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 **China Datang Corporation Renewable Power Co., Limited***, you should at once hand this circular and the 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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中国大唐集团新能源股份有限公司

China Datang Corporation Renewable Power Co., Limited*

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

(Stock Code: 01798)

2025 INTERIM PROFIT DISTRIBUTION PLAN
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND RELEVANT RULES OF PROCEDURE AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2025, NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING IN 2025 AND NOTICE OF THE FIRST H SHARE CLASS MEETING IN 2025

A letter from the Board is set out on pages 1 to 8 of this circular.

The Company will convene the EGM, the Domestic Share Class Meeting and the H Share Class Meeting at 10:00 a.m. on Tuesday, 30 September 2025 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC. The notices of the EGM, the Domestic Share Class Meeting and the H Share Class Meeting are set out on pages 212 to 214, pages 215 to 216 and pages 217 to 218 of this circular, respectively.

If you intend to appoint a proxy to attend the EGM, the Domestic Share Class Meeting and/or the H Share Class Meeting, you are required to complete and return the form of proxy published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.cdt-re.com) in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, and for Domestic Shareholders, the form of proxy should be returned to the Company's head office in the PRC, provided that the registered Shareholders and HKSCC Nominees Limited receiving the voting instructions from non-registered Shareholders shall return the completed form of proxy in person or by post not less than 24 hours before the time fixed for holding the EGM, the Domestic Share Class Meeting and/or the H Share Class Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM, the Domestic Share Class Meeting and/or the H Share Class Meeting or at any other adjourned meeting should you so wish.

10 September 2025

* *For identification purpose only*

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

"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Board" or "Board of Directors"	the board of Directors of the Company
"Company"	China Datang Corporation Renewable Power Co., Limited* (中國大唐集團新能源股份有限公司), a joint stock limited company incorporated in the PRC and its H Shares are listed on the Stock Exchange (stock code: 01798)
"Company Law"	the Company Law of the People's Republic of China
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are subscribed for and credited as fully paid in RMB by the PRC citizens and/or the PRC incorporated entities
"Domestic Share Class Meeting"	the first Domestic Share Class Meeting in 2025 to be convened by the Company at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC on Tuesday, 30 September 2025, immediately following the conclusion of the EGM
"Domestic Shareholder(s)"	holder(s) of Domestic Share(s)
"EGM"	the second extraordinary general meeting in 2025 to be convened by the Company at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Tuesday, 30 September 2025
"H Share(s)"	the overseas listed foreign share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Stock Exchange (stock code: 01798)
"H Share Class Meeting"	the first H Share Class Meeting in 2025 to be convened by the Company at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC on Tuesday, 30 September 2025, immediately following the conclusion of the Domestic Share Class Meeting

* *For identification purpose only*

"H Shareholder(s)"	holder(s) of H Share(s)
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	9 September 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"PRC"	the People's Republic of China, for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region and Taiwan of the PRC
"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedure for the Board of Directors"	the rules of procedure for the Board of the Company, as amended, supplemented or otherwise modified from time to time
"Rules of Procedure for the General Meeting"	the rules of procedure for the general meeting of the Company, as amended, supplemented or otherwise modified from time to time
"Share(s)"	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of Share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiaries"	has the meaning ascribed to it under the Listing Rules
"Supervisory Committee"	the supervisory committee of the Company
"%"	per cent

中国大唐集团新能源股份有限公司
China Datang Corporation Renewable Power Co., Limited*

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

(Stock Code: 01798)

Executive Directors:
Mr. Ying Xuejun *(Chairman)*
Mr. Wang Fanghong

Non-executive Directors:
Ms. Rong Xiaojie
Mr. Wang Shaoping
Mr. Shi Feng
Mr. Bai Li

Independent Non-executive Directors:
Mr. Lo Mun Lam, Raymond
Mr. Yu Shunkun
Mr. Qin Haiyan

Registered office in the PRC:
Room 6197, 6/F, Building 4
Courtyard 49, Badachu Road
Shijingshan District
Beijing, the PRC

Head office in the PRC:
8/F, Building 1
No. 1 Caishikou Street
Xicheng District
Beijing, the PRC

Principal place of business in Hong Kong:
40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

10 September 2025

To the Shareholders:

2025 INTERIM PROFIT DISTRIBUTION PLAN PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND RELEVANT RULES OF PROCEDURE AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE

INTRODUCTION

The purpose of this circular is to provide you with further information on the following resolutions, so as to enable you to make informed decisions on whether to vote for or against the resolutions on relevant matters to be proposed at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting:

1. 2025 interim profit distribution plan; and

2. Proposed amendments to Articles of Association and relevant rules of procedure and abolishment of the Supervisory Committee.

* *For identification purpose only*

1. THE RESOLUTION IN RELATION TO THE INTERIM PROFIT DISTRIBUTION PLAN FOR 2025

An ordinary resolution will be proposed at the EGM to approve the interim profit distribution plan for 2025.

Pursuant to relevant laws, regulations, the Articles of Association and other relevant documents, the Board has proposed to distribute cash dividend of RMB0.03 per share (tax inclusive), totaling RMB218,211,030 (tax inclusive) (the "**Interim Dividend**"), to the Shareholders whose names appear on the register of members of the Company on Monday, 13 October 2025. The Interim Dividend to be distributed will be denominated and announced in RMB, of which Domestic Shareholders will be paid in RMB and H Shareholders will be paid in HK dollars. The exchange rate of HK dollars will be calculated in accordance with the average central parity rate published by the PBOC of the five working days before the day of declaration of dividend distribution. The Interim Dividend will be distributed on or before Friday, 28 November 2025. The Interim Dividend is subject to approval by the Shareholders at the EGM.

In addition, the register of members of the Company will be closed from Wednesday, 8 October 2025 to Monday, 13 October 2025 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be qualified for entitlement of the Interim Dividend, holders of H Shares of the Company shall lodge the transfer documents accompanied by relevant share certificates with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 6 October 2025.

Meanwhile, the resolution in relation to authorisation to the Board to execute the aforementioned distribution plan will be proposed at the EGM.

Withholding and Payment of Interim Dividend Income Tax on Behalf of Overseas Shareholders

Withholding and Payment of Enterprise Income Tax on Behalf of Overseas Non-resident Enterprise Shareholders

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》) and its implementing rules and the requirements under the Notice on the Issues Concerning Withholding and Payment of the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders Who are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) issued by the State Administration of Taxation (國家税務總局《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得税有關問題的通知》(國税函[2008]897號)), the Company will withhold and pay enterprise income tax at the rate of 10% when it distributes the Interim Dividend to overseas non-resident enterprise holders of H Shares (including any H Shares of the Company registered in the name of Hong Kong Securities Clearing Company Nominees Limited, but excluding any H Shares of the Company registered in the name of Hong Kong Securities Clearing Company Nominees Limited which are held by China Securities Depository and Clearing Corporation Limited as nominee holder on behalf of investors who invest in the H Shares of the Company through Shanghai-Hong Kong Stock Connect).

Withholding and Payment of Individual Income Tax on behalf of Overseas Individual Shareholder

Pursuant to the applicable provisions of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得税法》) and its implementing rules, the Notice of the State Administration of Taxation on Issues Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家税務總局關於國税發[1993]045號文件廢止後有關個人所得税徵管問題的通知》(國税函[2011]348號)) and other relevant laws, regulations and requirements under normative documents, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax on behalf of the overseas individual H Shareholders:

- For individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these individual H Shareholders in the distribution of the Interim Dividend;

- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will withhold and pay individual income tax on behalf of the individual pursuant to the relevant requirements under the Announcement of the State Administration of Taxation on Promulgating the Administrative Measures for Convention Treatment for Non-resident Taxpayers (SAT Announcement [2019] No. 35) (《國家税務總局關於發佈〈非居民納税人享受協定待遇管理辦法〉的公告》(國家税務總局公告2019年第35號));

- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty on behalf of these individual H Shareholders in the distribution of the Interim Dividend; and

- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these individual H Shareholders in the distribution of the Interim Dividend.

