THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Haitong Unitrust International Financial Leasing Co., Ltd., you should at once hand this circular and the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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海通恒信國際融資租賃股份有限公司
Haitong Unitrust International Financial Leasing Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1905)

ELECTION OF MR. MAO YUXING AS AN EXECUTIVE DIRECTOR OF THE COMPANY
ELECTION OF MS. ZHENG HUAN AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY
GRANT OF MANDATE FOR CAPITAL MANAGEMENT
AMENDMENTS TO THE ARTICLES OF ASSOCIATION, RULES OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETING AND RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS
ABOLITION OF THE BOARD OF SUPERVISORS OF THE COMPANY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Haitong Unitrust International Financial Leasing Co., Ltd. will convene the EGM at 2:00 p.m. on Friday, September 26, 2025 at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC. The notice of the EGM is set out on pages 82 to 84 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon. The proxy form should be returned to Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for H Shareholders, or to the Company's Registered Office (No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC) for Domestic Shareholders, in any event served by hand or by post not less than 24 hours before the time designated for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof.

Unless otherwise specified, the dates and time contained in this circular are in Hong Kong time.

September 9, 2025

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In this circular, unless the context otherwise requires, the following terms and expressions have the following meanings:

"Board" or "Board of Directors"	the board of Directors of the Company
"Company"	Haitong Unitrust International Financial Leasing Co., Ltd. (海通恆信國際融資租賃股份有限公司), a company incorporated in the PRC in July 2004 and converted into a joint stock limited company on May 27, 2017, the H shares of which are listed on the Hong Kong Stock Exchange with stock code 1905
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in RMB and held by a Chinese natural person or an entity established in accordance with the laws of the PRC
"Domestic Shareholder(s)"	holder(s) of Domestic Shares
"EGM" or "Extraordinary General Meeting"	the extraordinary general meeting to be convened by the Company at 2:00 p.m. on Friday, September 26, 2025 at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC
"Guotai Haitong"	Guotai Haitong Securities Co., Ltd.
"H Share(s)"	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
"H Shareholder(s)"	holder(s) of H Shares
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
"PRC" or "China"	the People's Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	the Domestic Share(s) and H Share(s) of the Company
"Shareholder(s)"	holder(s) of Shares of the Company
"%"	per cent

海通恒信國際融資租賃股份有限公司
Haitong Unitrust International Financial Leasing Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1905)

Board of Directors:
Executive Director:
Ms. ZHOU Jianli

Non-executive Directors:
Mr. ZHANG Xinjun
Ms. HA Erman
Mr. LU Tong
Mr. WU Shukun
Mr. ZHANG Shaohua

Independent Non-executive Directors:
Mr. YAO Feng
Mr. ZENG Qingsheng
Mr. WU Yat Wai
Mr. YAN Lixin

Registered Office:
No. 599 South Zhongshan Road
Huangpu District
Shanghai
the PRC

Headquarters and Principal Place of Business in the PRC:
Haitong Unitrust Tower
No. 599 South Zhongshan Road
Huangpu District
Shanghai
the PRC

Principal Place of Business in Hong Kong:
40th Floor
Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

September 9, 2025

To the Shareholders,

Dear Sir or Madam,

ELECTION OF MR. MAO YUXING AS AN EXECUTIVE DIRECTOR OF THE COMPANY
ELECTION OF MS. ZHENG HUAN AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY
GRANT OF MANDATE FOR CAPITAL MANAGEMENT
AMENDMENTS TO THE ARTICLES OF ASSOCIATION, RULES OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETING AND RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS
ABOLITION OF THE BOARD OF SUPERVISORS OF THE COMPANY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

I. Introduction

On behalf of the Board, I invite you to attend the EGM to be convened at 2:00 p.m. on Friday, September 26, 2025 at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC.

The purpose of this circular is to provide you with the notice of the EGM and all reasonably necessary information, to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

II. Matter to be Considered at the EGM

Ordinary resolutions will be proposed at the EGM to elect Mr. Mao Yuxing as an executive director of the Company and to elect Ms. Zheng Huan as a non-executive director of the Company, and special resolutions will be proposed to approve the grant of a mandate for capital management, the amendments to the Articles of Association, the Rules of Procedure for the Shareholders' General Meeting and the Rules of Procedure for the Board of Directors, and the abolition of the Board of Supervisors of the Company.

Ordinary Resolutions:

1. To elect Mr. Mao Yuxing as an executive director of the Company

Reference is made to the announcement of the Company dated August 29, 2025 in relation to, among other things, changes of executive director and non-executive director. Upon the approval and recommendation of the nomination committee of the Board, the Board has proposed the appointment of Mr. Mao Yuxing ("**Mr. Mao**") as an executive director, which is subject to the approval at the EGM.

The biographical details of Mr. Mao are as follows:

Mr. Mao Yuxing, aged 54, is a professor-level senior engineer and holds a doctoral degree in science. Mr. Mao has served as vice president of Guotai Haitong Securities Co., Ltd. since April 2025 and the Party Secretary of the Company since August 2025. Mr. Mao served as deputy section chief, section chief and deputy division chief of the information technology department of the Shanghai Branch of the Industrial and Commercial Bank of China from August 1993 to September 2001, assistant to the general manager (at both deputy division and division levels) and member of the Party Committee, and deputy general manager and member of the Party Committee of the data centre (Shanghai) of the Industrial and Commercial Bank of China from September 2001 to November 2011, deputy general manager of the information technology department at the head office of the Industrial and Commercial Bank of China from November 2011 to April 2016, and member of the Party Committee, deputy general manager and chief information officer of Haitong Securities Co., Ltd. from April 2016 to April 2025. Mr. Mao served as a director of Zhengtong Co., Ltd. from June 2024 to May 2025.

Mr. Mao will enter into a service contract with the Company upon approval of his appointment by the Shareholders at the EGM. His term of office will expire upon the conclusion of the term of the third session of the Board, and he shall be eligible for re-election upon the expiry of his term.

Mr. Mao will not receive any remuneration from the Company.

To the knowledge of the directors of the Company and save as disclosed in this circular, Mr. Mao has not held any directorship in any other public companies whose securities are listed on any securities market in China, Hong Kong or overseas in the past three years. He has no relationship with any director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company, nor does he hold any other position in the Company or its subsidiaries. As at the date of this circular and to the knowledge and belief of the directors of the Company, Mr. Mao has no interest in the shares of the Company or its associated corporations as defined under Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information relating to the appointment of Mr. Mao that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, nor are there any other matters that need to be brought to the attention of the Shareholders.

This resolution has been considered and passed at the Board meeting of the Company held on August 29, 2025, and is now submitted to the EGM for consideration.

2. To elect Ms. Zheng Huan as a non-executive director of the Company

Reference is made to the announcement of the Company dated August 29, 2025 in relation to, among other things, changes of executive director and non-executive director. Upon the approval and recommendation of the nomination committee of the Board, the Board has proposed the appointment of Ms. Zheng Huan ("**Ms. Zheng**") as a non-executive director, which is subject to the approval at the EGM.

The biographical details of Ms. Zheng are as follows:

Ms. Zheng Huan, aged 49, holds a Master's degree in Business Administration. Since July 2024, Ms. Zheng has served as deputy general manager of the Asset Operation Department III of Shanghai Guosheng (Group) Co., Ltd. (上海國盛(集團)有限公司). From January 2008 to February 2019, Ms. Zheng held various positions at Shanghai Industrial Investment (Group) Co., Ltd. (上海工業投資(集團)有限公司), including assistant to the general manager, deputy general manager, and general manager of the asset management department, as well as office director. From February 2019 to July 2024, she served as deputy general manager of the international business department of Shanghai Guosheng (Group) Co., Ltd. Ms. Zheng served as director, and director and chief financial officer of Shanghai Group Australia Pty Ltd successively from January 2008 to September 2019. She served as supervisor of Shanghai Optical Communication Development Co., Ltd. (上海光通信發展股份有限公司) from August 2011 to January 2014, supervisor and director of Shanghai Tianma Organic Light Emitting Display Technology Co., Ltd. (上海天馬有機發光顯示技術有限公司) successively from April 2013 to January 2018, and director of Shanghai Pressing Steel Plate Processing Co., Ltd. (上海普瑞信鋼板製造有限公司) from February 2015 to December 2020.

Ms. Zheng will enter into a service contract with the Company upon approval of her appointment by the Shareholders at the EGM. Her term of office will expire upon the conclusion of the term of the third session of the Board, and she shall be eligible for re-election upon the expiry of her term.

Ms. Zheng will not receive any remuneration from the Company.

To the knowledge of the directors of the Company and save as disclosed in this circular, Ms. Zheng has not held any directorship in any other public companies whose securities are listed on any securities market in China, Hong Kong or overseas in the past three years. She has no relationship with any director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company, nor does she hold any other position in the Company or its subsidiaries. As at the date of this circular and to the knowledge and belief of the directors of the Company, Ms. Zheng has no interest in the shares of the Company or its associated corporations as defined under Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed above, there is no other information relating to the appointment of Ms. Zheng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, nor are there any other matters that need to be brought to the attention of the Shareholders.

This resolution has been considered and passed at the Board meeting of the Company held on August 29, 2025, and is now submitted to the EGM for consideration.

Special Resolutions:

3. To grant a mandate for capital management

In order to broaden the Company's financing channels and enhance the efficiency of its day-to-day fund management, and taking into account the actual circumstances of the Company, the following fund management authorisation is proposed for consideration in accordance with the relevant laws and regulations, the Articles of Association and the relevant rules and procedures:

I. Total Debt Financing Limit

It is proposed that the EGM approve that the Company and its subsidiaries obtain financing within a limit where the total outstanding balance of debt financing in domestic and overseas capital markets, domestic and overseas loans and other financing instruments shall not exceed 550% (inclusive) of the net assets of the Company as at the end of the most recent period (excluding perpetual debt financing instruments).

II. Debt Financing in Domestic and Foreign Capital Markets

To effectively carry out debt financing, it is proposed that the EGM approve that the Company and its subsidiaries obtain debt financing in domestic and overseas capital markets within the total debt financing limit, with the financing balance calculated based on the outstanding balance after issuance (including currently issued and outstanding domestic and overseas debt financing products). In the case of issuance in foreign currencies, the balance shall be converted at the central parity exchange rate published by the People's Bank of China on the date of such issuance. In addition, it is proposed that the EGM authorise the Board in respect of matters where the amount exceeds 10% of the net assets of the Company, and approve that the Board may further delegate its authority to the general manager in respect of matters where the amount exceeds 5% but does not exceed 10% of the net assets of the Company. Pursuant to the relevant laws and regulations, within the above-mentioned limits, framework and principles and in the principle of maximising the interests of the Company, the Board or the general manager

shall be authorised to, having regard to market conditions and the Company's financing needs, approve the issuance of debt financing instruments at an appropriate time and determine all matters relating to the Company's debt financing in the domestic and overseas capital markets, including but not limited to:

1. Determining the types of debt financing and formulating and implementing the specific issuance plan in accordance with the national laws and regulations, the requirements and policies of regulatory authorities and the relevant internal resolutions of the Company, and determining the specific matters relating to the issuance and listing of debt financing instruments, including but not limited to: negotiating with the lead underwriters to determine or adjust, based on the needs of the Company and market conditions, the issuer, type of instrument, amount of each instrument, whether to issue in tranches and arrangements for the issuance period and amount of each product within the validity period of the registration notice or regulatory approval, timing of issuance, principal and interest repayment period and method, issuance method, whether to set put option or call option clauses, appointing and engaging intermediaries, underwriting method, pricing method, coupon rate or determination method, detailed use of proceeds, as well as the listing and issuance of debt financing instruments, etc.

   (1) Types of financing instruments: including but not limited to short-term commercial papers, ultra-short-term commercial papers, medium-term notes, long-term medium-term notes with embedded options, private debt financing instruments, corporate bonds, private placement corporate bonds, asset-backed securities/(commercial) papers/plans (including public or private products filed or registered with regulatory authorities such as the Shanghai Stock Exchange, the National Association of Financial Market Institutional Investors, and the National Administration of Financial Regulation), single/pooled asset management plans, project revenue bonds, debt financing plans, Panda bonds/US dollar bonds, Dim Sum bonds, green bonds, as well as other financing instruments permitted under applicable laws and regulations. For the purposes of this resolution, debt financing does not include any conversion clauses.

   For the purposes of this resolution, the asset-backed securities/(commercial) papers/plans refer to structured debt financing instruments of a debt nature issued by the Company or its onshore subsidiaries as the sponsor/originator/credit support provider, in respect of which the underlying assets are not derecognised for accounting purposes, remain on the balance sheet, and the Company continues to bear the credit risk associated with such underlying assets.

   (2) Maturity: The term of corporate debt financing instruments with a fixed maturity shall not exceed 10 years (inclusive of 10 years). Such instruments may be of a single maturity or a mix of multiple maturities.

   (3) Interest rate and related financing costs: The interest rate of the debt financing instruments and the related financing costs, as well as the calculation and payment methods, shall be determined in accordance with market conditions and the relevant regulations.

(4) Issuer and issuance amount: The debt financing instruments shall be issued by the Company or its directly or indirectly controlled subsidiaries, either independently or jointly, as the issuer(s). The amount of any single issuance shall not exceed 10% of the net assets of the Company.

(5) Credit enhancement arrangements: The Company or its subsidiaries, as the financing entity, may provide mortgages or pledges using their own assets. For asset-backed securities/(commercial) papers/plans where the Company acts as the sole issuer or the Company and its subsidiaries act as joint issuers, the Company may act as the deficiency payment obligor to provide a commitment to cover shortfalls in the repayment and other payment obligations arising from the underlying assets constituted by the Company's own assets.

(6) Use of proceeds: The proceeds from the Company's debt financing will be used to meet the Company's business operation needs, adjust the Company's debt structure, supplement the Company's working capital and/or fund project investments. The specific use of proceeds shall be determined based on the funding needs of the Company.

2. Making necessary amendments and adjustments to the issuance plan and the relevant issuance documents in response to the opinions of regulatory authorities and/or changes in market conditions.

3. Representing the Company in negotiations related to the issuance and listing of debt financing products; approving, executing, amending, and finalizing all agreements and documents pertaining to the Company's debt financing, credit facility agreements, and credit enhancement arrangements; and conducting relevant information disclosures in compliance with applicable laws, regulations, and rules.

4. Making corresponding adjustments to matters relating to the Company's debt financing based on the opinions of regulatory authorities, changes in policies or market condition, or deciding whether to proceed with all or part of the Company's debt financing in light of actual circumstances, except for matters which are required to be re-submitted to the EGM or the Board for approval in accordance with the relevant laws, regulations and the Articles of Association.

5. Taking all necessary actions and deciding on other specific matters related to issuance and listing.

III. Domestic and Foreign Loans and Other Financing Matters

It is proposed that the EGM approve that the Company and its subsidiaries may apply to banks and non-bank institutions for loans and other financing instruments with outstanding balances, provided that the outstanding balance of domestic and foreign loans and other lending instruments shall not exceed the total debt financing limit. In addition, it is proposed that the EGM authorise the Board in respect of matters where the amount exceeds 10% of the net assets of the Company, and approve that the Board may further delegate its authority to the general manager in respect of matters where the amount exceeds 5% but does not exceed 10% of the net assets of the Company to, within the above-mentioned limit, framework and principles and in the principle of maximising the interests of the Company, decide on matters relating to loans

and other financing matters of the Company (including but not limited to specific amounts, maturities, interest rates and purposes), and to sign the relevant agreements and documents, including but not limited to:

1. Types of financing instruments: including bank loans, syndicated loans, loans from non-bank institutions, papers (including but not limited to commercial papers) and other financing instruments permitted under applicable laws, regulations and by the regulatory authorities.

2. Amount of financing: To be determined based on the actual funding needs of the Company and its subsidiaries, provided that the credit facility under any single credit/financing agreement shall not exceed the equivalent of RMB10 billion (inclusive), and the amount of any single drawdown shall not exceed 5% (inclusive) of the net assets of the Company.

3. Financing interest rate: The specific financing interest rate and its calculation and payment method shall be determined through negotiation based on market conditions at the time of contract execution and the relevant applicable laws and regulations.

4. Financing term: subject to the actual contracts executed.

5. Credit enhancement arrangements: The Company and its subsidiaries may provide credit enhancement arrangements such as mortgage or pledge of their own assets for their own financing.

IV. Delegation of Authority

It is proposed that the EGM authorise the Board and approve that the Board may further authorise the general manager, in the case where the relevant financing has been approved, to delegate the following authority as required for daily management:

Authorised persons: other senior management personnel;

Scope of authorisation: handling matters relating to credit facility applications, borrowings, credit enhancement arrangements, as well as regulatory approvals, filings and other related procedures, and signing the relevant documents.

