over a special meeting of the board of directors within 10 days since receiving the proposal in the case of the occurrence of any one of the following events:
(1) When the shareholders representing over 10% of voting rights make a proposal;	(1) When the shareholders representing over 10% of voting rights make a proposal;
(2) When the chairman of the board of directors deems necessary;	(2) When the chairman of the board of directors deems necessary;
(3) When over one-third of directors make a proposal;	(3) When over one-third of directors make a proposal;
(4) When the **supervisory committee** makes a proposal;	(4) When the **Audit and Risk Management Committee** makes a proposal;
(5) When the president makes a proposal;	(5) When the president makes a proposal;
(6) When over one half of independent directors make a proposal;	(6) When over one half of independent directors make a proposal;
(7) When the security regulatory authorities require to convene;	(7) When the security regulatory authorities require to convene;
(8) Other situations specified in the Article of Association.	(8) Other situations specified in the Article of Association.

Existing Articles	Amended Articles
Article 19 Meeting of the board of directors may be classified according to the manner of the meeting is conducted into on-site meetings, **video-conferences** and meeting by way of written resolutions. The regular meeting of the board of directors shall not include obtaining approval from the board of director by way of written resolutions. All board meetings shall be held onsite in principle**.** **The board of directors' meetings may be held by way of video-conferences, provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate amongst themselves. The meetings convened by this way shall be recorded and videotaped. In the event that the attending directors are unable to sign for the resolutions on site, they shall express their opinions orally during the meeting and shall complete the signing procedures as soon as practicable. The verbal voting by a director shall have the same effect as signing in the voting sheet, provided that there is no discrepancy between the opinions expressed by such director in completing signing procedure and the opinions orally expressed by him during the meeting. Meeting of the board of directors** may also be held on-site and off-site simultaneously. Where a meeting of the board of directors is held off-site, the **number of attending directors shall be counted according to the** directors shown at the video-conference, the directors expressing their views at the video-conference, valid votes such as faxes or emails **received** within the prescribed period**, or written acknowledgements submitted after the meeting by the directors for attending the meeting**.	Article 23 Meeting of the board of directors may be classified according to the manner of the meeting is conducted into on-site meetings, **electronic communication meeting** and meeting by way of written resolutions. The regular meeting of the board of directors shall not include obtaining approval from the board of director by way of written resolutions. All board meetings shall be held onsite in principle**, and** may also be held on-site and off-site simultaneously. Where a meeting of the board of directors is held off-site, the directors shown at the video-conference, the directors expressing their views at the video-conference, valid votes such as faxes or emails **submitted** within the prescribed period **shall be deemed as attending the meeting in person**. Unless otherwise required by the regulatory rules of the place where the shares of the Company listed, in the case where an on-site meeting or **an electronic communication meeting** is impractical, the board of directors' meeting may be held by written resolutions, in which case the proposed matters for discussion and approval shall be sent in written form to all of the directors for their approval. Unless otherwise expressed by the directors, signing on the written resolutions by the directors shall be sufficient evidence that they have agreed to the resolutions.

Existing Articles	Amended Articles
Unless otherwise required by the regulatory rules of the place where the shares of the Company listed, in the case where an on-site meeting or **a video-conference** is impractical, the board of directors' meeting may be held by written resolutions, in which case the proposed matters for discussion and approval shall be sent in written form to all of the directors for their approval. Unless otherwise expressed by the directors, signing on the written resolutions by the directors shall be sufficient evidence that they have agreed to the resolutions.	
Article 20 Proposal of motions The proposal of motions by the board of directors is primarily made under the following circumstances: (1) Matters proposed by the directors. **(2) Matters proposed by the supervisory committee.** (3) Matters proposed by special committees under the board of directors. (**4**) Matters proposed by the president. (**5**) Other circumstances as stipulated under the Articles of Association and the Rules.	Article 24 Proposal of motions The proposal of motions by the board of directors is primarily made under the following circumstances: (1) Matters proposed by the directors. **(2)** Matters proposed by special committees under the board of directors. (**3**) Matters proposed by the president. (**4**) Other circumstances as stipulated under the Articles of Association and the Rules.

Existing Articles	Amended Articles
Article 22 Procedures for proposing extraordinary meetings A proposal for convening a extraordinary meeting of the board of directors as specified in Article **18** shall be in written form and shall specify: …… The contents of the proposal shall be those within the power of the meeting of the board of directors as specified in the Articles of Association **of the Company**, and the documents relating to the proposal shall be submitted together with the proposal itself. The Company shall transfer the aforesaid proposal and related documents on the day of receipt to the chairman. Where the chairman deems the proposal not well defined, the content lacks specifics or the relevant documents are inadequate, the chairman may require the proposer to amend or supplement the proposal. **The chairman shall convene and preside over a board meeting within 10 days after receipt of the proposal or required by securities regulatory authorities.**	Article 26 Procedures for proposing extraordinary meetings A proposal for convening a extraordinary meeting of the board of directors as specified in Article **22** shall be in written form and shall specify: …… The contents of the proposal shall be those within the power of the meeting of the board of directors as specified in the Articles of Association, and the documents relating to the proposal shall be submitted together with the proposal itself. The Company shall transfer the aforesaid proposal and related documents on the day of receipt to the chairman. Where the chairman deems the proposal not well defined, the content lacks specifics or the relevant documents are inadequate, the chairman may require the proposer to amend or supplement the proposal.