Withholding and Payment of Individual Income Tax on behalf of Individual Shareholders through Hong Kong Stock Connect

Pursuant to the relevant requirements of the Notice on the Tax Policies related to the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai-Hong Kong Stock Markets (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關税收政策的通知》(財税[2014]81號)) and the Notice of the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission on the Tax Policies related to the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen-Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《財政部、國家税務總局、中國證監會關於深港股票市場交易互聯互通機制試點有關税收政策的通知》(財税[2016]127號)), for dividends received by individual domestic investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the companies of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors.

The Company will withhold and pay the enterprise and individual income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and based on the Company's register of members of H Shares on the record date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding and payment of enterprise and individual income tax. The Company will not be liable for any claim arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding and payment.

2. THE RESOLUTION IN RELATION TO THE PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND RELEVANT RULES OF PROCEDURE AND ABOLISHMENT OF THE SUPERVISORY COMMITTEE

Reference is made to the announcement of the Company dated 9 September 2025, in relation to, among others, the proposed amendments to the Articles of Association, the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board of Directors and abolishment of the Supervisory Committee.

On 17 February 2023, the State Council (the "**State Council**") of the People's Republic of China (the "**PRC**") and the China Securities Regulatory Commission (the "**CSRC**") issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) respectively (collectively, the "**New PRC Regulations**"), with effect from 31 March 2023. Accordingly, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (the "**Special Regulations**") issued by the State Council on 4 August 1994 and the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa [1994] No. 21) (《到境外上市公司章程必備條款》(證委發[1994]21號文件)) (the "**Mandatory Provisions**") issued by the State Council Securities Commission and the State Commission for Restructuring the Economic Systems on 27 August 1994 shall be repealed on the date the New PRC Regulations came into force. Pursuant to the New PRC Regulations, the Stock Exchange has made consequential amendments to the Listing Rules, with effect from 1 August 2023.

In light of the aforementioned amendments to the regulations and in accordance with the latest provisions of relevant laws, regulations and normative documents, such as the Company Law, the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》), as well as regulatory requirements, while taking into account the Company's actual circumstances, the Company proposes to make certain amendments to the Articles of Association, the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board of Directors. Subject to obtaining Shareholders' approval for the proposed amendments to the Articles of Association, the Company will abolish the Supervisory Committee, with its relevant functions and powers to be exercised by the Audit Committee under the Board. Accordingly, the Rules of Procedure for the Supervisory Committee of the Company and other regulations related to the Supervisory Committee shall be repealed.

Details of the proposed amendments to the Articles of Association, the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board of Directors are set out in Appendices I, II and III to this circular respectively.

The proposed amendments to the Articles of Association will not jeopardise the protection of Shareholders and will not materially affect the relevant shareholder protection measures. In particular, pursuant to the New PRC Regulations, the Domestic Shares and the H Shares are regarded as the same class of ordinary shares, holders of Domestic Shares and H Shares are no longer regarded as different classes of Shareholders and the substantive rights (including voting rights, dividends, and distribution of assets upon liquidation) attaching to both types of Shares shall be identical. Therefore, the removal of the requirement for the class meeting in the Articles of Association will not jeopardise the protection of the Shareholders. In addition, given that there are sufficient dispute resolution channels (such as court proceedings in the Mainland China and Hong Kong) for Shareholders to exercise their rights under the Articles of Association, the removal of the arbitration provision from the Articles of Association to abolish arbitration as the only means of dispute resolution will not affect the protection of Shareholders.

In summary, the Board considers that the proposed amendments to the Articles of Association, the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board of Directors are in the interests of the Company and its Shareholders as a whole.

The Articles of Association, the Rules of Procedure for the General Meeting, and the Rules of Procedure for the Board of Directors, after amendments, shall take effect respectively from the date of consideration and approval at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting. Until then, the existing Articles of Association, the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board of Directors shall remain effective.

EGM, THE DOMESTIC SHARE CLASS MEETING AND THE H SHARE CLASS MEETING

The EGM, the Domestic Share Class Meeting and the H Share Class Meeting will be held at 10:00 a.m. on Tuesday, 30 September 2025 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to approve the resolutions to be proposed at the meetings as set out in the notices of the EGM, the Domestic Share Class Meeting and/or the H Share Class Meeting. The notices of the EGM, the Domestic Share Class Meeting and the H Share Class Meeting are set out on pages 212 to 214, pages 215 to 216 and pages 217 to 218 of this circular, respectively.

In order to ascertain the entitlements of the Shareholders to attend the EGM, the Domestic Share Class Meeting and/or the H Share Class Meeting, the register of members of the Company will be closed from Wednesday, 24 September 2025 to Tuesday, 30 September 2025 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the EGM, the Domestic Share Class Meeting and/or the H Share Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Tuesday, 23 September 2025.

In order to ascertain the entitlements the Shareholders to receive the Interim Dividend, the register of members of the Company will be closed from Wednesday, 8 October 2025 to Monday, 13 October 2025 (both days inclusive). To be eligible to receive the Interim Dividend, all transfer documents accompanied by relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Monday, 6 October 2025.

Forms of proxy for use at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting have been published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.cdt-re.com). If you intend to appoint a proxy to attend the EGM, the Domestic Share Class Meeting and/or the H Share Class Meeting, you are required to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible, provided that the registered Shareholders and HKSCC Nominees Limited receiving the voting instructions from non-registered Shareholders shall return the completed form of proxy in person or by post not less than 24 hours before the time fixed for holding the EGM, the Domestic Share Class Meeting and/or the H Share Class Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM, the Domestic Share Class Meeting and/or the H Share Class Meeting or at any adjourned meeting thereof should you so wish.

VOTING BY POLL AT EGM, THE DOMESTIC SHARE CLASS MEETING AND THE H SHARE CLASS MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the general meetings must be taken by poll. The chairman of the EGM, the Domestic Share Class Meeting and the H Share Class Meeting will therefore demand a poll for each resolution put to vote at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting pursuant to Article 81 of the Articles of Association.

On a poll, each Shareholder present at the EGM, the Domestic Share Class Meeting and/or the H Share Class Meeting in person or by proxy (in the case of a Shareholder being a corporation, by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

RECOMMENDATION

The Board considers that the aforesaid resolutions are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of the resolutions as set out in the notices of the EGM, the Domestic Share Class Meeting and the H Share Class Meeting which are to be proposed at these meetings.

By order of the Board
China Datang Corporation Renewable Power Co., Limited*
Zou Min
Joint Company Secretary

* *For identification purpose only*

No.	Original Article	Amended Article
1	**Article 1:** In a bid to safeguard the legitimate rights and interests of China Datang Corporation Renewable Power Co., Limited (the "**Company**"), its shareholders and creditors, and to regulate the organization and activities of the Company, these Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China (the "**Securities Law**"), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the "**Special Regulations**"), the Mandatory Provisions for Articles of Association of Companies Listed Overseas, the Letter of Opinions on Supplementary Amendment to Articles of Association of Companies Listed in Hong Kong, the Guidelines on Articles of Association of Listed Companies (as amended in 2006) and other relevant regulations.	**Article 1:** In a bid to safeguard the legitimate rights and interests of China Datang Corporation Renewable Power Co., Limited (the "**Company**"), its shareholders**, its employees** and creditors, and to regulate the organization and activities of the Company, **the** Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China (the "**Securities Law**"), ~~the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the "**Special Regulations**"), the Mandatory Provisions for Articles of Association of Companies Listed Overseas, the Letter of Opinions on Supplementary Amendment to Articles of Association of Companies Listed in Hong Kong,~~ **the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies,** the Guidelines on Articles of Association of Listed Companies ~~(as amended in 2006)~~**, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules")** and other relevant **laws,** regulations **and normative documents**.