V. Validity Period

The validity period for the above matters requiring approval/authorisation by the EGM shall be 12 months from the date of approval by the EGM of the Company. If the Board or its authorised persons have decided on the relevant corporate fund management matters within the validity period, and if the Company has also obtained approval, permission, filing or registration from regulatory authorities within the validity period (if applicable), then the Company may complete the relevant corporate fund management matters within the validity period confirmed by such approval, permission, filing or registration.

If the above fund management matters are required to undergo information disclosure procedures in accordance with the Articles of Association and the Listing Rules and other relevant regulations, the Company shall fulfil the corresponding disclosure obligations in accordance with the relevant requirements.

4. To amend the Articles of Association, Rules of Procedure for the Shareholders' General Meeting and Rules of Procedure for the Board of Directors

Reference is made to the announcement of the Company dated August 29, 2025 in relation to, among other things, the proposed amendments to the Articles of Association, the Rules of Procedure for the Shareholders' General Meeting and the Rules of Procedure for the Board of Directors.

On July 1, 2024, the revised Company Law of the People's Republic of China (the "**new Company Law**") officially took effect. In March 2025, the China Securities Regulatory Commission (the "**CSRC**") revised the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and other relevant regulations in order to implement the requirements of the new Company Law and other applicable provisions. In accordance with the Company Law of the People's Republic of China and other applicable laws, regulations, and regulatory requirements, and taking into consideration its actual circumstances, the Company proposes to amend the relevant provisions of the Articles of Association and their appendices, including the Rules of Procedure for the Shareholders' General Meeting and the Rules of Procedure for the Board of Directors (the "**Proposed Amendments**").

The Proposed Amendments mainly include the following:

(1) revision of all references to "股東大會" to "股東會" throughout the Chinese version in accordance with the new Company Law;

(2) abolition of the Board of Supervisors and the position of supervisor, with the Audit Committee under the Board of Directors assuming the functions and powers of the Board of Supervisors under the Company Law pursuant to the requirements of the laws, regulations and regulatory rules mentioned above;

(3) enhancement of provisions relating to Party and Party-building work; and

(4) other compliance and regulatory modifications.

Save for the above amendments, other provisions of the Articles of Association and their appendices, including the Rules of Procedure for the Shareholders' General Meeting and the Rules of Procedure for the Board of Directors, remain unchanged. The Proposed Amendments are subject to the approval of the Shareholders at the EGM, the proposed authorization at the EGM to the Board of Directors, which will then delegate to the management of the Company the authority to complete the filing procedures for the amendments to the Articles of Association with the relevant regulatory authorities and to make textual adjustments and modifications to the Articles of Association based on the opinions of the relevant regulatory authorities, and the publication of the same on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Hong Kong Listing Rules (as amended from time to time).

Details of the proposed amendments are set out in Appendix I to this circular.

This resolution has been considered and passed at the Board meeting of the Company held on August 29, 2025, and is now submitted to the EGM for consideration.

5. To abolish the Board of Supervisors

Reference is made to the announcement of the Company dated August 29, 2025 in relation to, among other things, the abolition of the Board of Supervisors.

On July 1, 2024, the revised Company Law of the People's Republic of China (the "**new Company Law**") officially took effect.

In March 2025, the China Securities Regulatory Commission (the "**CSRC**") revised the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and other relevant regulations in order to implement the requirements of the new Company Law and other applicable provisions. In accordance with the Company Law of the People's Republic of China and other applicable laws, regulations, and regulatory requirements, and taking into consideration its actual circumstances, the Company proposes to abolish the Board of Supervisors and the position of supervisor, with the Audit Committee under the Board of Directors assuming the relevant functions and powers. The Rules of Procedure for the Board of Supervisors of Haitong Unitrust International Financial Leasing Co., Ltd. (the "**Rules of Procedure for the Board of Supervisors**") and other provisions relating to the Board of Supervisors and supervisors shall accordingly become null and void.

This resolution has been considered and passed at the Board meeting of the Company held on August 29, 2025, and is now submitted to the EGM for consideration.

III. The EGM

Enclosed is the proxy form for the EGM.

If you intend to appoint a proxy to attend the EGM, you are required to complete the enclosed proxy form in accordance with the instructions printed thereon. The proxy form should be returned to Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for H Shareholders, or to the Company's Registered Office (No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC) for Domestic Shareholders in any event not less than 24 hours before the time designated for holding the EGM or any adjournment thereof in person or by post. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

For the purpose of determining the entitlement of Shareholders to attend the EGM, the register of members of the Company will be closed from Tuesday, September 23, 2025 to Friday, September 26, 2025 (both dates inclusive). To attend the EGM, the Shareholders shall, before 4:30 p.m. on Monday, September 22, 2025, submit the share transfer documents and the relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's Registered Office, at No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC for Domestic Shareholders. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM is on Friday, September 26, 2025.

IV. Voting by Poll

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions proposed at the EGM will be voted by poll.

V. Recommendations

The Board considers that all resolutions to be proposed at the EGM are in the interests of the Company and its Shareholders as a whole. As such, the Board recommends you to vote in favor of all resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board of Directors
Haitong Unitrust International Financial Leasing Co., Ltd.
ZHOU Jianli
Executive Director and General Manager

Comparison Table for the Amendments to the Articles of Association

Original Article	Amended Article
Article 6 The Company formulated these Articles of Association (the "Articles") in accordance with the Company Law and other relevant PRC laws and administrative regulations. The Articles are the code of conduct of the Company and will become effective on the date on which they are passed at a shareholders' general meeting by special resolution and supersede the articles of association originally filed with the company registration authority. The Articles shall be the legally binding document regulating the structure and conduct of the Company, and the rights and obligations between the Company and its shareholders, and among shareholders, from the date when it becomes effective.	Article 6 The Company formulated these Articles of Association (the "Articles") in accordance with the Company Law and other relevant PRC laws and administrative regulations. The Articles are the code of conduct of the Company and will become effective on the date on which they are passed at a shareholders' general meeting by special resolution and supersede the articles of association originally filed with the company registration authority. The Articles shall be the legally binding document regulating the structure and conduct of the Company, and the rights and obligations between the Company and its shareholders, and among shareholders, from the date when it becomes effective.
Article 7 The Company shall, in accordance with the provisions of the Constitution of the Chinese Communist Party, establish the organizations of the Chinese Communist Party and carry out party activities. The Company shall provide necessary conditions for the activities of the party organizations.	Article 7 ~~**The Company shall, in accordance with the provisions of the Constitution of the Chinese Communist Party, establish the organizations of the Chinese Communist Party and carry out party activities. The Company shall provide necessary conditions for the activities of the party organizations.**~~

Original Article	Amended Article
The party organizations are an organic part of corporate governance structure. The party organizations shall carry out work with a focus on production and operation, play the role as a battle fortress, participate in the decision-making of significant issues of the Company, conduct research and review of significant matters of the Company, and timely report significant situations to party organizations at higher levels.	~~**The party organizations are an organic part of corporate governance structure. The party organizations shall carry out work with a focus on production and operation, play the role as a battle fortress, participate in the decision-making of significant issues of the Company, conduct research and review of significant matters of the Company, and timely report significant situations to party organizations at higher levels.**~~ **In accordance with the Constitution of the Communist Party of China, the Company Law of the People's Republic of China, the Regulations on the Work of the Communist Party of China for its Grassroots Organizations at State-Owned Enterprises (Trial) and other relevant provisions, the Company shall establish organizations of the Communist Party of China, set up Party work institutions, allocate a certain proportion of full-time or part-time Party affairs staff, ensure funding for Party organization activities, and provide necessary conditions for the activities of Party organizations. The Company's Party Committee shall play a leadership role by setting the direction, overseeing the overall situation, and ensuring effective implementation. The board of directors shall make decisions on major matters of the Company. For major business and management matters, particularly those involving national macroeconomic regulation, national development strategies, or national security, the Company's Party Committee shall be consulted in advance.**
Article 8 The Articles shall be binding on the Company and its shareholders, directors, supervisors, general manager and other senior management. The aforementioned person(s) may assert claims in respect of the affairs of the Company in accordance with the Articles.	Article 8 The Articles shall be binding on the Company and its shareholders, directors, ~~**supervisors,**~~ general manager and other senior management. The aforementioned person(s) may assert claims in respect of the affairs of the Company in accordance with the Articles.

Original Article	Amended Article
Article 10 The Company may invest in other limited liability companies, joint stock limited companies or other entities, and the Company's liabilities to an investee company shall be limited to the capital contribution to such investee company. The Company shall not become a shareholder with unlimited liability of any other profit-making bodies. Unless otherwise specified by the law, the Company shall not become a capital contributor that shall be jointly liable for the debts of the enterprises in which the Company invests.	Article 10 The Company may invest in other limited liability companies, joint stock limited companies or other entities, and the Company's liabilities to an investee company shall be limited to the capital contribution to such investee company. The Company shall not become a shareholder with unlimited liability of any other profit-making bodies. ~~**Unless otherwise specified by the law,**~~ **Where the provisions of the law specify that** the Company shall not become a capital contributor that shall be jointly liable for the debts of the enterprises in which the Company invests**, such provisions shall prevail**.
Article 13 The business scope of the Company shall be subject to the items approved by the company registration authority. The scope of business of the Company includes: financial leasing, leasing, purchase of onshore and offshore leasing properties, processing and maintenance of the residual value of leasing properties, consultation and guarantee of leasing transactions, and commercial factoring business related to its principal business. (Approval from relevant regulatory authorities shall be obtained, if so required by the laws.)	Article 13 ~~**The business scope of the Company shall be subject to the items approved by the company registration authority.**~~ The scope of business of the Company includes: financial leasing, leasing, purchase of onshore and offshore leasing properties, processing and maintenance of the residual value of leasing properties, consultation and guarantee of leasing transactions, and commercial factoring business related to its principal business. (Approval from relevant regulatory authorities shall be obtained, if so required by the laws.)

Original Article	Amended Article
Article 14 The Company may establish subsidiaries, branches, representative offices and offices in accordance with its business development needs. The Company may, subject to the approval of the relevant government authorities, adjust the scope or mode of operation according to its business development needs, and establish subsidiaries (whether wholly-owned or not) and/or branches in overseas and Hong Kong Special Administrative Region ("Hong Kong"), Macau Special Administrative Region ("Macau") and Taiwan.	Article 14 The Company may establish subsidiaries, branches, representative offices and offices in accordance with its business development needs. The Company may~~, subject to the approval of the relevant government authorities,~~ adjust the scope or mode of operation according to its business development needs, and establish subsidiaries (whether wholly-owned or not) and/or branches in overseas and Hong Kong Special Administrative Region ("Hong Kong"), Macau Special Administrative Region ("Macau") and Taiwan **of China**. **For items in the business scope that require approval under laws or administrative regulations, approval shall be obtained in accordance with the law.**
None	**Chapter 3 Party Organization**
None	**Article 15 Institutional Setup. The Company shall establish a Party Committee with a term of office generally lasting five (5) years. The Party Committee shall include one (1) Secretary, one (1) to two (2) Deputy Secretaries, and several other members. The Secretary of the Discipline Inspection Committee shall be a member of the Party Committee. The roles of Party Committee Secretary and chairman of the board of directors shall be generally held by the same individual.** **The Company shall establish work institutions related to Party building based on actual needs. Such institutions may operate jointly with other Company management bodies with similar functions. The management of leadership personnel and the construction of primary-level Party organizations shall generally be the responsibility of a single management body; if they fall under two different bodies, they shall be overseen by the same member of the leadership team.**

Original Article	Amended Article
	In accordance with the Constitution of the Communist Party of China, the Regulations on the Work of the Communist Party of China for its Grassroots Organizations at State-Owned Enterprises (Trial) and other internal Party regulations, the Company shall establish primary-level Party organizations in each of its grassroots units.
None	**Article 16 Duties and Authorities. The Company's Party Committee shall exercise leadership by setting the direction, overseeing the overall situation, and ensuring effective implementation. It shall deliberate on and decide on major matters of the Company in accordance with the Constitution of the Communist Party of China, the Regulations on the Work of the Communist Party of China for its Grassroots Organizations at State-Owned Enterprises (Trial), and other relevant provisions.** **Each primary-level Party organization shall perform its corresponding duties and carry out related work pursuant to the Constitution of the Communist Party of China, the Regulations on the Work of the Communist Party of China for its Grassroots Organizations at State-Owned Enterprises (Trial), and the arrangements of the Company's Party Committee.**

Original Article	Amended Article
None	**Article 17 Operating Mechanism. The Company shall adhere to the leadership system of "mutual entry and cross appointment," under which eligible members of the Party Committee may, through statutory procedures, join the board of directors or the management team. Conversely, eligible Party-member directors or executives may join the Party Committee in accordance with relevant regulations and procedures. The Party Committee shall implement a system combining collective leadership with individual responsibility. Members of the Party Committee who serve on the board of directors or in the management team must carry out the decisions of the Party Committee. Research and discussion by the Party Committee shall be a prerequisite for decision-making on major matters by the board of directors or the management team. Major business and management matters must first be studied and discussed by the Party Committee before decisions are made by the board of directors or the management team.**
None	**Article 18 Fundamental Support. The Company shall staff a certain proportion of full-time or part-time Party affairs personnel and facilitate mutual exchange between Party affairs personnel and other management personnel. The Company shall also ensure funding for Party organization activities and establish and make good use of Party organization activity venues.**
Article 15 Shares of the Company shall be represented by share certificates. All shares issued by the Company shall be stocks with a nominal value of one Renminbi each (RMB1.00). The "Renminbi" referred to in the preceding paragraph means the legal currency of the People's Republic of China.	Article ~~15~~**19** Shares of the Company shall be represented by share certificates. All **par value** shares issued by the Company shall be stocks with a nominal value of one Renminbi each (RMB1.00). The "Renminbi" referred to in the preceding paragraph means the legal currency of the People's Republic of China.

Original Article	Amended Article
Article 16 The Company shall issue its shares under the principles of openness, fairness and justice, and each share of the same class shall rank pari passu. The terms and price per share of the same class in the same issue shall be the same; and every share subscribed by any entity or individual in the same issue shall have the same price.	Article ~~16~~**20** The Company shall issue its shares under the principles of openness, fairness and justice, and each share of the same class shall rank pari passu. The terms and price per share of the same class in the same issue shall be the same; and every share subscribed by ~~**any entity or individual in the same issue**~~ **subscribers** shall have the same price.
Article 24 The Company may, based on its business and development requirements, approve the increase of its capital pursuant to the Articles. The Company may increase its capital by the following methods: (1) public offering of shares; (2) non-public offering of shares; (3) grant of bonus shares to its existing shareholders; (4) capitalization of capital reserves; (5) other methods stipulated in the laws and administrative regulations and approved by the relevant securities regulatory authorities. After obtaining the approval required by the Articles and the listing rules of the place where the shares are listed, the Company may issue new shares pursuant to the procedures stipulated under the applicable laws and administrative regulations of the People's Republic of China and the listing rules of place where the shares are listed.	Article ~~24~~**28** The Company may, based on its business and development requirements, approve the increase of its capital pursuant to the Articles. The Company may increase its capital by the following methods: (1) ~~**public**~~ offering of shares **to unspecified persons**; (2) ~~**non-public**~~ offering of shares **to specified persons**; (3) grant of bonus shares to its existing shareholders; (4) capitalization of capital reserves; (5) other methods stipulated in the laws and administrative regulations and approved by the relevant securities regulatory authorities. After obtaining the approval required by the Articles and the listing rules of the place where the shares are listed, the Company may issue new shares pursuant to the procedures stipulated under the applicable laws and administrative regulations of the People's Republic of China and the listing rules of place where the shares are listed.

Original Article	Amended Article
Article 26 The Company may not purchase its own shares, except in the following circumstances:	Article ~~26~~30 The Company may not purchase its own shares, except in the following circumstances:
(1) reducing its registered capital;	(1) reducing its registered capital;
(2) merging with other company which holds its shares;	(2) merging with other company which holds its shares;
(3) using shares for employees stock ownership plan or equity incentives;	(3) using shares for employees stock ownership plan or equity incentives;
(4) acquiring its own shares at the request of its shareholders who vote in a shareholders' general meeting against a resolution regarding a merger or division;	(4) acquiring its own shares at the request of its shareholders who vote in a shareholders' general meeting against a resolution regarding a merger or division;
(5) using shares for converting convertible corporate bonds issued by the Company;	(5) using shares for converting convertible corporate bonds issued by the Company;
(6) for the purpose of protecting the corporate value and the rights and interests of shareholders of the Company when necessary;	(6) for the purpose of protecting the corporate value and the rights and interests of shareholders of the Company when necessary;
(7) other circumstances as permitted by the laws, administrative regulations and authorization of any securities regulatory authority of the place where the shares of the Company are listed.	(7) other circumstances as permitted by the laws, administrative regulations and authorization of any securities regulatory authority of the place where the shares of the Company are listed.
Purchase of the Company's shares can be carried out in a public and centralized manner, or in other ways recognized by the laws, administrative regulations, the CSRC and the Listing Rules. Purchase of the Company's shares in the circumstances stipulated in items (3), (5) and (6) of the first paragraph of this Article shall be carried out in a public and centralized manner.	Purchase of the Company's shares can be carried out in a public and centralized manner, or in other ways recognized by the laws, administrative regulations, the CSRC and the Listing Rules. Purchase of the Company's shares in the circumstances stipulated in items (3), (5) and (6) of the first paragraph of this Article shall be carried out in a public and centralized manner.