Existing Articles	Amended Articles
Article 23 Holding of the meeting The board meetings are called by the chairman of the board of directors by despatching notices of the board meetings. If the chairman of the board of directors is not able or fails to call a meeting, the meeting shall be called by a director jointly elected by **more than one-half** of the directors. The convener shall be responsible for despatching a notice of the board meeting.	Article 27 Holding of the meeting The board meetings are called by the chairman of the board of directors by despatching notices of the board meetings. If the chairman of the board of directors is not able or fails to call a meeting, the meeting shall be called by a director jointly elected by **majority** of the directors. The convener shall be responsible for despatching a notice of the board meeting.
Article 24 Notice of the meeting (1) Notice of the board meeting shall be delivered to all directors **and all supervisors** before the meeting is convened. Notice of board meeting shall contain: 1. time and venue of the meeting; 2. duration of the meeting; 3. agenda, causes, matters and **relevant information**; 4. date of issuance of the notice. A copy of the notice of meeting shall be delivered to other persons attending the meeting as non-voting participants. ……	Article 28 Notice of the meeting (1) Notice of the board meeting shall be delivered to all directors before the meeting is convened. Notice of board meeting shall contain: 1. **date,** time and venue of the meeting; 2. duration of the meeting; 3. **information about** agenda, causes, matters and **proposals**; 4. date of issuance of the notice. A copy of the notice of meeting shall be delivered to other persons attending the meeting as non-voting participants. ……

Existing Articles	Amended Articles
Article 26 Communication before the meeting During the period from the issuance of a notice convening a meeting to the time before the commencement of the meeting, the secretary to the board of directors shall be responsible for the communication and liaison with or for arranging the communication and liaison with all directors in a timely manner to obtain the opinions and advices from the directors in respect of the related resolutions. The opinions and advices collected shall be passed to the proposer in order to better revise his/her resolutions. The secretary to the board of directors should also arrange related information necessary for making decision on relevant resolutions to alternate directors in a timely manner, including the background information about the subject matters of the meeting, prior acknowledgements of the independent directors and other information conducing to the scientific, prompt and prudent decisions of the directors, reply to the questions raised by the directors in time and supplement documents necessary for the meeting as required by the directors before convening the meeting. In the event of insufficiency in the materials of the meeting of the board of directors, **more than half** of the independent directors have the right to require in writing to postpone the convening of the meeting of the board of directors or consideration relevant matters.	Article 30 Communication before the meeting During the period from the issuance of a notice convening a meeting to the time before the commencement of the meeting, the secretary to the board of directors shall be responsible for the communication and liaison with or for arranging the communication and liaison with all directors in a timely manner to obtain the opinions and advices from the directors in respect of the related resolutions. The opinions and advices collected shall be passed to the proposer in order to better revise his/her resolutions. The secretary to the board of directors should also arrange related information necessary for making decision on relevant resolutions to alternate directors in a timely manner, including the background information about the subject matters of the meeting, prior acknowledgements of the independent directors and other information conducing to the scientific, prompt and prudent decisions of the directors, reply to the questions raised by the directors in time and supplement documents necessary for the meeting as required by the directors before convening the meeting. In the event of insufficiency in the materials of the meeting of the board of directors, **majority** of the independent directors have the right to require in writing to postpone the convening of the meeting of the board of directors or consideration relevant matters.
Article 27 Convening of the **Meetings** …… The board **of directors'** meeting shall be chaired by the chairman of the board of directors**, where** the chairman fails to chair a meeting or is unable to chair a meeting, the meeting shall be chaired by **the** director **recommended** by **more than half** of **all** the directors.	Article 31 Convening of the **meeting** …… The board meeting shall be chaired by the chairman of the board of directors**. Where** the chairman fails to chair a meeting or is unable to chair a meeting, the meeting shall be chaired by **a** director **elected** by **majority** of the directors.

Existing Articles	Amended Articles
Article 29 Examining the **Motions** …… The independent directors **shall** express their independent opinions according to the requirements of laws and regulations and the **listing rules of the stock exchange** where the shares of the Company are listed.	Article 33 Examining the **motions** …… The independent directors **are entitled to** express their independent opinions according to the requirements of laws and regulations and the **regulatory provisions in the places** where the shares of the Company are listed.
Article 30 Voting on the **Motions** …… (4) to decide, within the authority granted to them in the **shareholders'** general meeting, on matters such as external investments, purchases or sales of assets, assets pledges, financial management arrangements, external guarantees **and** connected transaction of the Company; (5) to evaluate external guarantees of the Company in accordance with laws and regulations and the provisions of **these** Articles of Association; (6) to formulate proposals for any amendments to the Articles of Association, **rules of procedures of the general meeting** and **these** Rules; ……	Article 34 Voting on the **motions** …… (4) to decide, within the authority granted to them in the general meeting, on matters such as external investments, purchases or sales of assets, assets pledges, financial management arrangements, external guarantees**,** connected transaction **and external donations** of the Company; (5) to evaluate external guarantees of the Company in accordance with laws and regulations and the provisions of **the** Articles of Association; (6) to formulate proposals for any amendments to the Articles of Association, **the Procedural Rules of General Meeting** and **the** Rules; ……