No.	Original Article	Amended Article
2	**Article 2:** The Company is a joint stock limited company incorporated pursuant to the Company Law, the Special Regulations and other relevant laws and administrative regulations of the People's Republic of China ("**PRC**"). The Company was established with the approval of the State-owned Assets Supervision and Administration Commission of the State Council as evidenced by the approval document Guo Zi Gai Ge [2010] No. 481. It was registered with the State Administration for Industry and Commerce and was granted the Corporate Legal Person Business Licence on 9 July 2010. The number of the Corporate Legal Person Business Licence is: 100000000042055. The unified social credit code of the Company is 91110000764493124W. The Company's promoters are China Datang Corporation, whose name has been changed to China Datang Corporation Ltd., and Datang Jilin Power Generation Co., Ltd.	**Article 2:** The Company is a joint stock limited company incorporated pursuant to the Company Law~~, the Special Regulations~~ and other relevant laws and administrative regulations of the People's Republic of China (**hereinafter referred to as the** "PRC"). The Company was established with the approval of the State-owned Assets Supervision and Administration Commission of the State Council as evidenced by the approval document Guo Zi Gai Ge [2010] No. 481. It was registered with the State Administration for Industry and Commerce and was granted the Corporate Legal Person Business Licence on 9 July 2010. ~~The number of the Corporate Legal Person Business Licence is: 100000000042055.~~ The unified social credit code of the Company is 91110000764493124W. The Company's promoters are China Datang Corporation, whose name has been changed to China Datang Corporation Ltd., and Datang Jilin Power Generation Co., Ltd.
3	**Article 5:** The Chairman of the Company is the legal representative of the Company.	**Article 5:** The Chairman of the Company is the legal representative of the Company. **If the chairperson resigns, he/she is deemed to resign as the legal representative at the same time. If the legal representative resigns, the Company shall determine a new legal representative within thirty days from the date of the legal representative's resignation.**

No.	Original Article	Amended Article
4	**Article 6:** The Company is a joint stock limited company in perpetual existence. The Company is an independent legal entity, owns independent properties of a legal entity, enjoys property rights of a legal entity, and possesses the civil rights and assumes the civil liabilities prescribed by law. All assets of the Company are classified as shares with same par value per share. The shareholders shall assume liability based on their shares subscribed, and the Company is liable for its debts to the extent of its entire assets.	**Article 6:** The Company is a joint stock limited company in perpetual existence. The Company is an independent legal entity, owns independent properties of a legal entity, enjoys property rights of a legal entity, and possesses the civil rights and assumes the civil liabilities prescribed by law. ~~All assets of the Company are classified as shares with same par value per share.~~ The shareholders shall assume liability based on their shares subscribed, and the Company is liable for its debts to the extent of its entire assets.
5	**Article 7:** The Articles of Association shall come into effect from the date on which the Company's overseas-listed foreign-invested shares are listed on the Stock Exchange of Hong Kong Limited ("**Hong Kong Stock Exchange**") upon approval by shareholders at the general meeting of the Company through special resolution and approval by relevant authorities of the State. The Articles of Association will replace the original one registered and filed with the industrial and commercial administration authorities by the Company. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se.	**Article 7:** The Articles of Association shall come into effect ~~from the date on which the Company's overseas-listed foreign-invested shares are listed on the Stock Exchange of Hong Kong Limited ("**Hong Kong Stock Exchange**")~~ upon approval by shareholders at the ~~general~~ **shareholders'** meeting of the Company through special resolution ~~and approval by relevant authorities of the State~~. The Articles of Association will replace the original one registered and filed with the ~~industrial and commercial administration authorities~~ **Market Supervision Administration** by the Company. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se.

No.	Original Article	Amended Article
6	**Article 8:** The Articles of Association are binding on the Company and its shareholders, directors, ~~supervisors,~~ general managers and other senior managements, all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association. Subject to Article 222 of the Articles of Association, the Articles of Association are actionable by a shareholder against the Company; by the Company against shareholders, directors, supervisors, general managers and other senior managements, by a shareholder against each other; and by a shareholder against directors, supervisors, general manager and other senior managements of the Company. The actions referred to in the preceding clause include court proceedings and arbitration proceedings. Other senior managements referred to in the preceding clause include deputy general managers, financial controller, secretary to the board of directors (the "**Board**") and other personnel appointed by the Board.	**Article 8:** The Articles of Association are **legally** binding on the Company and its shareholders, directors, ~~supervisors, general managers~~ and ~~other~~ senior management~~s~~ **members**~~, all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association~~. ~~Subject to Article 222 of the Articles of Association, t~~**T**he Articles of Association are actionable by a shareholder against the Company; by the Company against shareholders, directors~~, supervisors, general managers~~ and ~~other~~ senior management~~s~~ **members**, by a shareholder against each other; and by a shareholder against directors~~, supervisors, general manager~~ and ~~other~~ senior management~~s~~ **members** of the Company. ~~The actions referred to in the preceding clause include court proceedings and arbitration proceedings.~~ ~~Other senior managements referred to in the preceding clause include deputy general managers, financial controller, secretary to the board of directors (the "**Board**") and other personnel appointed by the Board.~~

No.	Original Article	Amended Article
7	**Article 11:** In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company shall establish a Communist Party of China organisation. The Party committee shall perform the core leading and political functions, control the directions, manage the situation and ensure the implementation. The Company shall set up a working agency for the Party, allocate sufficient personnel to handle Party affairs and guarantee working funds for the Party organisation.	**Article 11:** In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company shall establish a Communist Party of China organisation **(hereinafter referred to as the "Party Committee")**. The Party committee shall perform the core leading and political functions, control the directions, manage the situation and ensure the implementation. The Company shall set up a working agency for the Party, allocate sufficient personnel to handle Party affairs and guarantee working funds for the Party organisation.
8	**Article 14:** There must, at all times, be ordinary shares in the Company. Subject to the approval from the approval authority authorized by the State Council, the Company may issue other classes of shares according to its needs.	**Article 14:** There must~~, at all times,~~ be ordinary shares in the Company. Subject to the~~ approval from the approval authority authorized by the State Council~~ **laws, administrative regulations, and the relevant provisions of the securities regulatory authority of the State Council and other regulatory authorities**, the Company may issue other classes of shares according to its needs.
9	**Article 15:** The shares of the Company are evidenced by share certificates, all shares issued by the Company are stocks with a par value of Renminbi 1 yuan each. The Renminbi referred to in the preceding paragraph is the legal currency of the PRC.	**Article 15:** The shares of the Company are evidenced by share certificates, all shares issued by the Company are stocks with a par value of Renminbi 1 yuan each. The Renminbi referred to in the preceding paragraph is the legal currency of the PRC.