Original Article	Amended Article
A company purchasing its own shares under any of the circumstances set forth in items (1) and (2) of the first paragraph of this Article shall be subject to a resolution of the shareholders' general meeting; and a company purchasing its own shares under any of the circumstances set forth in items (3), (5) and (6) of the first paragraph of this Article shall be subject to a resolution of a meeting of the board of directors at which more than two-thirds of directors are present. After purchasing its own shares in accordance with these requirements, a company shall, under the circumstance set forth in item (1) of this Article, cancel them within ten (10) days after the purchase; while under the circumstance set forth in either item (2) or (4), transfer or cancel them within six (6) months; and while under the circumstance set forth in item (3), (5) or (6), aggregately hold not more than ten percent (10%) of the total shares that have been issued by the company, and transfer or cancel them within three (3) years. If there is any provision imposed by any securities regulatory authority of the place where the shares of the Company are listed in respect of share repurchase, such provision shall also be complied with.	A company purchasing its own shares under any of the circumstances set forth in items (1) and (2) of the first paragraph of this Article shall be subject to a resolution of the shareholders' general meeting; and a company purchasing its own shares under any of the circumstances set forth in items (3), (5) and (6) of the first paragraph of this Article shall be subject to a resolution of a meeting of the board of directors at which more than two-thirds of directors are present. After purchasing its own shares in accordance with these requirements, a company shall, under the circumstance set forth in item (1) of this Article, cancel them within ten (10) days after the purchase; while under the circumstance set forth in either item (2) or (4), transfer or cancel them within six (6) months; and while under the circumstance set forth in item (3), (5) or (6), aggregately hold not more than ten percent (10%) of the total shares that have been issued by the company, and transfer or cancel them within three (3) years. If there is any provision imposed by any securities regulatory authority of the place where the shares of the Company are listed in respect of share repurchase, such provision shall also be complied with.
Article 28 The Company shall not accept any of its shares as a security under a pledge.	Article **~~28~~32** The Company shall not accept any of its shares as a security under a pledge.
Article 29 The Company shall establish a register of shareholders in accordance with certificates from the share registrar. The register of shareholders is sufficient evidence of the Shareholders' shareholdings in the Company. A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.	Article **~~29~~33** The Company shall establish a register of shareholders in accordance with certificates from the **~~share registrar~~** **securities registration and clearing institution**. The register of shareholders is sufficient evidence of the Shareholders' shareholdings in the Company. A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

Original Article	Amended Article
Article 32 The shareholders of the Company shall be entitled to the following rights:	Article ~~32~~**36** The shareholders of the Company shall be entitled to the following rights:
(1) the right to dividends and other distributions in proportion to the number of shares held;	(1) the right to dividends and other distributions in proportion to the number of shares held;
(2) the right to propose, convene, preside over, attend or appoint a proxy to attend the shareholders' general meetings and to exercise the voting right in accordance with the law;	(2) the right to propose **to hold**, convene, preside over, attend or appoint a proxy to attend the shareholders' general meetings and to exercise the **corresponding** voting right in accordance with the law;
(3) the right to supervise and manage the business activities of the Company and to provide suggestions or raise inquiries;	(3) the right to supervise and manage the business activities of the Company and to provide suggestions or raise inquiries;
(4) the right to transfer, bestow or pledge shares held by them in accordance with the requirements under the laws, administrative regulations and the Articles;	(4) the right to transfer, bestow or pledge shares held by them in accordance with the requirements under the laws, administrative regulations and the Articles;
(5) the right to inspect the Articles, register of members, counterfoil of company debentures, minutes of shareholders' general meetings, resolutions of meetings of the board of directors, resolutions of meetings of the board of supervisors and financial and accounting reports;	(5) the right to inspect **and copy** the Articles, ~~**register of members, counterfoil of company debentures,**~~ minutes of shareholders' general meetings, resolutions of meetings of the board of directors, ~~**resolutions of meetings of the board of supervisors**~~ and financial and accounting reports**. Shareholders who meet the relevant requirements may inspect the Company's accounting books and accounting vouchers**;
(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company on pro rata basis based on their shareholdings;	(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company on pro rata basis based on their shareholdings;
(7) with respect to shareholders who object to any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;	(7) with respect to shareholders who object to any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;

Original Article	Amended Article
(8) in case of the shareholders individually or collectively holding not less than 3% (three percent) of the total shares of the Company, the right to propose provisional resolution in writing to the board of directors ten (10) days before the date of the shareholders' general meeting;	(8) in case of the shareholders individually or collectively holding not less than ~~3~~**1**% (~~**three**~~ **one** percent) of the total shares of the Company, the right to propose provisional resolution in writing to the board of directors ten (10) days before the date of the shareholders' general meeting;
(9) inspection of the register of shareholders and the branch register of members in Hong Kong of the Company, but the Company may close the register of shareholders according to provisions equivalent to Section 632 of the Companies Ordinance (Cap. 622, Laws of Hong Kong);	(9) inspection of the register of shareholders and the branch register of members in Hong Kong of the Company, but the Company may close the register of shareholders according to provisions equivalent to Section 632 of the Companies Ordinance (Cap. 622, Laws of Hong Kong);
(10) other rights conferred by the laws, administrative regulations and the Articles.	(10) other rights ~~**conferred**~~ **provided** by the laws, administrative regulations and the Articles.
If a shareholder requests to inspect or obtain the information as mentioned in the preceding paragraph, he/she shall provide a written proof to indicate the class and number of the shares held. After the verification of the identity of the shareholder, the Company shall provide such information at the request of the shareholder.	**Shareholders who request to inspect or copy relevant materials of the Company shall comply with the provisions of the Company Law and other applicable laws and administrative regulations.** ~~**If a shareholder requests to inspect or obtain the information as mentioned in the preceding paragraph, he/she shall provide a written proof to indicate the class and number of the shares held. After the verification of the identity of the shareholder, the Company shall provide such information at the request of the shareholder.**~~
Article 33 The shareholders of the Company shall assume the following obligations:	Article ~~**33**~~**37** The shareholders of the Company shall assume the following obligations:
(1) to abide by the laws, administrative regulations and the Articles;	(1) to abide by the laws, administrative regulations and the Articles;
(2) to pay subscription fees according to the number of shares subscribed and the method of subscription;	(2) to pay subscription fees according to the number of shares subscribed and the method of subscription;
(3) not to withdraw the contributed capital unless required by the laws and regulations;	(3) not to withdraw the contributed capital unless required by the laws and regulations;
(4) other obligations imposed by the laws, administrative regulations and the Articles.	(4) other obligations imposed by the laws, administrative regulations and the Articles.

Original Article	Amended Article
Article 34 The shareholders' general meeting is the governing body of the Company, and shall exercise the following functions and powers in accordance with the laws:	Article ~~34~~**38** The shareholders' general meeting is the governing body of the Company, and shall exercise the following functions and powers in accordance with the laws:
(1) to decide on the operating policies and investment plans of the Company;	(1) to decide on the operating policies and investment plans of the Company;
(2) to elect and replace directors, and to determine the remuneration of the relevant directors;	(2) to elect and replace directors **who are not employee representatives**, and to determine the remuneration of the relevant directors;
(3) to elect and replace shareholder representative supervisors, and to determine the remuneration of the relevant supervisors;	~~**(3) to elect and replace shareholder representative supervisors, and to determine the remuneration of the relevant supervisors;**~~
(4) to consider and approve the reports of the board of directors;	~~**(4)**~~ **(3)** to consider and approve the reports of the board of directors;
(5) to consider and approve the reports of the board of supervisors;	~~**(5) to consider and approve the reports of the board of supervisors;**~~
(6) to consider and approve the proposed annual financial budgets and final accounts of the Company;	~~**(6)**~~ **(4)** to consider and approve the proposed annual financial budgets and final accounts **and annual reports** of the Company;
(7) to consider and approve the profit distribution plans and loss recovery plans of the Company;	~~**(7)**~~ **(5)** to consider and approve the profit distribution plans and loss recovery plans of the Company;
(8) to adopt resolutions on any increase or reduction of the registered capital of the Company;	~~**(8)**~~ **(6)** to adopt resolutions on any increase or reduction of the registered capital of the Company;
(9) to adopt resolutions on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;	~~**(9)**~~ **(7)** to adopt resolutions on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;
(10) to adopt resolutions on the issuance of bonds by the Company;	~~**(10)**~~ **(8)** to adopt resolutions on the issuance of bonds by the Company;
(11) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firm;	~~**(11)**~~ **(9)** to adopt resolutions on the appointments **or** dismissals ~~**or non-reappointments**~~ of accounting firm **which conducts auditing of the Company**;

Original Article	Amended Article
(12) to change the scope of business and amend the Articles;	~~(12)~~ **(10)** to change the scope of business and amend the Articles;
(13) to consider and approve proposals made by shareholders representing not less than three percent (3%) (including 3%) of the voting shares of the Company separately or in aggregate;	~~(13)~~ **(11)** to consider and approve proposals made by shareholders representing not less than ~~three~~ **one** percent (~~3~~**1**%) (including ~~3~~**1**%) of the voting shares of the Company separately or in aggregate;
(14) to consider and approve acquisition or disposal of any material asset, or any guarantee with an amount exceeding 30% of the latest audited total assets of the Company within one year;	~~(14)~~ **(12)** to consider and approve acquisition or disposal of any material asset, or any guarantee **to be provided to others** with an amount exceeding 30% of the latest audited total assets of the Company within one year;
(15) to consider and approve any single acquisition or disposal of any asset, or any single investment or loan with an amount equal to or exceeding ten present (10%) of the latest net assets of the Company;	~~(15)~~ **(13)** to consider and approve any single acquisition or disposal of any asset, or any single investment or loan with an amount equal to or exceeding ten present (10%) of the latest net assets of the Company;
(16) to consider and approve the entering into of any single connected transaction (as defined in the Listing Rules) or any single external guarantee with an amount equal to or exceeding ten present (10%) of the latest net assets of the Company;	~~(16)~~ **(14)** to consider and approve the entering into of any single connected transaction (as defined in the Listing Rules) or any single external guarantee with an amount equal to or exceeding ten present (10%) of the latest net assets of the Company;
(17) to establish, acquire or invest in any operating institutions;	~~(17)~~ **(15)** to establish, acquire or invest in any operating institutions;
(18) to consider and approve share incentive scheme;	~~(18)~~ **(16)** to consider and approve share incentive scheme;
(19) to determine other matters to be resolved by the shareholders' general meeting as provided by the laws, administrative regulations, listing rules of the stock exchange(s) where the shares of the Company are listed and the Articles.	~~(19)~~ **(17)** to determine other matters to be resolved by the shareholders' general meeting as provided by the laws, administrative regulations, listing rules of the stock exchange(s) where the shares of the Company are listed and the Articles.

Original Article	Amended Article
For matters to be decided at the shareholders' general meeting as prescribed by the laws, administrative regulations and the Articles, such matters have to be reviewed at the shareholders' general meeting so as to ensure that the shareholders of the Company have a right to decide over those matters. When it is deemed necessary and reasonable, in relation to resolutions that have been made but their relevant specific matters cannot be decided upon during the shareholders' general meeting, the shareholders' general meeting may authorize the board of directors to decide upon such matters within the scope of authorization by the shareholders' general meeting. For any acquisition or disposal of asset, investment, loan, connected transaction or external guarantee subject to consideration and approval of the shareholders' general meeting, the shareholders' general meeting may, insofar as such authorization is permitted by the laws and regulations, change the threshold percentage by resolution and/or grant a general mandate to the board of directors to conduct the transaction within such period or on such terms as approved in the resolution.	For matters to be decided at the shareholders' general meeting as prescribed by the laws, administrative regulations and the Articles, such matters have to be reviewed at the shareholders' general meeting so as to ensure that the shareholders of the Company have a right to decide over those matters. When it is deemed necessary and reasonable, in relation to resolutions that have been made but their relevant specific matters cannot be decided upon during the shareholders' general meeting, the shareholders' general meeting may authorize the board of directors to decide upon such matters within the scope of authorization by the shareholders' general meeting. For any acquisition or disposal of asset, investment, loan, connected transaction or external guarantee subject to consideration and approval of the shareholders' general meeting, the shareholders' general meeting may, insofar as such authorization is permitted by the laws and regulations, change the threshold percentage by resolution and/or grant a general mandate to the board of directors to conduct the transaction within such period or on such terms as approved in the resolution.

Original Article	Amended Article
Article 36 A shareholders' general meeting shall either be an annual general meeting or an extraordinary general meeting. The shareholders' general meetings shall be convened by the board of directors. The annual general meeting is convened once a year and shall be held within six (6) months from the end of the preceding accounting year. Upon the occurrence of any of the following circumstances, the Company shall convene an extraordinary general meeting within two (2) months: (1) when the number of directors falls below the number stipulated in the Company Law or two-thirds (2/3) of the number specified in the Articles; (2) when the unrecovered losses of the Company amount to one-third (1/3) of the total amount of its paid-in share capital; (3) when any shareholder holding not less than ten percent (10%) (including 10%) of the issued and outstanding shares of the Company carrying voting rights requests in writing for the convening of an extraordinary general meeting; (4) when deemed necessary by the board of directors or when requested by the board of supervisors; (5) other circumstances provided by the laws, administrative regulations, departmental rules, securities regulations in the place where the shares of the Company are listed and the Articles.	Article ~~36~~**40** A shareholders' general meeting shall either be an annual general meeting or an extraordinary general meeting. The shareholders' general meetings shall be convened by the board of directors. The annual general meeting is convened once a year and shall be held within six (6) months from the end of the preceding accounting year. Upon the occurrence of any of the following circumstances, the Company shall convene an extraordinary general meeting within two (2) months: (1) when the number of directors falls below the number stipulated in the Company Law or two-thirds (2/3) of the number specified in the Articles; (2) when the unrecovered losses of the Company amount to one-third (1/3) of the total amount of its ~~**paid-in**~~ share capital; (3) when any shareholder **individually or jointly** holding not less than ten percent (10%) (including 10%) of the ~~**issued and outstanding**~~ shares of the Company ~~**carrying voting rights**~~ requests ~~**in writing for the convening of an extraordinary general meeting**~~; (4) when deemed necessary by the board of directors or when requested by the ~~**board of supervisors**~~ **audit committee**; (5) other circumstances provided by the laws, administrative regulations, departmental rules, securities regulations in the place where the shares of the Company are listed and the Articles.

Original Article	Amended Article
Article 37 The shareholders' general meetings shall be convened by the board of directors. Where the board of directors cannot or does not perform its duties to convene a shareholders' general meeting, the board of supervisors shall convene such meeting in a timely manner. If the board of supervisors fails to convene such meeting, shareholders individually or in aggregate holding ten percent (10%) or more of the Company's shares for not less than ninety (90) consecutive days may convene a shareholders' general meeting on their own. The board of directors, or the board of supervisors or shareholders responsible for convening the shareholders' general meeting in accordance with the provisions of the Company Law and the Articles, shall be the convener of the shareholders' general meeting.	Article ~~37~~41 The shareholders' general meetings shall be convened by the board of directors. ~~**Where the board of directors cannot or does not perform its duties to convene a shareholders' general meeting, the board of supervisors shall convene such meeting in a timely manner. If the board of supervisors fails to convene such meeting, shareholders individually or in aggregate holding ten percent (10%) or more of the Company's shares for not less than ninety (90) consecutive days may convene a shareholders' general meeting on their own.**~~ ~~**The board of directors, or the board of supervisors or shareholders responsible for convening the shareholders' general meeting in accordance with the provisions of the Company Law and the Articles, shall be the convener of the shareholders' general meeting.**~~
Article 38 Independent non-executive directors shall have the right to propose to the board of directors to convene an extraordinary general meeting. Regarding the proposal of independent non-executive directors to convene an extraordinary general meeting, the board of directors shall, according to the laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If the board of directors objects to convene the extraordinary general meeting, it shall give the reasons and make an announcement in respect thereof.	Article ~~38~~42 **With the consent of more than half of all independent non-executive directors,** **independent** ~~**Independent**~~ non-executive directors shall have the right to propose to the board of directors to convene an extraordinary general meeting. Regarding the proposal of independent non-executive directors to convene an extraordinary general meeting, the board of directors shall, according to the laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If the board of directors objects to convene the extraordinary general meeting, it shall give the reasons and make an announcement in respect thereof.