Existing Articles	Amended Articles
Article 31 Abstain from voting In any of the following circumstances, the directors shall abstain from voting on the relevant proposals: (1) The directors should abstain from voting in the situation stipulated in the **listing rules of the stock exchange** where the shares of the Company are listed; …… Where any director is required to abstain from voting, the relevant meeting of the board of directors may be held when more than half of the non-connected directors attend the meeting, and the resolutions made shall be passed by more than half of the non-connected directors. The directors required to abstain from voting shall not be included in the quorum of the relevant meeting, unless otherwise permitted under the **listing rules or by the stock exchange** where the shares of the Company are listed. Where the number of the directors who can vote on this matter is less than three, such issue shall be submitted to the **shareholders'** general meeting for voting.	Article 35 Abstain from voting In any of the following circumstances, the directors shall abstain from voting on the relevant proposals: (1) The directors should abstain from voting in the situation stipulated in the **regulatory provisions in the places** where the shares of the Company are listed; …… Where any director is required to abstain from voting, the relevant meeting of the board of directors may be held when more than half of the non-connected directors attend the meeting, and the resolutions made shall be passed by more than half of the non-connected directors. The directors required to abstain from voting shall not be included in the quorum of the relevant meeting, unless otherwise permitted under the **regulatory provisions in the places** where the shares of the Company are listed. Where the number of the directors who can vote on this matter is less than three, such issue shall be submitted to the general meeting for voting.
Article 36 The board of directors of the Company shall strictly comply with the relevant provisions of information disclosure as set out **by the regulatory authorities and the stock exchanges of the places** where the shares of the Company are listed. Matters or resolutions discussed in the board meeting shall be disclosed fully and accurately in a timely manner.	Article 40 The board of directors of the Company shall strictly comply with the relevant provisions of information disclosure as set out **under the regulatory provisions in the places** where the shares of the Company are listed. Matters or resolutions discussed in the board meeting shall be disclosed fully and accurately in a timely manner.
Article 38 If the independent directors present independent opinions to the board of directors on the matters that are matters which need to be disclosed under the requirements **of the regulatory authorities and the stock exchange** where the shares of the Company are listed, the Company shall announce the opinions of the independent directors.	Article 42 If the independent directors present independent opinions to the board of directors on the matters that are matters which need to be disclosed under the requirements **on information disclosure under regulatory provisions in the places** where the shares of the Company are listed, the Company shall announce the opinions of the independent directors.

Existing Articles	Amended Articles
Article 39 Persons who have knowledge of the confidential contents of the board meetings **shall keep such information in confidence**. Any person who violates this provision shall be held responsible.	Article 43 Persons who have knowledge of the confidential contents of the board meetings **must perform their duties of confidentiality in accordance with laws and regulations, the confidential systems of the Company and relevant requirements under confidential agreements**. Any person who violates this provision shall be held responsible.

The proposed amendments to the Articles of Association, the Procedural Rules of General Meeting and the Procedural Rules of the Board of Directors shall be subject to review at the extraordinary general meeting to be convened by the Company, and the amendments to Articles 16, 120 to 127 of the Articles of Association and Articles 6, 15, 22, 23, 33, 49 and 50 of the Procedural Rules of General Meeting shall be subject to review at the A shareholders' class meeting and the H shareholders' class meeting of the Company, respectively, and be approved by way of special resolution, which shall take effect and be implemented after the review and approval. Save for the articles that are proposed to be amended, the other articles of the Articles of Association, the Procedural Rules of General Meeting and the Procedural Rules of the Board of Directors shall remain unchanged.

A circular containing, among other matters, further details on the proposed amendments to the Articles of Association, the Procedural Rules of General Meeting and the Procedural Rules of the Board of Directors and the extraordinary general meeting, the A shareholders' class meeting and the H shareholders' class meeting to be convened by the Company will be despatched to the shareholders of the Company in due course.

The proposed amendments to the Articles of Association, the Procedural Rules of General Meeting and the Procedural Rules of the Board of Directors have been prepared in both Chinese and English. In the event of any discrepancy, the Chinese version shall prevail.

By order of the Board
CGN Power Co., Ltd.*
Yin Engang
Chief Financial Officer, Joint Company Secretary and Board Secretary

The PRC, August 27, 2025

As at the date of this announcement, the Board of the Company comprises Mr. Gao Ligang as an executive Director; Mr. Yang Changli, Ms. Li Li, Mr. Pang Songtao, Mr. Feng Jian and Mr. Liu Huanbing as non-executive Directors; Mr. Wong Ming Fung, Mr. Li Fuyou and Ms. Xu Hua as independent non-executive Directors.

* *For identification purposes only*