No.	Original Article	Amended Article
10	**Article 16:** Shares of the Company shall be issued in an open, fair and just manner. Shares of the same class shall rank pari passu with each other. For the same class of shares issued in the same tranche, each share shall be issued at same price and subject to same conditions. For the shares subscribed by any organisation or individual under the same offering, the price payable for each of such share shall be the same.	**Article 16:** Shares of the Company shall be issued in an open, fair and just manner. Shares of the same class shall rank pari passu with each other. For the same class of shares issued in the same tranche, each share shall be issued at same price and subject to same conditions. For the shares subscribed by any organisation or individual under the same offering, the price payable for each of such share shall be the same.
11	**Article 17:** Subject to the approval of the securities regulatory authority of the State Council, the Company may issue shares to domestic and foreign investors. The foreign investors referred to in the preceding paragraph mean those investors from foreign countries and from the regions of Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company. Domestic investors mean those investors within the territory of the PRC (excluding investors from the regions referred to in the preceding sentence) who subscribe for shares issued by the Company.	**Article 17:** Subject to the ~~approval~~ **register or file** of the securities regulatory authority of the State Council **or the authority authorised by the State Council**, the Company may issue shares to domestic and foreign investors **in accordance with the law**. The foreign investors referred to in the preceding paragraph mean those investors from foreign countries and from the regions of Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company. Domestic investors mean those investors within the territory of the PRC (excluding investors from the regions referred to in the preceding sentence) who subscribe for shares issued by the Company.

No.	Original Article	Amended Article
12	**Article 18:** Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic-invested shares. Shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as foreign-invested shares. Foreign-invested shares which are listed outside the PRC shall be referred to as overseas-listed foreign-invested shares. The foreign currency referred to in the preceding paragraph is a legal currency (other than Renminbi) of other countries or regions which is recognized by foreign exchange administration authority of the State and can be used for payment of the Company's shares. Overseas-listed foreign-invested shares issued by the Company and listed in Hong Kong shall be referred to as H shares for short. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, denominated in Renminbi for par value, and subscribed and traded in Hong Kong dollar.	**Article 18:** Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic-invested shares. Shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as foreign-invested shares. Foreign-invested shares which are listed outside the PRC shall be referred to as overseas-listed foreign-invested shares. **Unless otherwise provided by applicable laws, regulations and/or the Listing Rules in the place where the Company's shares are listed, domestic-invested shares and foreign-invested shares shall not be deemed to be different classes of shares.** The foreign currency referred to in the preceding paragraph is a legal currency (other than Renminbi) of other countries or regions which is recognized by foreign exchange administration authority of the State and can be used for payment of the Company's shares. Overseas-listed foreign-invested shares issued by the Company and listed in Hong Kong shall be referred to as H shares for short. H shares refer to the shares approved to be listed on ~~the Hong Kong Stock Exchange~~ **The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Stock Exchange")**, denominated in Renminbi for par value, and subscribed and traded in Hong Kong dollar.

No.	Original Article	Amended Article
	Shares held by holders of domestic-invested shares may wholly or partially be transferred to overseas investors upon approval by the securities regulatory authority of the State Council, and shall be listed and traded on overseas stock exchanges. Domestic-invested shares may wholly or partially be converted into overseas-listed foreign-invested shares and the converted foreign-invested shares may be listed and traded on an overseas stock exchange. The listing and trading of the transferred or converted shares on an overseas stock exchange shall be subject to the regulatory procedure, regulations and requirements of such overseas stock market. The listing and trading of the transferred shares on an overseas stock exchange, or the conversion of domestic-invested shares into overseas-listed foreign-invested shares and the listing and trading thereof on an overseas stock exchange, does not require a general meeting or class meeting to be called for voting. After the conversion of domestic-invested shares into overseas-listed foreign-invested shares, such shares shall be the same class of shares as the original overseas-listed foreign-invested shares.	Shares held by holders of domestic-invested shares may wholly or partially be transferred to overseas investors upon **file** ~~approval~~ by the securities regulatory authority of the State Council, and shall be listed and traded on overseas stock exchanges. Domestic-invested shares may wholly or partially be converted into overseas-listed foreign-invested shares and the converted foreign-invested shares may be listed and traded on an overseas stock exchange. The listing and trading of the transferred or converted shares on an overseas stock exchange shall be subject to the regulatory procedure, regulations and requirements of such overseas stock market. The listing and trading of the transferred shares on an overseas stock exchange, or the conversion of domestic-invested shares into overseas-listed foreign-invested shares and the listing and trading thereof on an overseas stock exchange, does not require a ~~general~~ **shareholders'** meeting ~~or class meeting~~ to be called for voting. ~~After the conversion of domestic-invested shares into overseas-listed foreign-invested shares, such shares shall be the same class of shares as the original overseas-listed foreign-invested shares.~~

No.	Original Article	Amended Article
13	**Article 19:** As approved by the approval authority, the number of ordinary shares issued by the Company at the time of the Company's establishment totalled 5 billion shares, including 4,372 million shares subscribed and held by China Datang Corporation, representing 87.44% of total ordinary shares of the Company in issue; and 628 million shares subscribed and held by Datang Jilin Power Generation Co., Ltd., representing 12.56% of total ordinary shares of the Company in issue. In accordance with the authorisation at the general meeting, the Board may, upon the determination of the number of domestic shares and overseas-listed foreign-invested shares placed or issued either separately or concurrently by the Company and upon approval by the approval authority authorized by the State Council, appropriately adjust the number of the aforesaid shares within its scope of power.	**Article 19:** As approved by the approval authority, the number of ordinary shares issued by the Company at the time of the Company's establishment totalled 5 billion shares, including 4,372 million shares subscribed and held by China Datang Corporation, representing 87.44% of total ordinary shares of the Company in issue; and 628 million shares subscribed and held by Datang Jilin Power Generation Co., Ltd., representing 12.56% of total ordinary shares of the Company in issue. In accordance with the authorisation at the ~~general~~ **shareholders'** meeting, the Board may, upon the determination of the number of domestic shares and overseas-listed foreign-invested shares placed or issued either separately or concurrently by the Company and ~~upon approval by the approval authority authorized by the State Council~~ **after being registered or filed with the securities regulatory authority of the State Council or departments authorised by the State Council in accordance with the law**, appropriately adjust the number of the aforesaid shares within its scope of power.

No.	Original Article	Amended Article
14	**Article 21:** Upon approval by the securities regulatory authorities of the State Council of the proposal for issue of overseas-listed foreign-invested shares and domestic invested shares, the Board may make implementation arrangements of separate issue. The Company's proposal for separate issue of overseas-listed foreign-invested shares and domestic-invested shares pursuant to the preceding paragraph may be implemented within fifteen (15) months from the date of approval by the securities regulatory authority of the State Council.	**Delete Article 21**
15	**Article 22:** Where the Company issues overseas-listed foreign-invested shares and domestic-invested shares respectively within the total number of shares as stated in the issuance proposal, the respective shares shall be subscribed for in full at one time. If they cannot be subscribed for in full at one time under special circumstances, these shares may be issued in several tranches subject to the approval of the securities regulatory authority of the State Council.	**Delete Article 22**

No.	Original Article	Amended Article
16	–	**Newly added: Article 21:** Neither the Company nor any of its subsidiaries (including its affiliated enterprises) shall provide financial assistance in any form, including by way of gift, advance, guarantee, compensation or loan, for others to acquire shares in the Company or its parent company, except for the implementation of an employee stock ownership scheme by the Company. For the benefit of the Company, and subject to a resolution of the shareholders' meeting or a resolution of the board of directors made pursuant to the Articles of Association or an authorisation granted by the shareholders' meeting, the Company may provide financial assistance for others to acquire shares in the Company or its parent company. However, the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital of the Company, and the resolution of the board of directors shall be passed by not less than two-thirds of all directors. Any director or senior management member who is responsible for a breach of the provisions of the foregoing two paragraphs which causes losses to the Company shall be liable for compensation.
17	**Article 23:** Upon completion of the issue of the aforesaid overseas-listed foreign-invested shares (including the exercise of the over-allotment option), the registered capital of the Company will be RMB7,273.701 million.	**Article 22:** ~~Upon completion of the issue of the aforesaid overseas-listed foreign-invested shares (including the exercise of the over-allotment option), t~~**T**he registered capital of the Company ~~will be~~ **is** RMB7,273.701 million.