Original Article	Amended Article
Article 39 The board of supervisors shall have the right to propose to the board of directors to convene an extraordinary general meeting, and shall submit the proposal to the board of directors in writing. The board of directors shall, according to the laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If there are any changes to the original proposal in the notice, they should be agreed upon by the board of supervisors. If the board of directors objects to convene the extraordinary general meeting or fails to respond within ten (10) days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary general meeting, and the board of supervisors may convene and preside over the meeting by itself.	Article ~~39~~43 The ~~**board of supervisors**~~ **audit committee** shall have the right to propose to the board of directors to convene an extraordinary general meeting, and shall submit the proposal to the board of directors in writing. The board of directors shall, according to the laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If there are any changes to the original proposal in the notice, they should be agreed upon by the ~~**board of supervisors**~~ **audit committee**. If the board of directors objects to convene the extraordinary general meeting or fails to respond within ten (10) days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary general meeting, and the ~~**board of supervisors**~~ **audit committee** may convene and preside over the meeting by itself.

Original Article	Amended Article
Article 40 Shareholders individually or jointly holding not less than ten percent (10%) of shares of the Company are entitled to request the board of directors in writing to convene an extraordinary general meeting. The board of directors shall, according to the laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If there are any changes to the original proposal in the notice, they should be agreed upon by the relevant shareholders. If the board of directors objects to convene the extraordinary general meeting or fails to respond within ten (10) days upon the receipt of the request, shareholders individually or jointly holding not less than ten percent (10%) of shares of the Company may propose to the board of supervisors to convene an extraordinary general meeting and such request shall be proposed to the board of supervisors in written form. If the board of supervisors agrees to convene the extraordinary general meeting, it shall issue a notice of such general meeting within five (5) days upon the receipt of the request. Any changes to the original proposal shall be subject to the consent of related shareholders. If the board of supervisors fails to issue a notice of such general meeting within the specified period, it is regarded that the board of supervisors will not convene and chair a general meeting and shareholders individually or jointly holding ten percent (10%) shares or more of the Company for not less than ninety (90) consecutive days may convene and preside over a general meeting on their own.	Article ~~40~~44 Shareholders individually or jointly holding not less than ten percent (10%) of shares of the Company are entitled to request the board of directors in writing to convene an extraordinary general meeting. The board of directors shall, according to the laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If there are any changes to the original proposal in the notice, they should be agreed upon by the relevant shareholders. If the board of directors objects to convene the extraordinary general meeting or fails to respond within ten (10) days upon the receipt of the request, shareholders individually or jointly holding not less than ten percent (10%) of shares of the Company may propose to the ~~**board of supervisors**~~ **audit committee** to convene an extraordinary general meeting and such request shall be proposed to the ~~**board of supervisors**~~ **audit committee** in written form. If the ~~**board of supervisors**~~ **audit committee** agrees to convene the extraordinary general meeting, it shall issue a notice of such general meeting within five (5) days upon the receipt of the request. Any changes to the original proposal shall be subject to the consent of related shareholders. If the ~~**board of supervisors**~~ **audit committee** fails to issue a notice of such general meeting within the specified period, it is regarded that the ~~**board of supervisors**~~ **audit committee** will not convene and chair a general meeting and shareholders individually or jointly holding ten percent (10%) shares or more of the Company for not less than ninety (90) consecutive days may convene and preside over a general meeting on their own.

Original Article	Amended Article
Article 41 Where the board of supervisors or shareholders decide to convene a shareholders' general meeting on their own, they shall inform the board of directors in writing. The shareholding percentage of the convening shareholders shall not fall below ten percent (10%) prior to the announcement of the resolutions passed at the shareholders' general meeting.	Article 4~~1~~**5** Where the ~~**board of supervisors**~~ **audit committee** or shareholders decide**(s)** to convene a shareholders' general meeting on their own, **it/** they shall inform the board of directors in writing. The shareholding percentage of the convening shareholders shall not fall below ten percent (10%) prior to the announcement of the resolutions passed at the shareholders' general meeting.
Article 42 The board of directors and the board secretary shall cooperate with the shareholders' general meeting convened by the board of supervisors or shareholders themselves. The board of directors will provide a register of shareholders as at the record date.	Article 4~~2~~**6** The ~~**board of supervisors**~~ **audit committee** and the board secretary shall cooperate with the shareholders' general meeting convened by the board of supervisors or shareholders themselves. The board of directors will provide a register of shareholders as at the record date.
Article 43 In the case of a shareholders' general meeting convened by the board of supervisors or by the shareholders themselves, the expenses necessary for the meeting shall be borne by the Company.	Article 4~~3~~**7** In the case of a shareholders' general meeting convened by the ~~**board of supervisors**~~ **audit committee** or by the shareholders themselves, the expenses necessary for the meeting shall be borne by the Company.
Article 45 When the Company convenes the shareholders' general meeting, the board of directors, the board of supervisors and shareholders individually or jointly holding three percent (3%) or more of the shares of the Company shall be entitled to submit proposals to the Company. Shareholders individually or jointly holding three percent (3%) or more of the shares of the Company may submit interim proposals in writing to the convener ten days before the convening of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting within two (2) days upon receipt of the proposal, announcing the content of the interim proposals.	Article 4~~5~~**9** When the Company convenes the shareholders' general meeting, the board of directors, the ~~**board of supervisors**~~ **audit committee** and shareholders individually or jointly holding ~~**three**~~ **one** percent (~~**3**~~**1**%) or more of the shares of the Company shall be entitled to submit proposals to the Company. Shareholders individually or jointly holding ~~**three**~~ **one** percent (~~**3**~~**1**%) or more of the shares of the Company may submit interim proposals in writing to the convener ten days before the convening of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting within two (2) days upon receipt of the proposal, announcing the content of the interim proposals.

Original Article	Amended Article
Except for circumstances provided in the preceding paragraph, the convener, after issuing the notice and announcement of the shareholders' general meeting, shall neither revise the proposals stated in the notice of shareholders' general meetings nor make new proposals. Proposals that are not listed in the notice of the shareholders' general meeting or do not comply with the provisions of Article 44 of the Articles shall not be voted on and a resolution shall not be made by the shareholders' general meeting.	Except for circumstances provided in the preceding paragraph, the convener, after issuing the notice and announcement of the shareholders' general meeting, shall neither revise the proposals stated in the notice of shareholders' general meetings nor make new proposals. Proposals that are not listed in the notice of the shareholders' general meeting or do not comply with the provisions of Article 4**48** of the Articles shall not be voted on and a resolution shall not be made by the shareholders' general meeting.
Article 46 A general meeting shall not decide on any matter not stated in the notice of the meeting.	~~**Article 46 A general meeting shall not decide on any matter not stated in the notice of the meeting.**~~
None	**Article 59 Shareholders or their proxies may attend virtually using technology; shareholders or their proxies may vote electronically.**
Article 56 Where the shareholders' general meeting is convened by the board of directors, the chairman of the board of directors shall preside over and act as the chairman of the meeting. In the event that the chairman of the board of directors is unable to or fails to fulfill the duty thereof, a director shall be jointly elected by not less than half of the directors to preside over the meeting. Where half or more of the directors are unable to elect a director to preside over and act as the chairman of the meeting, the shareholders attending the meeting may elect one person to preside over and act as the chairman of the meeting. If for any reason the shareholders are unable to elect the chairman of the meeting, the attending shareholder holding the largest number of voting shares (including proxies) shall preside over and act as the chairman of the meeting.	Article ~~56~~**60** Where the shareholders' general meeting is convened by the board of directors, the chairman of the board of directors shall preside over and act as the chairman of the meeting. In the event that the chairman of the board of directors is unable to or fails to fulfill the duty thereof, a director shall be jointly elected by ~~**not less**~~ **more** than half of the directors to preside over the meeting. Where ~~**half or**~~ more **than half** of the directors are unable to elect a director to preside over and act as the chairman of the meeting, the shareholders attending the meeting may elect one person to preside over and act as the chairman of the meeting. If for any reason the shareholders are unable to elect the chairman of the meeting, the attending shareholder holding the largest number of voting shares (including proxies) shall preside over and act as the chairman of the meeting.

Original Article	Amended Article
A shareholders' general meeting convened by the board of supervisors shall be chaired by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor elected by not less than half of supervisors shall chair the meeting. A shareholders' general meeting convened by the shareholders themselves shall be chaired by a representative elected by the convening shareholders. When a shareholders' general meeting is held and the chairman of the meeting violates the rules of procedures such that the shareholders' general meeting cannot proceed, a person may be elected to chair and proceed with the meeting, subject to the approval of more than half of the attending shareholders holding voting rights.	A shareholders' general meeting convened by the ~~**board of supervisors**~~ **audit committee** shall be chaired by the chairman of the ~~**board of supervisors**~~ **audit committee**. If the chairman of the ~~**board of supervisors**~~ **audit committee** is unable or fails to perform his/her duties, a ~~**supervisor**~~ **member of the audit committee** elected by ~~**not less**~~ **more** than half of ~~**supervisors**~~ **members of the audit committee** shall chair the meeting. A shareholders' general meeting convened by the shareholders themselves shall be chaired by **the convening shareholders or** a representative elected by the convening shareholders. When a shareholders' general meeting is held and the chairman of the meeting violates the rules of procedures such that the shareholders' general meeting cannot proceed, a person may be elected to chair and proceed with the meeting, subject to the approval of more than half of the attending shareholders holding voting rights.
Article 63 The following matters shall be passed by way of ordinary resolutions at the shareholders' general meeting: (1) the work reports of the board of directors and the board of supervisors; (2) the plans proposed by the board of directors for the distribution of profits and for making up losses; (3) the appointment and removal of the members of the board of directors and members of the board of supervisors (other than employee supervisor(s)) and their remuneration and method of payment thereof; (4) the annual financial budgets and final accounts and annual reports of the Company; (5) other matters other than those required by the laws, administrative regulations or by the Articles to be approved by special resolution.	Article 6~~3~~**7** The following matters shall be passed by way of ordinary resolutions at the shareholders' general meeting: (1) the work reports of the board of directors ~~**and the board of supervisors**~~; (2) the plans proposed by the board of directors for the distribution of profits and for making up losses; (3) the appointment and removal of the members of the board of directors ~~**and members of the board of supervisors**~~ (other than employee ~~**supervisor(s)**~~ **director(s)**) and their remuneration and method of payment thereof; (4) the annual financial budgets and final accounts and annual reports of the Company; (5) other matters other than those required by the laws, administrative regulations or by the Articles to be approved by special resolution.

Original Article	Amended Article
Article 64 The following matters shall be approved by way of special resolutions at the shareholders' general meeting:	Article 6**48** The following matters shall be approved by way of special resolutions at the shareholders' general meeting:
(1) the increase or reduction of registered share capital of the Company and the issue of shares of any class, warrants and other similar securities;	(1) the increase or reduction of registered share capital of the Company and the issue of shares of any class, warrants and other similar securities;
(2) the division, merger, dissolution and liquidation (including voluntary liquidation) and change of the corporate form of the Company;	(2) the division, merger, dissolution and liquidation (including voluntary liquidation) and change of the corporate form of the Company;
(3) acquisition and disposal of any material assets or any guarantee with an amount exceeding thirty percent (30%) of the latest audited total assets of the Company within one year;	(3) acquisition and disposal of any material assets or any guarantee **to be provided to others** with an amount exceeding thirty percent (30%) of the latest audited total assets of the Company within one year;
(4) any share incentive plan;	(4) any share incentive plan;
(5) amendments to the Articles;	(5) amendments to the Articles;
(6) other matters required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles and considered by a shareholders' general meeting, by way of ordinary resolution, to have a substantial impact on the Company and require the approval by special resolution.	(6) other matters required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles and considered by a shareholders' general meeting, by way of ordinary resolution, to have a substantial impact on the Company and require the approval by special resolution.

Original Article	Amended Article
Article 75 Directors of the Company shall be natural persons. A natural person who falls into any of the following circumstances shall not serve as director of the Company: (1) a person who has no or restricted capacity for civil conduct; (2) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialist market economic order and has been punished because of committing such offense where five years have not lapsed following the completion of the implementation of the punishment, or who has been deprived of his/her political rights for committing an offense where five years have not lapsed following such deprivation; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he/she is personally liable for the insolvency of such company or enterprise, where three years have not lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;	Article 7~~5~~**9** Directors of the Company shall be natural persons. A natural person who falls into any of the following circumstances shall not serve as director of the Company: (1) a person who has no or restricted capacity for civil conduct; (2) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialist market economic order and has been punished because of committing such offense~~ where five years have not lapsed following the completion of the implementation of the punishment~~, or who has been deprived of his/her political rights for committing an offense where five years have not lapsed following such deprivation**, or who has been sentenced to probation where two years have not elapsed since the expiration of the probation period**; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he/she is personally liable for the insolvency of such company or enterprise, where three years have not lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;

Original Article	Amended Article
(4) a person who is a former legal representative of a company or enterprise which had its business license revoked or was ordered to cease operation due to violation of the laws and he/she is personally liable, where three years have not lapsed since the date of the revocation of such business license; (5) a person who has a relatively large amount of debt due and outstanding; (6) other contents stipulated by laws, administrative regulations or departmental rules and the rules of the stock exchange on which the shares of the Company are listed. In the case of election, appointment or employment of directors in violation of this Article, such election, appointment or employment shall be null and void. If any of the circumstances specified in this Article occurs during the term of office of a director, the Company shall dismiss him or her from office.	(4) a person who is a former legal representative of a company or enterprise which had its business license revoked or was ordered to cease operation due to violation of the laws and he/she is personally liable, where three years have not lapsed since the date of the revocation of such business license **or order to cease operation**; (5) a person who has a relatively large amount of debt due and outstanding **and has been listed as a discredited person subject to enforcement by the people's court**; (6) other contents stipulated by laws, administrative regulations or departmental rules and the rules of the stock exchange on which the shares of the Company are listed. In the case of election, appointment or employment of directors in violation of this Article, such election, appointment or employment shall be null and void. If any of the circumstances specified in this Article occurs during the term of office of a director, the Company shall dismiss him or her from office.

Original Article	Amended Article
Article 76 Directors shall be elected at the shareholders' general meeting with a term of office of three (3) years. Upon expiry of the term of office, a director may serve consecutive terms if re-elected. Subject to the requirements under the relevant laws and administrative regulations, the Shareholders may remove any director before the expiration of his term of office by ordinary resolution at the shareholders' general meeting (but without prejudice to such director's rights to claim compensation based on any contract). Subject to the laws and regulations of the PRC and other relevant requirements in the Articles, any person appointed by the board of directors to fill the temporary vacancy or as an additional member to the board of directors, shall hold office only until the first annual general meeting of the Company after his/her appointment and shall be eligible for re-election.	Article ~~76~~**80** Directors shall be elected at the shareholders' general meeting with a term of office of three (3) years. Upon expiry of the term of office, a director may serve consecutive terms if re-elected. **When the term of office of a director expires and a new director has not been elected in a timely manner, the original director shall continue to perform his/her duties in accordance with the laws, administrative regulations, departmental rules and the Articles before the newly elected director assumes office.** **The board of directors shall include an appropriate proportion of employee representatives, of which there shall be no less than one (1) employee representative. Non-employee directors shall be elected and removed by the shareholders' general meeting; employee directors shall be elected and removed by the employee representative congress of the Company.** Subject to the requirements under the relevant laws and administrative regulations, the Shareholders may remove any director before the expiration of his term of office by ordinary resolution at the shareholders' general meeting (but without prejudice to such director's rights to claim compensation based on any contract). Subject to the laws and regulations of the PRC and other relevant requirements in the Articles, any person appointed by the board of directors to fill the temporary vacancy or as an additional member to the board of directors, shall hold office only until the first annual general meeting of the Company after his/her appointment and shall be eligible for re-election.