No.	Original Article	Amended Article
18	**Article 24:** The Company may, based on its operation and development requirements, approve an increase in its capital in accordance with the relevant provisions of the Articles of Association. The Company may increase its capital in the following manners: (1) offering new shares to non-specific investors; (2) placing new shares to investors particularly designated and/or existing shareholders; (3) distributing new shares to existing shareholders; (4) transferring capital reserve to share capital; or (5) other means as permitted by laws and administrative regulations and those approved by the securities regulatory authorities of the State Council. The Company's increase of capital by issuing new shares shall, after being approved pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations. After increase of its capital, the Company shall file the change with the Company's original industrial and commercial administration authority and make relevant announcement.	**Article 23:** The Company may, based on its operation and development requirements, ~~approve an increase in~~ **in accordance with the provisions under the laws and regulations, adopt any of the following manners to increase** its capital **by way of resolution at the shareholders' meeting** ~~in accordance with the relevant provisions of the Articles of Association.~~**:** ~~The Company may increase its capital in the following manners:~~ (1) offering new shares to non-specific ~~investors~~ **subscribers**; (2) ~~placing~~ **offering** new shares to ~~investors~~ **specific subscribers** ~~particularly designated and/or existing shareholders~~; (3) distributing ~~new~~ **bonus** shares to existing shareholders; (4) transferring capital reserve to share capital; ~~or~~ (5) other means as ~~permitted~~ **stipulated** by laws**,** ~~and~~ administrative regulations and ~~those approved by~~ the securities regulatory authorities of the State Council.

No.	Original Article	Amended Article
		The Company's increase of capital by issuing new shares shall, after being approved pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations. After increase of its capital, the Company shall file the change with the Company's **registration authority** ~~original industrial and commercial administration authority and make relevant announcement~~.
19	**Article 25:** Unless otherwise provided by laws, administrative regulations and the Hong Kong Stock Exchange, shares of the Company are freely transferable and are not subject to any lien.	**Article 24:** ~~Unless otherwise provided by laws, administrative regulations and the Hong Kong Stock Exchange,~~ **S**hares of the Company **shall be transferred in accordance with the law** ~~are freely transferable and are not subject to any lien~~.
20	**Article 26:** The Company shall not accept any shares of the Company as the subject of a pledge.	**Article 25:** The Company shall not accept any shares of the Company as the subject of a pledge.

No.	Original Article	Amended Article
21	**Article 27:** Shares of the Company held by the promoters shall not be transferred within one year from the date of the establishment of the Company. Shares issued prior to the public offering of shares by the Company shall not be transferred within one year from the date the shares of the Company were listed on the stock exchange(s). During their tenure, directors, supervisors and senior management members of the Company shall report to the Company their shareholdings in the Company and changes therein and shall not transfer more than 25% of the total number of shares held by them per year. The shares held by them shall not be transferred within one year from the date on which the shares of the Company were listed and traded on the stock exchange(s). The aforesaid person(s) shall not transfer the shares of the Company held by them within six months commencing from the termination of their service. If the transfer restrictions in this paragraph involve H shares, the said transfer shall be subject to approval of the Hong Kong Stock Exchange.	**Article 26:** ~~Shares of the Company held by the promoters shall not be transferred within one year from the date of the establishment of the Company.~~ Shares issued prior to the public offering of shares by the Company shall not be transferred within one year from the date the shares of the Company were listed on the stock exchange(s). **Where laws, administrative regulations or the securities regulatory authority of the State Council provide otherwise in respect of the transfer of the Company's shares held by the shareholders or actual controller of the Company, such provisions shall prevail.** During their tenure **as determined at the time of taking office**, directors~~, supervisors~~ and senior management members of the Company shall report to the Company their shareholdings in the Company and changes therein and shall not transfer more than 25% of the total number of shares **of the same class** held by them per year. The shares held by them shall not be transferred within one year from the date on which the shares of the Company were listed and traded on the stock exchange(s). The aforesaid person(s) shall not transfer the shares of the Company held by them within six months commencing from the termination of their service. ~~If the transfer restrictions in this paragraph involve H shares, the said transfer shall be subject to approval of the Hong Kong Stock Exchange.~~

No.	Original Article	Amended Article
22	**Article 28:** Any gains from sale of shares of the Company by any directors, supervisors, senior management members or shareholders holding 5% or more of the shares of the Company within six months after their purchase of the same, and any gains from purchase of shares of the Company by any of the aforesaid parties within six months after sale of the same shall be disgorged to the Company. The Board shall forfeit such gains from the abovementioned parties. If the transfer restrictions in this paragraph involve H shares, the said transfer shall be subject to approval of the Hong Kong Stock Exchange. However, if a securities company holds 5% or more of shares by buying the remaining shares under an underwriting arrangement, the six-month limitation for selling the said shares shall not apply. Should the Board does not observe the preceding paragraph, shareholders shall be entitled to request the Board to effect the same within 30 days. If the Board fails to do so within the aforesaid time limit, the shareholders may directly initiate court proceedings in their own name for the interests of the Company. Should the Board fail to comply with the requirements set out in the first paragraph, the responsible director(s) shall assume joint and several liabilities under laws.	**Article 27:** Any gains from sale of shares **or other equity-based securities** of the Company by any directors, ~~supervisors,~~ senior management members or shareholders holding 5% or more of the shares of the Company within six months after their purchase of the same, and any gains from purchase of shares **or other equity-based securities** of the Company by any of the aforesaid parties within six months after sale of the same shall be disgorged to the Company. The Board shall forfeit such gains from the abovementioned parties. If the transfer restrictions in this paragraph involve H shares, the said transfer shall be subject to approval of the Hong Kong Stock Exchange. However, if a securities company holds 5% or more of shares by buying the remaining shares under an underwriting arrangement, the six-month limitation for selling the said shares shall not apply. **The shares or other equity-based securities held by the directors, senior management members or natural person shareholders referred to in the preceding paragraph shall include such shares or other equity-based securities as held by their spouses, parents, and children, as well as those held through accounts in the names of others.** Should the Board does not observe the **first** ~~preceding~~ paragraph, shareholders shall be entitled to request the Board to effect the same within 30 days. If the Board fails to do so within the aforesaid time limit, the shareholders may directly initiate **people's** court proceedings in their own name for the interests of the Company.

No.	Original Article	Amended Article
		Should the Board fail to comply with the requirements set out in the first paragraph, the responsible director(s) shall assume joint and several liabilities under laws.
23	**Article 30:** The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within ten days from the date of the Company's resolution on reduction of its registered capital and shall publish an announcement in the newspaper as accepted by the stock exchange on which the shares of the Company are listed within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt. The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.	**Article 29:** The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within ten days from the date of the Company's resolution on reduction of its registered capital **at the shareholders' meeting** and shall publish an announcement in the newspaper as accepted by the stock exchange on which the shares of the Company are listed **or on the National Enterprise Credit Information Publicity System** within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt. **The Company shall reduce contributed amounts or shares according to shareholding ratios of shareholders when reducing its registered capital, except as otherwise prescribed by laws or the Articles of Association.** ~~The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.~~

No.	Original Article	Amended Article
24	–	**Newly added: Article 30:** Where the Company continues to incur losses after making up for losses in accordance with Article 143 of the Articles of Association, it may reduce its registered capital to cover such losses. In the case of reduction in its registered capital to cover losses, the Company shall not make any distribution to shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share monies. The provisions of paragraph 2 of Article 29 of the Articles of Association shall not apply to a reduction of registered capital pursuant to the preceding paragraph, except that the Company shall make an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date on which the resolution to reduce registered capital is passed at the shareholders' meeting. Where the Company reduces its registered capital in accordance with the preceding two paragraphs, it shall not distribute profits until the aggregate amount of the statutory reserve and discretionary reserve reaches 50% of the Company's registered capital.