Original Article	Amended Article
Article 77 The directors shall comply with the laws, administrative regulations and the Articles and shall faithfully perform the following obligations to the Company:	Article ~~77~~**81** The directors shall comply with the laws, administrative regulations and the Articles and shall faithfully perform the following obligations to the Company:
(1) not to abuse their authority to accept bribes or other illegal income and not to misappropriate the property of the Company;	(1) not to abuse their authority to **offer or** accept bribes or other illegal income and not to misappropriate the property of the Company;
(2) not to misappropriate the Company's funds;	(2) not to misappropriate the Company's funds;
(3) not to deposit assets or capital of the Company into any accounts which are opened in their own name or in the names of other persons;	(3) not to deposit ~~**assets or**~~ capital of the Company into any accounts which are opened in their own name or in the names of other persons;
(4) not to act in violation of the Articles and lend the Company's capital to others or provide security to others by charging the Company's assets before obtaining consent at the shareholders' general meetings or the board of directors;	~~**(4) not to act in violation of the Articles and lend the Company's capital to others or provide security to others by charging the Company's assets before obtaining consent at the shareholders' general meetings or the board of directors;**~~
(5) not to enter into contracts or transactions with the Company in violation of the Articles or before obtaining consent at the shareholders' general meeting;	~~**(5)**~~ **(4)** not to enter into**, directly or indirectly,** contracts or transactions with the Company **before reporting to the board of directors or the shareholders' general meeting and obtaining approval by resolution of the board of directors or the shareholders' general meeting in accordance with the Articles** ~~**in violation of the Articles or before obtaining consent at the shareholders' general meeting**~~;

Original Article	Amended Article
(6) not to use their position to obtain for themselves or others business opportunities which originally belong to the Company, or to run their own or others' business which is similar to the Company's business, before obtaining consent at the shareholders' general meeting; (7) not to gain for themselves commissions from transactions with the Company; (8) not to disclose the secrets of the Company without consent; (9) not to use their connections to harm the interests of the Company; (10) to be bound by other fiduciary obligations stipulated by laws, administrative regulations, departmental rules and the Articles. Income that is obtained by any directors in violation of this Article shall be retained for the benefit of the Company. Any directors who act in violation of this Article shall be liable for compensation for any losses caused to the Company.	~~**(6)**~~ **(5)** not to use their position to obtain for themselves or others business opportunities which ~~**originally**~~ belong to the Company ~~**before obtaining consent at the shareholders' general meeting**~~, **except under any of the following circumstances:** **1. such matter has been reported to the board of directors or the shareholders' general meeting, and has been approved by resolution at the shareholders' general meeting in accordance with the Articles;** **2. the Company shall not utilise such business opportunities in accordance with the provisions of laws, administrative regulations or the Articles.** **(6)** not to run their own or others' business which is similar to the Company's business**, before reporting to the board of directors or the shareholders' general meeting and obtaining approval by resolution of the shareholders' general meeting**; (7) not to gain for themselves commissions from **others in** transactions with the Company; (8) not to disclose the secrets of the Company without consent; (9) not to use their connections to harm the interests of the Company; (10) to be bound by other fiduciary obligations stipulated by laws, administrative regulations, departmental rules and the Articles. Income that is obtained by any directors in violation of this Article shall be retained for the benefit of the Company. Any directors who act in violation of this Article shall be liable for compensation for any losses caused to the Company.

Original Article	Amended Article
Article 78 The directors shall comply with the laws, administrative regulations and the Articles and shall diligently perform their following obligations to the Company: (1) They shall exercise the rights granted by the Company prudently, conscientiously and diligently to ensure that the Company's commercial activities are in compliance with laws, administrative regulations and the requirements of all economic policies of the state and that its commercial activities have not gone beyond the scope stipulated in the business licence; (2) They shall treat all shareholders equally and fairly; (3) They shall have prompt understanding of the Company's business operation and management; (4) They shall inform the board of supervisors of the true situation and information and shall not obstruct the board of supervisors or supervisors from exercising their powers; (5) They are bound by other obligations of diligence stipulated by laws, administrative regulations, departmental rules and the Articles.	Article ~~78~~**82** The directors shall comply with the laws, administrative regulations and the Articles and shall diligently perform their following obligations to the Company: (1) They shall exercise the rights granted by the Company prudently, conscientiously and diligently to ensure that the Company's commercial activities are in compliance with laws, administrative regulations and the requirements of all economic policies of the state and that its commercial activities have not gone beyond the scope stipulated in the business licence; (2) They shall treat all shareholders equally and fairly; (3) They shall have prompt understanding of the Company's business operation and management; (4) They shall inform the ~~**board of supervisors**~~ **audit committee** of the true situation and information and shall not obstruct the ~~**board of supervisors**~~ **audit committee** ~~**or supervisors**~~ from exercising ~~**their**~~ **its** powers; (5) They are bound by other obligations of diligence stipulated by laws, administrative regulations, departmental rules and the Articles.
Article 79 A director who fails to attend in person but does not entrust other directors to attend two consecutive board meetings shall be deemed as unable to perform his/her duties. The board of directors shall propose to the shareholders' general meeting to remove such director.	Article ~~79~~**83** A director who fails to attend in person but does not entrust other directors to attend two consecutive board meetings shall be deemed as unable to perform his/her duties. The board of directors shall propose to the shareholders' general meeting **or the employee representative congress** to remove such director.

Original Article	Amended Article
Article 85 The chairman of the board of directors shall exercise the following functions and powers: (1) to preside over shareholders' general meetings and convene and preside over meetings of the board of directors; (2) to supervise the implementation of the resolutions passed at meetings of the board of directors; (3) to exercise other functions and powers conferred by the board of directors. Should the chairman of the board of directors be unable to exercise his/her duties or powers, one (1) director elected by not less than half of the directors shall exercise such duties or powers.	Article 8~~5~~**9** The chairman of the board of directors shall exercise the following functions and powers: (1) to preside over shareholders' general meetings and convene and preside over meetings of the board of directors; (2) to supervise the implementation of the resolutions passed at meetings of the board of directors; (3) to exercise other functions and powers conferred by the board of directors. Should the chairman of the board of directors be unable to exercise his/her duties or powers, one (1) director elected by ~~**not less**~~ **more** than half of the directors shall exercise such duties or powers.

Original Article	Amended Article
Article 86 The board of directors shall hold at least four (4) meetings in each year, which shall be convened by the chairman of the board of directors. Notice of such meeting shall be served to all of the directors and supervisors at least fourteen (14) days before the date of the meeting. In case of emergency, an extraordinary board meeting may be held upon requisition by either the chairman, one-third (1/3) or more of the directors or the board of supervisors or shareholders representing not less than one-tenth (1/10) of voting rights or the general manager of the Company. In such case, an extraordinary board meeting shall be held. All reasonable expenses incurred by the directors for attending the board meeting shall be borne by the Company. Extraordinary meetings of the board of directors shall be notified in writing to all directors, supervisors and general manager at least two (2) days in advance. In the event of an emergency situation that requires the convening of an extraordinary meeting of the board of directors as soon as possible, the board of directors may give notice of the meeting at any time by telephone, facsimile or e-mail. The notice period for board meetings may be waived with the unanimous consent of all directors.	Article ~~86~~**90** The board of directors shall hold at least four (4) meetings in each year, which shall be convened by the chairman of the board of directors. Notice of such meeting shall be served to all of the directors ~~**and supervisors**~~ at least fourteen (14) days before the date of the meeting. In case of emergency, an extraordinary board meeting may be held upon requisition by either the chairman, one-third (1/3) or more of the directors or the ~~**board of supervisors**~~ **audit committee** or shareholders representing not less than one-tenth (1/10) of voting rights or the general manager of the Company. In such case, an extraordinary board meeting shall be held. All reasonable expenses incurred by the directors for attending the board meeting shall be borne by the Company. Extraordinary meetings of the board of directors shall be notified in writing to all directors, ~~**supervisors**~~ and general manager at least two (2) days in advance. In the event of an emergency situation that requires the convening of an extraordinary meeting of the board of directors as soon as possible, the board of directors may give notice of the meeting at any time by telephone, facsimile or e-mail. The notice period for board meetings may be waived with the unanimous consent of all directors.

Original Article	Amended Article
Article 91 The board of directors shall record the matters resolved at the board meeting and resolution passed without convening board meeting in the form of minutes. Each director present at the board meeting shall sign on the minutes. The directors shall be responsible for the resolutions passed at the board meetings. If a resolution of the board meeting is in contravention of the laws, administrative regulations or the Articles, which results in material losses suffered by the Company, the directors involved in such resolution shall be liable to the Company for damages. However, if a director has proved that he/she has cast his/her vote against such resolution and it has been so recorded in the minutes of the meeting, he/she shall be exempted from the liability. If a director abstains from voting, or is absent and does not authorize others to attend, such director may not be exempted from the liability. If a director has expressed his/her opposition to such resolution but does not vote against such resolution, such director also may not be exempted from the liability. Minutes of the board meeting shall be permanently recorded as the documents of the Company, which is available for inspection by any directors within a reasonable period after the delivery of a reasonable notice to the Company.	Article 9~~1~~**5** The board of directors shall record the matters resolved at the board meeting and resolution passed without convening board meeting in the form of minutes. Each director present at the board meeting shall sign on the minutes. The directors shall be responsible for the resolutions passed at the board meetings. If a resolution of the board meeting is in contravention of the laws, administrative regulations or the Articles, which results in material losses suffered by the Company, the directors involved in such resolution shall be liable to the Company for damages. However, if a director has proved that he/she has cast his/her vote against such resolution and it has been so recorded in the minutes of the meeting, he/she shall be exempted from the liability. If a director abstains from voting, or is absent and does not authorize others to attend, such director may not be exempted from the liability. If a director has expressed his/her opposition to such resolution but does not vote against such resolution, such director also may not be exempted from the liability. Minutes of the board meeting shall be ~~**permanently**~~ recorded as the documents of the Company **for a period of not less than ten years**, which is available for inspection by any directors within a reasonable period after the delivery of a reasonable notice to the Company.
Article 93 The Company shall have one (1) secretary to the board of directors, who shall be appointed or dismissed by the board of directors. As a senior management of the Company, the secretary to the board of directors shall report to the board of directors. The term of office of the secretary to the board of directors shall be three (3) years and renewable upon re-election.	Deleted

Original Article	Amended Article
Article 94 The secretary to the board of directors shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the board of directors. The primary responsibilities of the secretary to the board of directors include: (1) to ensure that the Company has maintained a complete set of constitutional documents and records; (2) to ensure the Company has prepared and submitted reports and documents required by the relevant authorities in accordance with the laws; (3) to ensure that the register of shareholders of the Company is properly maintained, and to ensure that persons who are entitled to obtain the relevant records and documents of the Company may obtain such records and documents in a timely manner.	Deleted
Article 95 Directors or other senior management of the Company may act as the secretary to the board of directors of the Company concurrently. Accountants of the accounting firm engaged by the Company shall not act as the secretary to the board of directors of the Company concurrently. In the event that a director concurrently acts as the secretary to the board of directors and a certain act has to be performed separately by a director and the secretary to the board of directors, such person who is both a director and a secretary to the board of directors shall not perform such act in both capacities.	Deleted

Original Article	Amended Article
None	**Section 3 Special Committees under the Board of Directors**
None	**Article 97 The board of directors of the Company shall establish an audit committee, which shall exercise the functions and powers of the board of supervisors as stipulated under the Company Law.**
None	**Article 98 All members of the audit committee shall be non-executive directors. The audit committee shall comprise at least three members, including at least one independent non-executive director with appropriate accounting or related financial management expertise. The majority of the members of the audit committee shall be independent non-executive directors, and the chairman of the audit committee must be an independent non-executive director.** **Any member of the audit committee shall automatically lose his/her qualification as a member of the audit committee if he/she ceases to be a director of the Company.**
None	**Article 99 The audit committee shall hold at least two (2) meetings a year, and the meetings shall be convened and presided over by the chairman of the audit committee. If the chairman is unable to attend, he/she may delegate another member to preside. An extraordinary meeting may be convened upon the proposal of two or more members or if the chairman deems it necessary. A meeting of the audit committee shall only be held with the attendance of not less than two-thirds of its members.**

Original Article	Amended Article
None	**Article 100 The audit committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and assessing internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration only after being approved by more than half of all members of the audit committee:** **(1) the annual and semi-annual financial reports to be disclosed, and the financial information and internal control assessment reports contained in the annual and semi-annual periodic reports;** **(2) the appointment or dismissal of the accounting firm responsible for auditing the listed company;** **(3) the appointment or dismissal of the chief financial officer of the listed company;** **(4) changes in accounting policies, accounting estimates, or corrections of material accounting errors for reasons other than changes in accounting standards;** **(5) other duties and powers specified in laws, administrative regulations, normative documents and the Articles.**

Original Article	Amended Article
None	**Article 101 Resolutions of the audit committee shall be passed by more than half of the members of the audit committee.** **Each member shall have one vote in the voting on resolutions of the audit committee.** **Meeting minutes shall be prepared for resolutions of the audit committee in accordance with the relevant regulations, and the members of the audit committee attending the meeting shall sign the minutes.**
None	**Article 102 The board of directors of the Company shall establish special committees including the audit committee, nomination committee, remuneration and evaluation committee, risk management committee, and environmental, social and governance committee, among others. These committees shall perform their duties in accordance with the Articles and the authorization of the board of directors. Proposals made by the special committees shall be submitted to the board of directors for consideration and decision. The rules of procedure for the special committees shall be formulated by the board of directors.**
Article 97 The circumstances in Article 75 under which a person may not serve as a director shall also apply to senior management. The provisions of Article 77 on the fiduciary duty of directors and items (4), (5), and (6) of Article 78 on the duty of diligence of directors shall also apply to senior management.	Article **~~97~~104** The circumstances in **the Articles** ~~**Article 75**~~ under which a person may not serve as a director shall also apply to senior management. The provisions of **the Articles** ~~**Article 77**~~ on the fiduciary duty of directors and ~~**items (4), (5), and (6) of Article 78 on**~~ the duty of diligence of directors shall also apply to senior management.

Original Article	Amended Article
Article 98 The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:	Article ~~98~~**105** The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:
(1) to be in charge of the operation and management of the Company and to organize the implementation of the resolutions of the board of directors;	(1) to be in charge of the operation and management of the Company and to organize the implementation of the resolutions of the board of directors;
(2) to organize the implementation of the annual business plans and investment plans of the Company;	(2) to organize the implementation of the annual business plans and investment plans of the Company;
(3) to formulate plans for the establishment of the internal management structure of the Company;	(3) to formulate plans for the establishment of the internal management structure of the Company;
(4) to formulate plans for the establishment of the branches of the Company;	(4) to formulate plans for the establishment of the branches of the Company;
(5) to formulate the basic management system of the Company;	(5) to formulate the basic management system of the Company;
(6) to formulate basic rules and regulations of the Company;	(6) to formulate ~~**basic**~~ **specific** rules and regulations of the Company;
(7) to propose the appointment or removal of deputy general managers, chief financial officer, chief risk officer (risk control officer), compliance officer, assistants to general manager and other senior management;	(7) to propose the appointment or removal of deputy general managers, chief financial officer, chief risk officer (risk control officer), compliance officer, assistants to general manager and other senior management;
(8) to appoint or remove the management personnel other than those required to be appointed or removed by the board of directors;	(8) to appoint or remove the management personnel other than those required to be appointed or removed by the board of directors;
(9) to exercise other functions and powers conferred by the Articles and the board of directors.	(9) to exercise other functions and powers conferred by the Articles and the board of directors.