No.	Original Article	Amended Article
25	**Article 31:** In the following circumstances, the Company may repurchase its issued shares in accordance with the statutory procedures and procedures provided in the Articles of Association and with the approval of relevant competent authorities of the PRC: (1) to cancel shares for the purpose of reducing the registered capital of the Company; (2) to amalgamate with other company which owns shares in the Company; (3) to use the shares for employee stock ownership scheme or as equity incentive; (4) to acquire the shares of shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or demerger of the Company; (5) to use the shares for conversion of corporate bonds which are convertible into shares issued by the Company; (6) where it is necessary for the Company to safeguard its value and the interests of its shareholders; and (7) other circumstances which are permitted by laws and administrative regulations.	**Article 31:** ~~In the following circumstances, the Company may repurchase its issued shares in accordance with the statutory procedures and procedures provided in the Articles of Association and with the approval of relevant competent authorities of the PRC:~~ **The Company shall not acquire its own shares, except under any of the following circumstances:** (1) to ~~cancel shares for the purpose of reducing~~ **reduce** the registered capital of the Company; (2) to amalgamate with other company which owns shares in the Company; (3) to use the shares for employee stock ownership scheme or as equity incentive; (4) to acquire the shares of shareholders (upon their request) who vote against any resolution adopted at any ~~general~~ **shareholders'** meetings on the merger or demerger of the Company; (5) to use the shares for conversion of corporate bonds which are convertible into shares issued by the Company; (6) where it is necessary for the Company to safeguard its value and the interests of its shareholders; ~~and~~ (7) other circumstances which are permitted by laws and administrative regulations.

No.	Original Article	Amended Article
	Repurchase of shares of the Company under the circumstance set forth in subparagraphs (1) and (2) of the preceding paragraph shall be resolved by the general meeting. Repurchase of shares of the Company under the circumstance set forth in subparagraphs (3), (5) and (6) of the preceding paragraph shall be resolved at the general meeting or as authorized by the general meeting, may be resolved by the board meeting with over two-thirds of directors present. Where the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions in respect of the repurchase of shares, such provisions shall prevail.	Repurchase of shares of the Company under the circumstance set forth in subparagraphs (1) and (2) of the preceding paragraph shall be resolved by the ~~general~~ **shareholders'** meeting. Repurchase of shares of the Company under the circumstance set forth in subparagraphs (3), (5) and (6) of the preceding paragraph shall be resolved at the ~~general~~ **shareholders'** meeting or as authorized by the ~~general~~ **shareholders'** meeting, may be resolved by the board meeting with over two-thirds of directors present. Where the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions in respect of the repurchase of shares, such provisions shall prevail.
26	**Article 32:** The Company may, with the approval of the relevant competent authority of the State for repurchasing its shares, conduct the repurchase in one of the following manners: (1) making a pro rata general offer of repurchase to all of its shareholders; (2) repurchasing shares through open transactions on a stock exchange; (3) repurchasing through an off-market agreement; or (4) other means as permitted by relevant regulatory authority.	**Delete Article 32**

No.	Original Article	Amended Article
27	**Article 33:** Where the Company repurchases its shares through an off-market agreement, it shall seek prior approval of the shareholders at general meeting in accordance with the Articles of Association. The Company may release or vary a contract so entered into by the Company or waive its rights thereunder with prior approval by shareholders at a general meeting obtained in the same manner. The contract to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares. The Company shall not assign a contract to repurchase its shares or any of its right thereunder. Where the Company has the rights to repurchase the redeemable shares, repurchases shall be limited to a maximum price unless they are made through the market or by tender; if repurchases are made by tender, relevant tenders shall be available to all shareholders alike.	**Delete Article 33**

No.	Original Article	Amended Article
28	**Article 34:** Shares repurchased by the Company in accordance with subparagraphs (1), (2) and (4) of the Article 31 herein shall be cancelled within the period prescribed by laws and administrative regulations. For the shares repurchased by the Company in accordance with the first paragraph of the Article 31 of the Articles of Association, where is in line with the circumstance set forth in subparagraph (1), the shares shall be cancelled within ten days after the date of repurchase; where is in line with the circumstance set forth in subparagraphs (2) and (4), the shares shall be transferred or cancelled within six months; where is in line with the circumstance set forth in subparagraphs (3), (5) and (6), the aggregated number of shares of the Company held by itself shall be not more than 10% of the total issued shares of the Company and shall be transferred or cancelled within three years. Changes in the registered capital of the Company arising from cancellation of shares due to acquisition shall be registered with the original company registration authority. The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital. Where the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions in respect of the repurchase of shares, such provisions shall prevail.	**Article 32:** ~~Shares repurchased by the Company in accordance with subparagraphs (1), (2) and (4) of the Article 31 herein shall be cancelled within the period prescribed by laws and administrative regulations.~~ For the shares repurchased by the Company in accordance with the first paragraph of the Article 31 of the Articles of Association, where is in line with the circumstance set forth in subparagraph (1), the shares shall be cancelled within ten days after the date of repurchase; where is in line with the circumstance set forth in subparagraphs (2) and (4), the shares shall be transferred or cancelled within six months; where is in line with the circumstance set forth in subparagraphs (3), (5) and (6), the aggregated number of shares of the Company held by itself shall be not more than 10% of the total issued shares of the Company and shall be transferred or cancelled within three years. ~~Changes in the registered capital of the Company arising from cancellation of shares due to acquisition shall be registered with the original company registration authority. The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.~~ Where the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions in respect of the repurchase of shares, such provisions shall prevail.

No.	Original Article	Amended Article
29	**Article 35:** Unless the Company is in the course of liquidation, it must comply with the following provisions in respect of repurchase of its issued shares: ..... **Article 38:** (6) the provision of money by the Company for contributions to staff and workers' share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).	**Delete Article 35, Article 36, Article 37 and Article 38**

No.	Original Article	Amended Article
30	**Article 39:** Share certificates of the Company shall be in registered form. In addition to those provided in the Company Law and the Special Regulations, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange(s) on which the shares of the Company are listed. During the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in all title documents (including H shares certificates) relating to it securities listed on the Hong Kong Stock Exchange and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submit the appropriately signed form relating to such shares to the share registrar and the form shall contain the following statements: (1) The share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Regulations and other relevant laws, administrative regulations and the Articles of Association.	**Article 33:** Share certificates **issued by** ~~of~~ the Company shall be ~~in~~ registered **shares** ~~form~~. In addition to those provided in the Company Law ~~and the Special Regulations~~, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange(s) on which the shares of the Company are listed. ~~During the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in all title documents (including H shares certificates) relating to it securities listed on the Hong Kong Stock Exchange and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submit the appropriately signed form relating to such shares to the share registrar and the form shall contain the following statements:~~ ~~(1) The share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Regulations and other relevant laws, administrative regulations and the Articles of Association.~~

No.	Original Article	Amended Article
	(2) the purchaser of the shares agrees with each of the shareholders, directors, supervisors, general manager and other senior management members of the Company, and the Company, acting on behalf of itself and each of directors, supervisors, general manager and other senior management members of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement all disputes and claims arising from the Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of the Articles of Association, and that any referral to arbitration shall be deemed as an authorisation to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.	~~(2) the purchaser of the shares agrees with each of the shareholders, directors, supervisors, general manager and other senior management members of the Company, and the Company, acting on behalf of itself and each of directors, supervisors, general manager and other senior management members of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement all disputes and claims arising from the Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of the Articles of Association, and that any referral to arbitration shall be deemed as an authorisation to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.~~
	(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable.	~~(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable.~~