Original Article	Amended Article
None	**Article 107 The board secretary shall be responsible for the preparation of shareholders' general meetings and board meetings, the safekeeping of documents, the management of shareholders' information, and the handling of information disclosure matters.** **The board secretary shall comply with the provisions of laws, administrative regulations, departmental rules and the Articles.**
Article 100 In the exercise of their functions and powers, the general manager, deputy general managers, chief financial officer, chief risk officer (risk control officer), compliance officer, assistants to general manager and other senior management shall not amend any resolutions of the shareholders' general meetings or the board of directors, or act beyond the scope of their respective authority.	Article 10~~0~~**8** In the exercise of their functions and powers, the general manager, deputy general managers, chief financial officer, chief risk officer (risk control officer), compliance officer, **board secretary,** assistants to general manager and other senior management shall not amend any resolutions of the shareholders' general meetings or the board of directors, or act beyond the scope of their respective authority.
Article 101 In the exercise of their functions and powers, the general manager, deputy general managers, chief financial officer, chief risk officer (risk control officer), compliance officer, assistants to general manager and other senior management shall act in good faith and with diligence in accordance with the laws, administrative regulations and the Articles.	Article 10~~0~~**9** In the exercise of their functions and powers, the general manager, deputy general managers, chief financial officer, chief risk officer (risk control officer), compliance officer, **board secretary,** assistants to general manager and other senior management shall act in good faith and with diligence in accordance with the laws, administrative regulations and the Articles.
Article 102 The general manager, deputy general managers, chief financial officer, chief risk officer (risk control officer), compliance officer, assistant to general manager and other senior management shall give a notice in writing to the board of directors in advance in the event of resignation.	Article 10~~2~~**10** The general manager, deputy general managers, chief financial officer, chief risk officer (risk control officer), compliance officer, **board secretary**, assistant to general manager and other senior management shall give a notice in writing to the board of directors in advance in the event of resignation. **The resignation shall take effect from the date on which it is received by the board of directors, or such other date as specified in the resignation letter.**
Chapter 11 Board of Supervisors	Deleted

Original Article	Amended Article
Article 103 The circumstances in Article 75 under which a person may not serve as a director shall also apply to supervisors. Directors, general manager, deputy general managers, chief financial officer and other senior management shall not act as supervisors concurrently.	Deleted
Article 104 Supervisors shall comply with the laws, administrative regulations and the Articles of Association, shall have the duty of faith and diligence to the Company, and shall not exploit his/her position to accept bribes or other illegal income or expropriate any property of the Company.	Deleted
Article 105 The term of office of supervisors is three years. Upon expiry of the term of office, a supervisor may be re-elected.	Deleted
Article 106 Where a re-election is not carried out in a timely manner upon the expiry of the term of office of a supervisor, or in the event that the resignation of a supervisor during his/her term of office results in the number of members of the board of supervisors falling below the statutory minimum requirement, such supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations, and the Articles until the newly elected supervisor assumes the office.	Deleted
Article 107 A supervisor may sit in on meetings of the board of directors, and raise enquiries or suggestions regarding resolutions of meetings of the board of directors.	Deleted

Original Article	Amended Article
Article 108 Supervisors shall not use their connections to harm the interests of the Company, and shall be liable for compensation if they cause losses to the Company.	Deleted
Article 109 Supervisors who violate laws, administrative regulations, departmental rules or the Articles in the course of performing their duties for the Company and cause losses to the Company shall be liable for compensation.	Deleted
Article 110 The Company shall have a board of supervisors. The board of supervisors is a supervisory organization established by the Company, which shall be responsible for the supervision of the board of directors and its members, as well as the general manager, deputy general managers, chief financial officer, assistants to general manager and other senior management, preventing the abuse of powers and the infringement of legitimate rights and interests of the shareholders, the Company and employees.	Deleted
Article 111 The board of supervisors shall consist of three (3) supervisors. The board of supervisors shall include shareholder representative supervisors and an appropriate proportion of employee representative supervisors who shall be no less than one- third (1/3) of the members of the board of supervisors. The board of supervisors shall have one (1) chairman. The appointment and removal of the chairman of the board of supervisors shall be approved by more than half of the members of the board of supervisors by way of resolution. Chairman of the board of supervisors shall organize to perform the duties of the board of supervisors.	Deleted

Original Article	Amended Article
Article 112 The non-employee representative supervisor shall be elected and removed by the shareholders' general meetings; and the employee representative supervisors shall be elected and removed by the employees of the Company by means of democratic election.	Deleted
Article 113 The board of supervisors shall convene meetings at least twice (2) a year, and the meeting shall be convened and presided over by the chairman of the board of supervisors. Where the chairman of the board of supervisors is unable to perform or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall convene and preside over the meetings of the board of supervisors.	Deleted
Article 114 The board of supervisors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers in accordance with laws: (1) to examine the financial position of the Company; (2) to supervise the performance of duties by the directors, general manager and other senior management in violation of the laws, administrative regulations or the Articles;	Deleted

Original Article	Amended Article
(3) to demand any director, general manager and other senior management of the Company to rectify behavior which is harmful to the interests of the Company; (4) to verify the financial information, such as financial reports, business reports and profit distribution plans, that the board of directors intends to submit to the shareholders' general meeting, and if in doubt, engage certified accountants or practising auditors to review such information on behalf of the Company; (5) to propose to convene an extraordinary general meeting; (6) to represent the Company in negotiating with directors or institute proceedings against directors; (7) to exercise other functions and powers specified in the laws, administrative regulations, normative documents and the Articles. The board of supervisors may give advices on the engagement of the accounting firms of the Company. When necessary, the board of supervisors may otherwise engage, in the name of the Company, accounting firms to review the financial position of the Company independently and report directly to the relevant securities regulatory authorities and other relevant departments.	

Original Article	Amended Article
Article 115 The decision-making process of the meetings of the board of supervisors shall be as follows: each supervisor is entitled to one vote and the voting shall be conducted by open ballot in writing. The voting procedures shall be as follows: each supervisor may choose to cast an affirmative or veto vote or abstain from voting. Each supervisor shall indicate his/ her voting intention by choosing one of the above. The chairman of the meeting shall request any supervisor who fails to choose any of the above or has chosen two or more of the above to vote again. Refusal to do so shall be regarded as having abstained from voting. Resolutions of the board of supervisors shall only be passed by the affirmative votes of more than half of the members of the board of supervisors. Meeting minutes shall be prepared for recording all decisions made at the meetings of the board of supervisors, and all supervisors present at the meetings shall sign on the meeting minutes. All supervisors are entitled to request certain descriptive record to be made with regard to his/ her speech in the meeting. Minutes of the meetings of the board of supervisors shall be permanently recorded as the documents of the Company.	Deleted
Article 116 The board of supervisors shall formulate the rules of procedure of the board of supervisors and specify the deliberation methods and voting procedures of the board of supervisors in order to ensure the work efficiency and scientific decision-making of the board of supervisors.	Deleted

Original Article	Amended Article
Article 117 A notice of the meeting of the board of supervisors shall include the followings: (1) the date, place and duration of the meeting; (2) subject matters and proposals; (3) the date on which the notice is given.	Deleted
Article 118 The board of supervisors may engage professionals, such as lawyers, certified public accountants and practising auditors, in the exercise of its functions and powers. All reasonable fees so incurred shall be borne by the Company.	Deleted
Article 119 The Company shall establish its financial and accounting systems in accordance with the laws, administrative regulations and PRC accounting standards formulated by the finance regulatory department of the State Council.	Article 11**~~9~~1** The Company shall establish its financial and accounting systems in accordance with the laws, administrative regulations and **~~PRC accounting standards formulated by the finance regulatory department of the State Council~~ the provisions of relevant authorities in China**.
Article 124 The Company shall not maintain accounts other than those provided by the law. The Company's assets shall not be stored in any accounts opened in any individual's name.	Article 1**~~24~~16** The Company shall not maintain accounts other than those provided by the law. The Company's **~~assets~~ capital** shall not be stored in any accounts opened in any individual's name.

Original Article	Amended Article
Article 126 The profits shall not be distributed until the Company has made up for its losses and made contributions to the statutory reserve fund. If the shareholders' general meeting violates the provisions of the preceding paragraph by distributing profits to shareholders before the Company makes up for losses and withdraws the statutory reserve fund, shareholders must return the profits distributed in violation of the regulations to the Company. Shares of the Company held by the Company do not participate in the distribution of profits.	Article 1~~26~~18 ~~The profits shall not be distributed until the Company has made up for its losses and made contributions to the statutory reserve fund.~~ If the ~~shareholders' general meeting~~ **Company violates** the provisions of the **Company Law and the Articles** ~~preceding paragraph~~ by distributing profits to shareholders ~~before the Company makes up for losses and withdraws the statutory reserve fund~~, shareholders ~~must~~ **shall** return the profits distributed in violation of the regulations to the Company. **If losses are caused to the Company, shareholders and the responsible directors and senior management shall be liable for compensation.** Shares of the Company held by the Company do not participate in the distribution of profits.
Article 127 The reserve of the Company may be applied for making up for losses of the Company, expansion of the production and operation of the Company or conversion to capital increment of the Company. However, the capital reserve shall not be used to cover the Company's losses. Where the reserve is converted into capital subject to the approval by a resolution of the shareholders' general meeting, new shares distributed or the increase in the nominal value per share shall be in proportion to their then shareholding. Where the statutory reserve fund is converted into capital, the balance of such reserve shall not fall below twenty-five percent (25%) of the registered capital of the Company prior to such conversions to capital increment.	Article 1~~27~~19 The reserve of the Company may be applied for making up for losses of the Company, expansion of the production and operation of the Company or conversion to **increase the registered** capital ~~increment~~ of the Company. ~~However, the capital reserve shall not be used to cover the Company's losses.~~ **The Company shall first use the discretionary reserve and statutory reserve to make up for losses. If the losses still cannot be covered, the capital reserve may be used in accordance with the relevant regulations.** ~~Where the reserve is converted into capital subject to the approval by a resolution of the shareholders' general meeting, new shares distributed or the increase in the nominal value per share shall be in proportion to their then shareholding.~~ Where the statutory reserve fund is converted ~~into~~ **to increase registered** capital, the balance of such reserve shall not fall below twenty-five percent (25%) of the registered capital of the Company prior to such conversions to capital increment.

Original Article	Amended Article
Article 135 The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.	Deleted
Article 136 The accounting firm appointed by the Company shall have the following rights: (1) the right to review the books, records or vouchers of the Company at any time, and to require the directors, general manager and other senior management of the Company to provide any relevant information and explanation thereof; (2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties; (3) the right to attend and to be heard at any shareholders' general meeting in relation to the matters concerning its role as the accounting firm of the Company.	Deleted
Article 137 If the position of the accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before the shareholders' general meeting is held.	Deleted

Original Article	Amended Article
Article 140 In the event of the merger or division of the Company, a plan shall be proposed by the board of directors and shall be approved in accordance with the procedures prescribed in the Company Law and the Articles, and the relevant approval procedures shall be carried out in accordance with the law. Shareholders who oppose the plan for merger or division of the Company shall have the right to request the Company or the shareholders consenting such plan to purchase their shares at a fair price. A special document shall be prepared in respect of the resolution of the Company on the merger or division, for inspection by the shareholders.	Deleted
None	**Article 129 If the Company merges with another company in which it holds not less than ninety percent of the shares, a resolution of the shareholders' general meeting of the merged company is not required. However, the other shareholders shall be notified and shall have the right to request the Company to acquire their equity interest or shares at a reasonable price.** **If the consideration for the merger does not exceed ten percent of the Company's net assets, a resolution of the shareholders' general meeting may be exempted, unless otherwise provided in the Articles.** **If the Company merges without a resolution of the shareholders' general meeting in accordance with the preceding two paragraphs, a resolution of the board of directors shall be required.**

Original Article	Amended Article
Article 141 Merger of the Company may be effected either by way of absorption or by the establishment of a new entity. In the event of merger, the merging parties shall execute a merger agreement and prepare a balance sheet and a list of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on merger and shall publish a public notice within thirty (30) days from the date of the Company's resolution on merger. A creditor has the right, within thirty (30) days upon the receipt of such notice from the Company or, for creditors who do not receive the notice, within forty-five (45) days of the date of the public notice, to demand that the Company repay its debts or provide a corresponding security for such debt. After the merger, the creditors' rights and indebtedness of each merging party shall be assumed by the surviving company after the merger or the newly established company.	Article 1~~41~~**30** Merger of the Company may be effected either by way of absorption or by the establishment of a new entity. In the event of merger, the merging parties shall execute a merger agreement and prepare a balance sheet and a list of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on merger and shall publish a public notice **in a newspaper or through the National Enterprise Credit Information Publicity System** within thirty (30) days from the date of the Company's resolution on merger. A creditor has the right, within thirty (30) days upon the receipt of such notice from the Company or, for creditors who do not receive the notice, within forty-five (45) days of the date of the public notice, to demand that the Company repay its debts or provide a corresponding security for such debt. After the merger, the creditors' rights and indebtedness of each merging party shall be assumed by the surviving company after the merger or the newly established company.

Original Article	Amended Article
Article 142 When the Company is to be divided, its assets shall be divided accordingly. In the event of the division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and a list of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on division and shall publish a public notice within thirty (30) days from the date of the Company's resolution on division. The companies which exist after the division shall be jointly and severally liable for the indebtedness of the Company prior to the division, unless otherwise agreed in a written agreement between the Company and its creditors on the settlement of debts prior to the division.	Article 1**~~42~~31** When the Company is to be divided, its assets shall be divided accordingly. In the event of the division of the Company, **~~the parties to such division shall execute a division agreement and prepare~~** a balance sheet and a list of assets **shall be prepared**. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on division and shall publish a public notice **in a newspaper or through the National Enterprise Credit Information Publicity System** within thirty (30) days from the date of the Company's resolution on merger. The companies which exist after the division shall be jointly and severally liable for the indebtedness of the Company prior to the division, unless otherwise agreed in a written agreement between the Company and its creditors on the settlement of debts prior to the division.

Original Article	Amended Article
Article 144 The Company shall be dissolved and liquidated in accordance with the laws upon the occurrence of any of the following events: (1) expiry of the valid term of the business stipulated in the Articles or other reasons for dissolution specified in the Articles; (2) a resolution for dissolution is passed by shareholders' general meeting; (3) dissolution is necessary due to a merger or division of the Company; (4) revocation of business license, being ordered to close down, or being dissolved in accordance with the laws; (5) where the Company encounters major difficulties in its operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders holding not less than ten percent (10%) of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company.	Article 1**~~44~~33** The Company shall be dissolved ~~**and liquidated in accordance with the laws upon the occurrence of any of the following events**~~ **for any of the following reasons**: (1) expiry of the valid term of the business stipulated in the Articles or other reasons for dissolution specified in the Articles; (2) a resolution for dissolution is passed by shareholders' general meeting; (3) dissolution is necessary due to a merger or division of the Company; (4) revocation of business license, being ordered to close down, or being dissolved in accordance with the laws; (5) where the Company encounters major difficulties in its operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders holding not less than ten percent (10%) of the voting rights ~~**of all shareholders**~~ of the Company may request the people's court to dissolve the Company. **If any of the causes of dissolution as prescribed in the preceding paragraph arises, the Company shall publish the cause of dissolution through the National Enterprise Credit Information Publicity System within ten days.**

Original Article	Amended Article
Article 145 Upon the occurrence of the situation mentioned in item (1) of Article 144, the Company may continue to exist by amending the Articles. Where the Company amends the Articles in accordance with the preceding paragraph, such amendment is subject to the approval of not less than two-thirds (2/3) of the voting rights held by the shareholders present at shareholders' general meetings.	Article 1**~~45~~34** Upon the occurrence of the situation mentioned in item (1) of Article 1**~~44~~33**, **and provided that the Company has not yet distributed its assets to shareholders,** the Company may continue to exist by amending the Articles **or by a resolution of the shareholders' general meeting**. Where the Company amends the Articles in accordance with the preceding paragraph **or a resolution of the shareholders' general meeting**, such amendment is subject to the approval of not less than two-thirds (2/3) of the voting rights held by the shareholders present at shareholders' general meetings.
Article 146 In the case of dissolution of the Company under items (1), (2), (4) and (5) of Article 144, a liquidation committee shall be formed within fifteen (15) days thereafter to proceed with the liquidation, and the liquidation committee shall be composed of directors or persons determined by the shareholders' general meeting. Where a liquidation committee is not established in accordance with the schedule, the creditors may apply to the people's court to appoint the relevant personnel to establish a liquidation committee to proceed with the liquidation.	Article 1**~~46~~35** In the case of dissolution of the Company under items (1), (2), (4) and (5) of Article 1**~~44~~33**, a liquidation committee shall be formed within fifteen (15) days thereafter to proceed with the liquidation, and the liquidation committee shall be composed of directors or persons determined by the shareholders' general meeting. and the liquidation committee shall be composed of directors or persons determined by the shareholders' general meeting. Where a liquidation committee is not established in accordance with the schedule **or a liquidation committee is established but fails to carry out the liquidation**, the **~~creditors~~ interested parties** may apply to the people's court to appoint the relevant personnel to establish a liquidation committee to proceed with the liquidation.

Original Article	Amended Article
Article 147 The liquidation committee shall notify the creditors within ten (10) days from the date of its establishment and publish public announcements within sixty (60) days. The creditors may declare their claims to the liquidation committee within thirty (30) days of the receipt of the above notice or within forty-five (45) days after the public announcements are made if no such notice is received. Creditors declaring their claims shall provide details of the claims and the relevant proof. The liquidation committee shall register such claims. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.	Article 1~~47~~**36** The liquidation committee shall notify the creditors within ten (10) days from the date of its establishment and publish public announcements **in a newspaper or through the National Enterprise Credit Information Publicity System** within sixty (60) days. The creditors may declare their claims to the liquidation committee within thirty (30) days of the receipt of the above notice or within forty-five (45) days after the public announcements are made if no such notice is received. Creditors declaring their claims shall provide details of the claims and the relevant proof. The liquidation committee shall register such claims. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.
Article 148 The liquidation committee shall exercise the following functions and powers during the liquidation period: (1) to take stock of the Company's assets and to prepare a balance sheet and a list of assets; (2) to notify creditors by notice or public announcement; (3) to deal with any outstanding business of the Company related to the liquidation; (4) to pay any tax overdue and tax arising from the liquidation process; (5) to settle the claims and debts of the Company; (6) to handle the surplus assets of the Company after the full repayment of its debts; (7) to represent the Company in civil litigation.	Article 1~~48~~**37** The liquidation committee shall exercise the following functions and powers during the liquidation period: (1) to take stock of the Company's assets and to prepare a balance sheet and a list of assets; (2) to notify creditors by notice or public announcement; (3) to deal with any outstanding business of the Company related to the liquidation; (4) to pay any tax overdue and tax arising from the liquidation process; (5) to settle the claims and debts of the Company; (6) to ~~handle~~ **distribute** the surplus assets of the Company after the full repayment of its debts; (7) to represent the Company in civil litigation.