No.	Original Article	Amended Article
	(4) the share purchaser authorizes the Company to enter into a contract on his behalf with each of the directors, general manager and other senior management members, pursuant to which the directors, general manager and other senior management members undertake to observe and fulfil their responsibilities under the Articles of Association to the shareholders.	~~(4) the share purchaser authorizes the Company to enter into a contract on his behalf with each of the directors, general manager and other senior management members, pursuant to which the directors, general manager and other senior management members undertake to observe and fulfil their responsibilities under the Articles of Association to the shareholders.~~
31	**Article 40:** The share certificates shall be signed by the Chairman of the Board. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management members, the share certificates shall also be signed by such senior management members. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed with the Company's seal under the authorization of the Board. The signatures of the Chairman of the Company or other relevant senior management members on the share certificates may also be in printed form.	**Delete Article 40**

No.	Original Article	Amended Article
32	**Article 41:** The Company shall maintain the register of shareholders and register the following particulars: (1) the name, address (residence), occupation or nature of each shareholder; (2) the class and number of shares held by each shareholder; (3) the amount paid-up or payable in respect of shares held by each shareholder; (4) the serial numbers of the shares held by each shareholder; (5) the date on which a person registers as a shareholder; and (6) the date on which a person ceases to be a shareholder. The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, except in cases with evidence to the contrary. The issuance and transfer of all the overseas-listed foreign-invested shares shall be recorded on the register of shareholders for holders of overseas-listed foreign-invested shares deposited at the place of listing in accordance with the Articles of Association.	**Article 34:** The Company shall ~~maintain the~~ **establish a** register of shareholders **based on the records provided by the securities registration institution. The register of shareholders shall constitute conclusive evidence of the shareholders' ownership of the Company's shares. The register of shareholders shall** ~~and~~ register the following particulars: (1) the name, address (residence)~~, occupation or nature~~ of each shareholder; (2) the class and number of shares ~~held~~ **subscribed** by each shareholder; ~~(3) the amount paid-up or payable in respect of shares held by each shareholder;~~ **(3)** ~~(4)~~ the serial numbers of the shares held by each shareholder **in the case of share certificates issued in paper form**; **(4)** ~~(5)~~ the date on which **each shareholder obtains the share(s).** ~~a person registers as a shareholder; and~~ ~~(6) the date on which a person ceases to be a shareholder.~~ ~~The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, except in cases with evidence to the contrary.~~

No.	Original Article	Amended Article
	Where two or more than two persons are registered as joint holders of any share, they shall be deemed as joint owner of such share and subject to the following restrictions: (1) The Company may not register more than four persons as joint shareholders of any share; (2) All joint holders of any share are jointly and severally assume obligation for all amounts payable for relevant shares; (3) If one of the joint holders dies, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. The Board shall have the right, for the purpose of making amendments to the register of shareholders, to demand a death certificate where it deems appropriate to do so; and (4) In case of any joint holders of shares, only the joint holder whose name appears first in the register of members is entitled to receive the share certificates of relevant shares and the Company's notices, and to attend and exercise voting rights at a general meeting of the Company. Any notice delivered to that person shall be deemed as having been delivered to all joint holders of the relevant shares.	~~The issuance and transfer of all the overseas-listed foreign-invested shares shall be recorded on the register of shareholders for holders of overseas-listed foreign-invested shares deposited at the place of listing in accordance with the Articles of Association.~~ ~~Where two or more than two persons are registered as joint holders of any share, they shall be deemed as joint owner of such share and subject to the following restrictions:~~ ~~(1) The Company may not register more than four persons as joint shareholders of any share;~~ ~~(2) All joint holders of any share are jointly and severally assume obligation for all amounts payable for relevant shares;~~ ~~(3) If one of the joint holders dies, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. The Board shall have the right, for the purpose of making amendments to the register of shareholders, to demand a death certificate where it deems appropriate to do so; and~~ ~~(4) In case of any joint holders of shares, only the joint holder whose name appears first in the register of members is entitled to receive the share certificates of relevant shares and the Company's notices, and to attend and exercise voting rights at a general meeting of the Company. Any notice delivered to that person shall be deemed as having been delivered to all joint holders of the relevant shares.~~

No.	Original Article	Amended Article
33	**Article 42:** The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its original register of holders of overseas-listed foreign-invested shares outside China and appoint overseas agent(s) to manage such register. The original copy of register of holders of overseas-listed foreign-invested shares listed in Hong Kong shall be maintained in Hong Kong. ..... **Article 45:** If it refuses to register any transfer of shares, the Company shall provide the transferor and the transferee of the shares with a notification of refusal in relation to registration of shares within 2 months from the application for registration.	**Delete Article 42, Article 43, Article 44 and Article 45**
34	**Article 47:** Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any provisions in respect of the period of closure of the register of members prior to a shareholders' general meeting or the benchmark date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.	**Article 35:** Where the laws, **administrative** regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any provisions in respect of the period of closure of the register of members prior to a shareholders' ~~general~~ meeting or the benchmark date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.

No.	Original Article	Amended Article
35	**Article 48:** Where the Company convenes a shareholders' general meeting, distributes dividends, liquidates or carries out other activities which would require the determination of shareholdings, the Board shall fix a date for ascertainment of the shareholding. Upon the close of such date, the shareholders who remain on the register shall be deemed as the shareholders of the Company.	**Article 36:** Where the Company convenes a shareholders' ~~general~~ meeting, distributes dividends, liquidates or carries out other activities which would require ~~the determination of shareholdings~~ **ascertaining the titles to the shares of shareholders**, the Board **or the convener of a shareholders' meeting** shall fix a date for ascertainment of the shareholding. Upon the close of such date, the shareholders who remain on the register shall be deemed as the shareholders of the Company.
36	**Article 49:** Any person who objects to the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register. ..... **Article 52:** The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the issuance of the replacement certificate, unless the claimant proves that the Company has acted fraud action.	**Delete Article 49, Article 50, Article 51 and Article 52**

No.	Original Article	Amended Article
37	**Article 53:** A shareholder is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders. A shareholder shall enjoy rights and assume obligations according to the class and number of shares he holds; shareholders holding the same class of shares shall enjoy same rights and undertake same obligations. All classes of shareholders of the Company shall have equal rights in any profit distribution in the form of a dividend or any other form. A legal person shareholder shall appoint his legal representative or a proxy authorised by the legal representative to exert its rights on his behalf. The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any shares of the Company by reason only that person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.	**Article 37:** A shareholder is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders. A shareholder shall enjoy rights and assume obligations according to the class ~~and number~~ of shares he holds; shareholders holding the same class of shares shall enjoy same rights and undertake same obligations. All classes of shareholders of the Company shall have equal rights in any profit distribution in the form of a dividend or any other form. A legal person shareholder shall appoint his legal representative or a proxy authorised by the legal representative to exert its rights on his behalf. ~~The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any shares of the Company by reason only that person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.~~