Original Article	Amended Article
Article 149 After the liquidation committee has taken stock of the assets of the Company and prepared a balance sheet and a list of assets, it shall formulate a liquidation plan and submit such plan to the shareholders' general meeting or the people's court for confirmation. The remaining assets of the Company, after paying the liquidation expenses, employee salaries, social insurance expenses, and statutory compensation, paying the outstanding taxes, and paying off the Company's debts, shall be distributed by the Company in proportion to the number of shares held by the shareholders. During the liquidation, the Company shall continue to exist, but shall not carry out any business activities unrelated to the liquidation. The property of the Company shall not be distributed to the shareholders until it has been liquidated in accordance with the preceding paragraph.	Article 1**~~49~~38** After the liquidation committee has taken stock of the assets of the Company and prepared a balance sheet and a list of assets, it shall formulate a liquidation plan and submit such plan to the shareholders' general meeting or the people's court for confirmation. The remaining assets of the Company, after paying the liquidation expenses, employee salaries, social insurance expenses, and statutory compensation, paying the outstanding taxes, and paying off the Company's debts, shall be distributed by the Company in proportion to the number of shares held by the shareholders. During the liquidation, the Company shall continue to exist, but shall not carry out any business activities unrelated to the liquidation. The property of the Company shall not be distributed to the shareholders until it has been liquidated in accordance with the preceding paragraph.
Article 150 If, after sorting out the Company's assets and preparing a balance sheet and a list of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, it shall apply to the people's court for a declaration of bankruptcy in accordance with the law. After the Company is declared bankrupt by a ruling of the people's court, the liquidation committee shall transfer all matters arising from the liquidation to the people's court.	Article 1**~~50~~39** If, after sorting out the Company's assets and preparing a balance sheet and a list of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, it shall apply to the people's court for **~~a declaration of~~** bankruptcy **liquidation** in accordance with the law. After **~~the Company is declared bankrupt by a ruling of~~** the people's court **accepts the application for bankruptcy**, the liquidation committee shall transfer all matters arising from the liquidation to **the bankruptcy administrator designated by** the people's court.

Original Article	Amended Article
Article 150 Following the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, which shall be submitted to the shareholders' general meeting or the people's court for confirmation. The Company shall also submit it to the company registration authority, apply for cancellation of company registration, and announce the termination of the Company.	Article 1~~50~~40 Following the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, which shall be submitted to the shareholders' general meeting or the people's court for confirmation. The Company shall also submit it to the company registration authority, **and** apply for cancellation of company registration~~, and announce the termination of the Company~~.
Article 151 Members of the liquidation committee shall perform their duties faithfully and fulfill their liquidation obligations in accordance with the law. Members of the liquidation committee shall not abuse their authority to accept bribes or other illegal income or misappropriate the property of the Company. Any member of the liquidation committee who willfully or through gross negligence causes losses to the Company or its creditors shall be liable for compensation.	Article 1~~51~~41 Members of the liquidation committee shall ~~perform their duties faithfully and fulfill their liquidation obligations in accordance with the law~~ **perform their liquidation duties with loyalty and diligence**. Members of the liquidation committee ~~shall not abuse their authority to accept bribes or other illegal income or misappropriate the property of the Company~~ **who fail to perform liquidation duties and cause losses to the Company shall be liable for compensation.** Any member of the liquidation committee who willfully or through gross negligence causes losses to ~~the Company or its~~ creditors shall be liable for compensation.
Article 154 Any amendments after the Articles come into effect shall be subject to the approval by the shareholders' general meeting.	Article 1~~54~~44 Any amendments after the Articles come into effect shall be subject to the approval by **a special resolution of** the shareholders' general meeting.
Article 161 The Rules of Procedure for the Shareholders' General Meeting, the Rules of Procedure for the Board of Directors and the Rules of Procedure for the Board of Supervisors shall form an integral part of, and shall have the same legal effect as, the Articles.	Article 1~~61~~51 The Rules of Procedure for the Shareholders' General Meeting~~,~~ **and** the Rules of Procedure for the Board of Directors ~~and the Rules of Procedure for the Board of Supervisors~~ shall form an integral part of, and shall have the same legal effect as, the Articles.

Comparison Table for the Amendments to the Rules of Procedure for the Shareholders' General Meeting

Original Article	Amended Article
Article 6 A Shareholders' general meeting shall either be an annual general meeting or an extraordinary general meeting. The shareholders' general meetings shall be convened by the board of directors. The annual general meeting is convened once a year and shall be held within six (6) months from the end of the preceding accounting year.	Article 6 A shareholders' general meeting shall either be an annual general meeting or an extraordinary general meeting. The shareholders' general meetings shall be convened by the board of directors. The annual general meeting is convened once a year and shall be held within six (6) months from the end of the preceding accounting year.
Article 7 Upon the occurrence of any of the following circumstances, the Company shall convene an extraordinary general meeting within two (2) months: (1) when the number of directors falls below the number stipulated in the Company Law or two-thirds (2/3) of the number specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one-third (1/3) of the total amount of its paid-in share capital; (3) when any shareholder holding not less than ten percent (10%) (including 10%) of the issued and outstanding shares of the Company carrying voting rights requests in writing for the convening of an extraordinary general meeting;	Article 7 Upon the occurrence of any of the following circumstances, the Company shall convene an extraordinary general meeting within two (2) months: (1) when the number of directors falls below the number stipulated in the Company Law or two-thirds (2/3) of the number specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one-third (1/3) of the total amount of its ~~**paid-in**~~ share capital; (3) when any shareholder **<u>individually or jointly</u>** holding not less than ten percent (10%) (including 10%) of the ~~**issued and outstanding**~~ shares of the Company ~~**carrying voting rights**~~ requests ~~**in writing for the convening of an extraordinary general meeting**~~;

Original Article	Amended Article
(4) when deemed necessary by the board of directors; (5) when proposed by the board of supervisors; (6) other circumstances provided by the laws, administrative regulations, departmental rules, securities regulations in the place where the shares of the Company are listed and the Articles.	(4) when deemed necessary by the board of directors; (5) when proposed by the **~~board of supervisors~~ audit committee**; (6) other circumstances provided by the laws, administrative regulations, departmental rules, securities regulations in the place where the shares of the Company are listed and the Articles.
Article 8 The shareholders' general meetings shall be convened by the board of directors. Where the board of directors cannot or does not perform its duties to convene a shareholders' general meeting, the board of supervisors shall convene such meeting in a timely manner. If the board of supervisors fails to convene such meeting, shareholders individually or in aggregate holding ten percent (10%) or more of the Company's shares for more than ninety (90) consecutive days may convene a shareholders' general meeting on their own. The board of directors, or the board of supervisors or shareholders responsible for convening the general meeting in accordance with the provisions of the Company Law or the Articles of Association, shall be the convener of the shareholders' general meeting.	Article 8 The shareholders' general meetings shall be convened by the board of directors. **~~Where the board of directors cannot or does not perform its duties to convene a shareholders' general meeting, the board of supervisors shall convene such meeting in a timely manner. If the board of supervisors fails to convene such meeting, shareholders individually or in aggregate holding ten percent (10%) or more of the Company's shares for more than ninety (90) consecutive days may convene a shareholders' general meeting on their own.~~** **~~The board of directors, or the board of supervisors or shareholders responsible for convening the general meeting in accordance with the provisions of the Company Law or the Articles of Association, shall be the convener of the shareholders' general meeting.~~**

Original Article	Amended Article
Article 10 Independent non-executive directors shall have the right to propose to the board of directors to convene an extraordinary general meeting. Regarding the proposal of the independent non-executive directors to convene an extraordinary general meeting, the board of directors shall, according to the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If the board of directors objects to convene the extraordinary general meeting, it shall give the reasons and make an announcement in respect thereof.	Article 10 **With the consent of more than half of all independent non-executive directors, independent** ~~**Independent**~~ non-executive directors shall have the right to propose to the board of directors to convene an extraordinary general meeting. Regarding the proposal of the independent non-executive directors to convene an extraordinary general meeting, the board of directors shall, according to the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If the board of directors objects to convene the extraordinary general meeting, it shall give the reasons and make an announcement in respect thereof.
Article 11 The board of supervisors shall have the right to propose to the board of directors to convene an extraordinary general meeting, and shall submit the proposal to the board of directors in writing. The board of directors shall, according to the laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal.	Article 11 The ~~**board of supervisors**~~ **audit committee** shall have the right to propose to the board of directors to convene an extraordinary general meeting, and shall submit the proposal to the board of directors in writing. The board of directors shall, according to the laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal.

Original Article	Amended Article
If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If there are any changes to the original proposal in the notice, they should be agreed upon by the board of supervisors. If the board of directors objects to convene the extraordinary general meeting or fails to give a reply within ten (10) days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary general meeting, and the board of supervisors may convene and preside over the meeting by itself.	If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If there are any changes to the original proposal in the notice, they should be agreed upon by the ~~**board of supervisors**~~ **audit committee**. If the board of directors objects to convene the extraordinary general meeting or fails to respond within ten (10) days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary general meeting, and the ~~**board of supervisors**~~ **audit committee** may convene and preside over the meeting by itself.
Article 12 Shareholders individually or jointly holding not less than ten percent (10%) of shares of the Company are entitled to request the board of directors in writing to convene an extraordinary general meeting. The board of directors shall, according to the laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If there are any changes to the original proposal in the notice, they should be agreed upon by the relevant shareholders.	Article 12 Shareholders individually or jointly holding not less than ten percent (10%) of shares of the Company are entitled to request the board of directors in writing to convene an extraordinary general meeting. The board of directors shall, according to the laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the board of directors. If there are any changes to the original proposal in the notice, they should be agreed upon by the relevant shareholders.

Original Article	Amended Article
If the board of directors objects to convene the extraordinary general meeting or fails to respond within ten (10) days upon the receipt of the request, shareholders individually or jointly holding not less than ten percent (10%) of shares of the Company may propose to the board of supervisors to convene an extraordinary general meeting and such request shall be proposed to the board of supervisors in written form. If the board of supervisors agrees to convene the extraordinary general meeting, it shall issue a notice of such general meeting within five (5) days upon the receipt of the request. Any changes to the original proposal shall be subject to the consent of related shareholders. If the board of supervisors fails to issue a notice of such general meeting within the specified period, it is regarded that the board of supervisors will not convene and chair a general meeting and shareholders individually or jointly holding not less than ten percent (10%) shares of the Company for more than ninety (90) consecutive days (the "Convening Shareholder(s)") may convene and chair a general meeting.	If the board of directors objects to convene the extraordinary general meeting or fails to respond within ten (10) days upon the receipt of the request, shareholders individually or jointly holding not less than ten percent (10%) of shares of the Company may propose to the ~~**board of supervisors**~~ **audit committee** to convene an extraordinary general meeting and such request shall be proposed to the ~~**board of supervisors**~~ **audit committee** in written form. If the ~~**board of supervisors**~~ **audit committee** agrees to convene the extraordinary general meeting, it shall issue a notice of such general meeting within five (5) days upon the receipt of the request. Any changes to the original proposal shall be subject to the consent of related shareholders. If the ~~**board of supervisors**~~ **audit committee** fails to issue a notice of such general meeting within the specified period, it is regarded that the ~~**board of supervisors**~~ **audit committee** will not convene and chair a general meeting and shareholders individually or jointly holding ten percent (10%) shares or more of the Company for not less than ninety (90) consecutive days (the "Convening Shareholders") may convene and preside over a general meeting on their own.
Article 13 Where the board of supervisors or shareholders decide to convene a shareholders' general meeting on their own, they shall inform the board of directors in writing. The shareholding percentage of the convening shareholders shall not fall below ten percent (10%) prior to the announcement of the resolutions passed at the shareholders' general meeting.	Article 13 Where the ~~**board of supervisors**~~ **audit committee** or shareholders decide to convene a shareholders' general meeting on their own, they shall inform the board of directors in writing. The shareholding percentage of the convening shareholders shall not fall below ten percent (10%) prior to the announcement of the resolutions passed at the shareholders' general meeting.

Original Article	Amended Article
Article 14 The board of directors and the board secretary shall cooperate with the shareholders' general meeting convened by the board of supervisors or shareholders themselves. The board of directors will provide a register of shareholders as at the record date. Where the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution for access with the relevant announcement of the notice to convene the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the shareholders' general meeting.	Article 14 The board of directors and the board secretary shall cooperate with the shareholders' general meeting convened by the ~~**board of supervisors**~~ **audit committee** or shareholders themselves. The board of directors will provide a register of shareholders as at the record date. Where the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution for access with the relevant announcement of the notice to convene the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the shareholders' general meeting.
Article 15 Where shareholders or the board of supervisors convene(s) and hold(s) a shareholders' general meeting by themselves/itself as a result of the failure of the board of directors to hold a shareholders' general meeting as aforesaid, the expenses reasonably accrued therefrom shall be borne by the Company.	Article 15 Where shareholders or the ~~**board of supervisors**~~ **audit committee** convene(s) and hold(s) a shareholders' general meeting by themselves/itself as a result of the failure of the board of directors to hold a shareholders' general meeting as aforesaid, the expenses reasonably accrued therefrom shall be borne by the Company.

Original Article	Amended Article
Article 18 When a shareholders' general meeting is convened by the Company, the board of directors, the board of supervisors or shareholders individually or jointly holding three percent (3%) or more of the shares of the Company shall be entitled to submit proposals to the Company. Shareholders individually or jointly holding three percent (3%) or more of the shares of the Company may submit interim proposals in writing to the convener ten days before the convening of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting within two (2) days upon receipt of the proposal, announcing the content of the interim proposals. Except for circumstances provided in the preceding paragraph, the convener, after issuing the notice and announcement of the shareholders' general meeting, shall neither revise the proposals stated in the notice of shareholders' general meetings nor make new proposals.	Article 18 When the Company convenes the shareholders' general meeting, the board of directors, the ~~**board of supervisors**~~ **audit committee** and shareholders individually or jointly holding ~~**three**~~ **one** percent (~~**3**~~**1**%) or more of the shares of the Company shall be entitled to submit proposals to the Company. Shareholders individually or jointly holding ~~**three**~~ **one** percent (~~**3**~~**1**%) or more of the shares of the Company may submit interim proposals in writing to the convener ten days before the convening of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting within two (2) days upon receipt of the proposal, announcing the content of the interim proposals. Except for circumstances provided in the preceding paragraph, the convener, after issuing the notice and announcement of the shareholders' general meeting, shall neither revise the proposals stated in the notice of shareholders' general meetings nor make new proposals.
Article 34 The Company shall hold a shareholders' general meeting at the venue as specified in the notice of the shareholders' general meeting or other venues as specified in the notice of the shareholders' general meeting by the convener.	Article 34 The Company shall hold a shareholders' general meeting at the venue as specified in the notice of the shareholders' general meeting or other venues as specified in the notice of the shareholders' general meeting by the convener.

Original Article	Amended Article
The shareholders' general meeting may be held as an on-site meeting or online meeting. For the convenience of shareholders and to the extent technically feasible, the Company shall provide secure, cost-efficient and accessible online and other channels for participation in general meetings in accordance with laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association. The specific procedures for voting online shall be implemented in accordance with the relevant detailed rules formulated by the relevant stock exchange. The convener of the meeting shall include in the notice of convening the shareholders' general meeting the legal and valid manners in which shareholders' identification can be verified in various methods of participating in the shareholders' general meeting. A shareholder who participates in a shareholders' general meeting in the aforesaid manners shall be deemed to have been present at the meeting.	The shareholders' general meeting may be held as an on-site meeting or online meeting. For the convenience of shareholders and to the extent technically feasible, the Company shall provide secure, cost-efficient and accessible online and other channels for participation in general meetings in accordance with laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association. The specific procedures for voting online shall be implemented in accordance with the relevant detailed rules formulated by the relevant stock exchange. The convener of the meeting shall include in the notice of convening the shareholders' general meeting the legal and valid manners in which shareholders' identification can be verified in various methods of participating in the shareholders' general meeting. A shareholder who participates in a shareholders' general meeting in the aforesaid manners shall be deemed to have been present at the meeting. **Shareholders or their proxies may attend virtually using technology; shareholders or their proxies may vote electronically.**

Original Article	Amended Article
Article 35 Where the shareholders' general meeting is convened by the board of directors, the chairman of the board of directors shall preside over and act as the chairman of the meeting. In the event that the chairman of the board of directors is unable to or fails to fulfill the duty thereof, a director shall be jointly elected by not less than half of the directors to preside over the meeting. Where half or more of the directors are unable to elect a director to preside over and act as the chairman of the meeting, the shareholders attending the meeting may elect one person to preside over and act as the chairman of the meeting. If for any reason the shareholders are unable to elect the chairman of the meeting, the attending shareholder holding the largest number of voting shares (including proxies) shall preside over and act as the chairman of the meeting. A shareholders' general meeting convened by the board of supervisors shall be chaired by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor elected by not less than half of supervisors shall chair the meeting. A shareholders' general meeting convened by the shareholders themselves shall be chaired by a representative elected by the convening shareholders.	Article 35 Where the shareholders' general meeting is convened by the board of directors, the chairman of the board of directors shall preside over and act as the chairman of the meeting. In the event that the chairman of the board of directors is unable to or fails to fulfill the duty thereof, a director shall be jointly elected by **~~not less~~** **more** than half of the directors to preside over the meeting. Where **~~not less~~** **more** than half of the directors are unable to elect a director to preside over and act as the chairman of the meeting, the shareholders attending the meeting may elect one person to preside over and act as the chairman of the meeting. If for any reason the shareholders are unable to elect the chairman of the meeting, the attending shareholder holding the largest number of voting shares (including proxies) shall preside over and act as the chairman of the meeting. A shareholders' general meeting convened by the **~~board of supervisors~~** **audit committee** shall be chaired by the chairman of the **~~board of supervisors~~** **audit committee**. If the chairman of the **audit committee** **~~board of supervisors~~** is unable or fails to perform his/her duties, a **member of the audit committee** **~~supervisor~~** elected by **~~not less~~** **more** than half of **~~supervisors~~** **members of the audit committee** shall chair the meeting.

Original Article	Amended Article
When a shareholders' general meeting is held and the chairman of the meeting violates these Rules such that the shareholders' general meeting cannot proceed, a person may be elected to chair and proceed with the meeting, subject to the approval of the shareholders entitled to more than half of the voting rights present at the meeting. The chairman of the board of directors shall invite the chairmen of the Audit Committee, the Nomination Committee, the Remuneration and Evaluation Committee, the Risk Management Committee and the Environmental, Social and Governance Committee to attend the annual general meeting. If the relevant chairman is unable to attend, the chairman of the board of directors shall invite another member (or, if such member is unable to attend, his duly appointed representative) to attend. Such person shall be available to answer questions at the annual general meeting. Chairman of the independent committee under the board of directors, if any, shall also be available to answer questions at any shareholders' general meeting to approve any connected transactions or other transactions subject to specific approval. Management of the Company shall ensure that the external auditor attends the annual general meeting and answer questions in relation to the audit work, preparation of the audit report and the content thereof, accounting policies and independence of the auditor.	A shareholders' general meeting convened by the shareholders themselves shall be chaired by the convening shareholders or a representative elected by the convening shareholders. When a shareholders' general meeting is held and the chairman of the meeting violates these Rules such that the shareholders' general meeting cannot proceed, a person may be elected to chair and proceed with the meeting, subject to the approval of more than half of the attending shareholders holding voting rights. The chairman of the board of directors shall invite the chairmen of the Audit Committee, the Nomination Committee, the Remuneration and Evaluation Committee, the Risk Management Committee and the Environmental, Social and Governance Committee to attend the annual general meeting. If the relevant chairman is unable to attend, the chairman of the board of directors shall invite another member (or, if such member is unable to attend, his duly appointed representative) to attend. Such person shall be available to answer questions at the annual general meeting. Chairman of the independent committee under the board of directors, if any, shall also be available to answer questions at any shareholders' general meeting to approve any connected transactions or other transactions subject to specific approval. Management of the Company shall ensure that the external auditor attends the annual general meeting and answer questions in relation to the audit work, preparation of the audit report and the content thereof, accounting policies and independence of the auditor.

Original Article	Amended Article
Article 46 Before voting on a resolution at the shareholders' general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder or supervisor has connected relationship or interests or conflicts in the matters to be considered, such shareholder and his/her proxy or such supervisor shall not participate in the counting or scrutinizing of votes. When resolutions are voted at the shareholders' general meeting, the counting of votes and scrutinizing of the vote counting shall be conducted by one or more parties involving shareholder representatives, supervisor representatives, auditors of the Company, share registrar of overseas-listed shares listed in Hong Kong or external auditors qualified to serve as the Company's auditors (or other relevant persons appointed under the Hong Kong Listing Rules) in accordance with the listing rules where the shares of the Company are listed. The voting results shall be announced immediately. The voting results on resolutions shall be recorded in the minutes of the meeting. The shareholders of the Company or their proxies who cast votes by online voting or other means, if any, shall be entitled to check their respective voting results through corresponding voting systems.	Article 46 Before voting on a resolution at the shareholders' general meeting, ~~**two**~~ shareholder representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder ~~**or supervisor**~~ has connected relationship or interests or conflicts in the matters to be considered, such shareholder and his/her proxy ~~**or such supervisor**~~ shall not participate in the counting or scrutinizing of votes. When resolutions are voted at the shareholders' general meeting, the counting of votes and scrutinizing of the vote counting shall be conducted by one or more parties involving shareholder representatives, ~~**supervisor representatives,**~~ auditors of the Company, share registrar of overseas-listed shares listed in Hong Kong or external auditors qualified to serve as the Company's auditors (or other relevant persons appointed under the Hong Kong Listing Rules) in accordance with the listing rules where the shares of the Company are listed. The voting results shall be announced immediately. The voting results on resolutions shall be recorded in the minutes of the meeting. The shareholders of the Company or their proxies who cast votes by online voting or other means, if any, shall be entitled to check their respective voting results through corresponding voting systems.
None	**Article 51 Where the convening procedures or voting methods of a shareholders' general meeting violate laws, administrative regulations or the Articles of Association, or where the content of a resolution violates the Articles of Association, shareholders may request the people's court to revoke such resolution within sixty days from the date on which the resolution is made. However, this does not apply where the convening procedures or voting methods contain only minor defects that do not have a material impact on the resolution.**

Original Article	Amended Article
Article 59 Resolutions adopted at the shareholders' general meeting shall be implemented by the board of directors, and may be delegated to the general manager of the Company for specific implementation by the relevant personnel in accordance with the content of the resolutions. Where a resolution of the shareholders' general meeting requires the board of supervisors to handle certain matters, such matters shall be directly implemented by the board of supervisors.	Article ~~59~~**60** Resolutions adopted at the shareholders' general meeting shall be implemented by the board of directors, and may be delegated to the general manager of the Company for specific implementation by the relevant personnel in accordance with the content of the resolutions. Where a resolution of the shareholders' general meeting requires the ~~**board of supervisors**~~ **audit committee** to handle certain matters, such matters shall be directly implemented by the ~~**board of supervisors**~~ **audit committee**.

Comparison Table for the Amendments to the Rules of Procedure for the Board of Directors

Original Article	Amended Article
Article 4 All members of the special committees shall be directors. Independent directors shall constitute the majority and serve as the convener of the audit committee, the nomination committee, and the remuneration and evaluation committee. The audit committee shall include at least one independent director who is an accounting professional in compliance with the Hong Kong Listing Rules and other relevant regulations of the place of listing, and such accounting professional shall serve as the convener. The special committees shall conduct studies on professional matters and provide opinions and recommendations for reference by the board of directors in its decision-making.	Article 4 All members of the special committees shall be directors. Independent directors shall constitute the majority and serve as the ~~**convener**~~ **chairman** of the audit committee, the nomination committee, and the remuneration and evaluation committee **(the chairman of the board of directors may also serve as the chairman of the nomination committee)**. The audit committee shall include at least one independent director who is an accounting professional in compliance with the Hong Kong Listing Rules and other relevant regulations of the place of listing~~**, and such accounting professional shall serve as the convener**~~. The special committees shall conduct studies on professional matters and provide opinions and recommendations for reference by the board of directors in its decision-making.

Original Article	Amended Article
Article 9 Under any of the following circumstances, the board of directors shall convene an extraordinary meeting: (1) when deemed necessary by the chairman of the board of directors; (2) when proposed by shareholders representing not less than ten percent (10%) of the voting rights; (3) when jointly proposed by not less than one-third (1/3) of the directors; (4) when proposed by the board of supervisors; (5) when proposed by the general manager; (6) when required by securities regulatory authorities; (7) other circumstances as stipulated in the Articles of Association.	Article 9 Under any of the following circumstances, the board of directors shall convene an extraordinary meeting: (1) when deemed necessary by the chairman of the board of directors; (2) when proposed by shareholders representing not less than ten percent (10%) of the voting rights; (3) when jointly proposed by not less than one-third (1/3) of the directors; (4) when proposed by the ~~**board of supervisors**~~ **audit committee**; (5) when proposed by the general manager; (6) when required by securities regulatory authorities; (7) other circumstances as stipulated in the Articles of Association.

Original Article	Amended Article
Article 10 Proposal Procedures for Extraordinary Meetings	Article 10 Proposal Procedures for Extraordinary Meetings
Except where the extraordinary meeting is proposed by the chairman of the board of directors, under the other circumstances specified in the preceding article, the proposer shall submit a written proposal signed (or stamped) by the proposer to the chairman of the board of directors either through the board office or directly. The written proposal shall specify the followings:	Except where the extraordinary meeting is proposed by the chairman of the board of directors, under the other circumstances specified in the preceding article, the proposer shall submit a written proposal signed (or stamped) by the proposer to the chairman of the board of directors either through the board office or directly. The written proposal shall specify the followings:
(1) name of the proposer;	(1) name of the proposer;
(2) reasons for the proposal or the objective grounds on which the proposal is based;	(2) reasons for the proposal or the objective grounds on which the proposal is based;
(3) proposed time or time limit, venue and method for convening the meeting;	(3) proposed time or time limit, venue and method for convening the meeting;
(4) clear and specific proposals to be discussed;	(4) clear and specific proposals to be discussed;
(5) contact information of the proposer and the date of the proposal.	(5) contact information of the proposer and the date of the proposal.
The content of the proposal shall fall within the scope of duties of the board of directors as prescribed in the Articles of Association of the Company, and relevant supporting materials shall be submitted together with the proposal.	The content of the proposal shall fall within the scope of duties of the board of directors as prescribed in the Articles of Association of the Company, and relevant supporting materials shall be submitted together with the proposal.
Upon receipt of the above written proposal and relevant materials, the board office shall forward them to the chairman of the board of directors. If the chairman of the board of directors considers that the content of the proposal is not clear or specific, or that the relevant materials are insufficient, the proposer may be requested to revise or supplement the proposal.	Upon receipt of the above written proposal and relevant materials, the board office shall forward them to the chairman of the board of directors. If the chairman of the board of directors considers that the content of the proposal is not clear or specific, or that the relevant materials are insufficient, the proposer may be requested to revise or supplement the proposal.
The chairman of the board of directors shall convene and preside over the board meeting within ten (10) days upon receipt of the proposal. Should the chairman of the board of directors be unable to exercise his/her duties or powers, one director elected by not less than half of the directors shall exercise such duties or powers.	The chairman of the board of directors shall convene and preside over the board meeting within ten (10) days upon receipt of the proposal. Should the chairman of the board of directors be unable to exercise his/her duties or powers, one **(1)** director elected by ~~**not less**~~ **more** than half of the directors shall exercise such duties or powers.

Original Article	Amended Article
Article 22 Meeting Minutes The board of directors shall keep minutes of its decisions on the matters discussed at the meeting. The directors who attend the meeting shall sign on the minutes of such meeting. The minutes of meetings of the board of directors shall consist of the followings: (1) date, venue and name of the convener of the meeting; (2) names of attending directors and names of directors (proxies) appointed by others to attend board meetings; (3) meeting agenda; (4) key points of directors' speeches; (5) the voting methods and results of each resolution (the voting results shall indicate the number of votes in favor, against or abstaining). Minutes of the board meeting shall be permanently recorded as the documents of the Company, which is available for inspection by any directors within a reasonable period after the delivery of a reasonable notice to the Company.	Article 22 Meeting Minutes The board of directors shall keep minutes of its decisions on the matters discussed at the meeting. The directors who attend the meeting shall sign on the minutes of such meeting. The minutes of meetings of the board of directors shall consist of the followings: (1) date, venue and name of the convener of the meeting; (2) names of attending directors and names of directors (proxies) appointed by others to attend board meetings; (3) meeting agenda; (4) key points of directors' speeches; (5) the voting methods and results of each resolution (the voting results shall indicate the number of votes in favor, against or abstaining). Minutes of the board meeting shall be ~~**permanently**~~ recorded as the documents of the Company **for a period of not less than ten years**, which is available for inspection by any directors within a reasonable period after the delivery of a reasonable notice to the Company.

Notes:

1. Changes in the titles of certain chapters are not listed in this comparison table for amendments;

2. Apart from the amendments listed in this comparison table for amendments, non-substantive changes in the main text and appendices of the Articles of Association, such as adjustments to article numbers, are not individually listed in this comparison table for amendments;

3. For provisions that only involve the change of the term "股東大會" to "股東會" in the Chinese version, or removing content related to "supervisor" or "board of supervisors" due to the Company's plan to abolish the board of supervisors, other remaining revisions to such content are also not individually listed in this comparison table for amendments.

海通恒信國際融資租賃股份有限公司
Haitong Unitrust International Financial Leasing Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1905)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Haitong Unitrust International Financial Leasing Co., Ltd. (the "**Company**") will be held at 2:00 p.m. on Friday, September 26, 2025 at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC to deal with the following matter:

ORDINARY RESOLUTIONS

1. To elect Mr. Mao Yuxing as an executive director of the Company.

2. To elect Ms. Zheng Huan as a non-executive director of the Company.

SPECIAL RESOLUTIONS

3. To grant a mandate for capital management.

4. To amend the Articles of Association, Rules of Procedure for the Shareholders' General Meeting and Rules of Procedure for the Board of Directors.

5. To abolish the Board of Supervisors.

By order of the Board of Directors
Haitong Unitrust International Financial Leasing Co., Ltd.
ZHOU Jianli
Executive Director and General Manager

Shanghai, the PRC
September 9, 2025

As at the date of this notice, the executive Director of the Company is Ms. ZHOU Jianli; the non-executive Directors are Mr. ZHANG Xinjun, Ms. HA Erman, Mr. LU Tong, Mr. WU Shukun and Mr. ZHANG Shaohua; and the independent non-executive Directors are Mr. YAO Feng, Mr. ZENG Qingsheng, Mr. WU Yat Wai and Mr. YAN Lixin.

Notes:

1. According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions proposed at the EGM will be voted by poll. After the EGM, relevant voting results will be published on the website of the Company (www.utfinancing.com) as well as the disclosure website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

2. A Shareholder entitled to attend and vote at the EGM announced to be convened herein is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a Shareholder of the Company.

3. The proxy form together with notarized authorization letters of signatories or other authorization documents (if any) shall be invalid unless they are filled out and returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Registered Office of the Company (for Domestic Shareholders) not less than 24 hours before the time designated for holding the EGM or any adjournment thereof. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

4. For the purpose of determining the entitlement of Shareholders to attend the EGM, the register of members of the Company will be closed from Tuesday, September 23, 2025 to Friday, September 26, 2025 (both dates inclusive). To attend the EGM, the Shareholders shall, before 4:30 p.m. on Monday, September 22, 2025, submit the share transfer documents and the relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's Registered Office, at No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC for Domestic Shareholders. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM is on Friday, September 26, 2025.

5. For joint holders, only the one whose name stands first in the register of members shall be entitled to attend the EGM and vote in respect thereof.

6. Shareholders or their proxies shall present their identity documents when attending the EGM:

    a. Corporate shareholders' legal representatives attending the meeting shall present their valid personal identification, valid documents that can prove their identities as legal representatives and documents proving their shareholder identities; where legal representatives authorize others to attend the meeting, in addition to the aforesaid documents, the proxies shall also present their valid personal identification and the written authorization letters lawfully issued by the legal representatives (including authorizing others to sign). Where corporate shareholders authorize others to attend the meeting, the proxies shall present their valid personal identification, the authorization resolution of the board of directors of corporate shareholders or other decision-making bodies and documents proving shareholder identities.

    b. Natural person shareholders attending the meeting in person shall present their valid personal identification and documents proving their shareholder identities; proxies attending the meeting shall present their valid personal identification, the authorization letters from the shareholders and documents proving their shareholder identities.

7. The EGM is expected to last for not more than half a day. Shareholders or their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.

8. The address of Computershare Hong Kong Investor Services Limited is 17M Floor and Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

9. The address of the Company's Registered Office is No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC.

   Tel: 86-21-61355388
   Fax: 86-21-61355380

10. Unless otherwise specified, the dates and time contained in this notice are in Hong Kong time.