No.	Original Article	Amended Article
38	**Article 54:** Holders of ordinary shares of the Company shall have the following rights: (1) the right to dividends and other distributions in proportion to the number of share held; (2) the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise the corresponding voting right thereat; (3) the right to supervise and manage the Company's business operations, and to put forward proposals and raise inquiries; (4) the right to transfer shares in accordance with laws, administrative regulations and provisions of the Articles of Association; (5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including: (i) a copy of the Articles of Association upon payment of the costs thereof; (ii) the right to inspect and copy, subject to payment of reasonable charge; 1. register of all shareholders;	**Article 38:** Holders of ordinary shares of the Company shall have the following rights: (1) the right to dividends and other distributions in proportion to the number of share held; (2) the right to attend or appoint a proxy to attend shareholders' ~~general~~ meetings**, speak** and ~~to~~ exercise the corresponding voting right thereat **(except where shareholders are required to abstain from voting on specific matters under the Listing Rules in the place where the Company's shares are listed)**; (3) the right to supervise ~~and manage~~ the Company's business operations, and to put forward proposals and raise inquiries; (4) the right to transfer**, give by way of gift or pledge** shares **held** in accordance with laws, administrative regulations and provisions of the Articles of Association; **(5) inspect and make copies of the Articles of Association, the register of shareholders, minutes of shareholders' meetings, and resolutions of the board of directors; shareholders who meet the prescribed conditions of the Company Law may also inspect the Company's accounting books and accounting vouchers;**

No.	Original Article	Amended Article
	2. personal particulars of directors, supervisors, general manager and other senior management members of the Company, including: (a) present and former forename and surnames and any aliases; (b) principal address (domicile); (c) nationality; (d) occupation and all other part-time occupation and positions; (e) identification documents and its number. (iii) state of the share capital of the Company; (iv) the latest audited financial statements of the Company, and the reports of the Board, auditors and Board of Supervisors; (v) special resolutions of the Company;	~~(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:~~ ~~(i) a copy of the Articles of Association upon payment of the costs thereof;~~ ~~(ii) the right to inspect and copy, subject to payment of reasonable charge;~~ ~~1. register of all shareholders;~~ ~~2. personal particulars of directors, supervisors, general manager and other senior management members of the Company, including:~~ ~~(a) present and former forename and surnames and any aliases;~~ ~~(b) principal address (domicile);~~ ~~(c) nationality;~~ ~~(d) occupation and all other part-time occupation and positions;~~ ~~(e) identification documents and its number.~~

No.	Original Article	Amended Article
	(vi) reports stating the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose; (vii) copy of the latest annual examination report filed with the State Administration for Industry and Commerce or other competent authorities; and (viii) minutes of the shareholders' general meetings. The Company shall place the documents referred to in the above subparagraphs (i) to (vii) at the Company's address in Hong Kong in accordance with the Listing Rules for inspection by the public and holders of overseas-listed foreign-invested shares free of charge. Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding provision shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide such information at the shareholder's request.	~~(iii) state of the share capital of the Company;~~ ~~(iv) the latest audited financial statements of the Company, and the reports of the Board, auditors and Board of Supervisors;~~ ~~(v) special resolutions of the Company;~~ ~~(vi) reports stating the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;~~ ~~(vii) copy of the latest annual examination report filed with the State Administration for Industry and Commerce or other competent authorities; and~~ ~~(viii) minutes of the shareholders' general meetings.~~ ~~The Company shall place the documents referred to in the above subparagraphs (i) to (vii) at the Company's address in Hong Kong in accordance with the Listing Rules for inspection by the public and holders of overseas-listed foreign-invested shares free of charge.~~

No.	Original Article	Amended Article
	(6) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company according to the number of shares held; and (7) other rights conferred by laws, administrative regulations and the Articles of Association.	~~Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding provision shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide such information at the shareholder's request.~~ (6) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company according to the number of shares held; ~~and~~ **(7) for the shareholder who raises an objection to the resolutions of the shareholders' meeting regarding the merger or division of the Company, the right to require the Company to purchase his/her shares;** **(8)** ~~(7)~~ other rights conferred by laws, administrative regulations and the Articles of Association.
39	**–**	**Newly added: Article 39:** Shareholders who request to inspect or make photocopies of the Company's relevant materials shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.

No.	Original Article	Amended Article
40	**Article 55:** If a resolution passed at the Company's general meeting or Board meeting violates the laws and regulations, the shareholders shall have the right to submit a petition to the people's court to render the same as invalid. If the procedures for convening, or the methods of voting at, a shareholders' general meeting or Board meeting violate the laws, regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall be entitled to submit a petition to the people's court to rescind such resolutions within sixty days from the date on which such resolution is passed.	**Article 40:** If a resolution passed at the Company's ~~general~~ **shareholders'** meeting or Board meeting violates the laws and **administrative** regulations, the shareholders shall have the right to submit a petition to the people's court to render the same as invalid. If the procedures for convening, or the methods of voting at, a shareholders' ~~general~~ meeting or Board meeting violate the laws, regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall be entitled to submit a petition to the people's court to rescind such resolutions within sixty days from the date on which such resolution is passed. **However, this will not apply where there are only minor defects in the procedures for convening or the voting methods of the shareholders' meeting or the board of directors that do not have a substantive impact on the resolution.** **If the board of directors, shareholders or other relevant parties dispute the validity of a resolution at the shareholders' meeting, they shall promptly initiate legal proceedings with the people's court. Prior to the issuance of a judgment or ruling by the people's court to revoke such resolution or otherwise, the relevant parties shall implement the resolution of the shareholders' meeting. The Company, its directors and senior management members shall practically perform their duties to ensure the normal operation of the Company.**

No.	Original Article	Amended Article
41	**Article 56:** Where the Company incurs losses as a result of directors' and senior management members' violation of the laws, regulations or the Articles of Association in the course of performing their duties, shareholders individually or jointly holding 1% or more of the Company's shares for not less than 180 consecutive days shall be entitled to request in writing the Board of Supervisors to initiate proceedings in the people's court. Where the Company incurs losses as a result of the Supervisors' violation of any provision of laws, regulations or the Articles of Association in the course of performing their duties, the aforementioned shareholders shall be entitled to make a request in writing to the Board to initiate proceedings in the people's court. In the event that the Board of Supervisors or the Board refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the people's court directly in their own names in the interest of the Company. Shareholders described in the first paragraph of this Article may also initiate proceedings in the people's court in accordance with the preceding two paragraphs in the event that the lawful interests of the Company are infringed upon by any third parties.	**Article 41:** Where the Company incurs losses as a result of ~~directors' and senior management members' violation~~ **a director or senior management member other than a member of the audit committee having violated any provision** of the laws, **administrative** regulations or the Articles of Association in the course of performing their duties, shareholders individually or jointly holding 1% or more of the Company's shares for not less than 180 consecutive days shall be entitled to request in writing the **audit committee** ~~Board of Supervisors~~ to initiate proceedings in the people's court. Where the Company incurs losses as a result of the **member of the audit committee having violated** ~~Supervisors' violation~~ ~~of~~ any provision of laws, **administrative** regulations or the Articles of Association in the course of performing their duties, the aforementioned shareholders shall be entitled to make a request in writing to the Board to initiate proceedings in the people's court. In the event that the **audit committee** ~~Board of Supervisors~~ or the Board refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the people's court directly in their own names in the interest of the Company.

No.	Original Article	Amended Article
		Shareholders described in the first paragraph of this Article may also initiate proceedings in the people's court in accordance with the preceding two paragraphs in the event that the lawful interests of the Company are infringed upon by any third parties.
42	**Article 57:** If any director or senior management member damages the shareholders' interests by violating any law, regulation or the Articles of Association, the shareholders may lodge a lawsuit in the people's court.	**Article 42:** If any director or senior management member damages the shareholders' interests by violating any law, regulation or the Articles of Association, the shareholders may lodge a lawsuit in the people's court.

No.	Original Article	Amended Article
43	**Article 58:** Holders of ordinary shares of the Company shall assume the following obligations: (1) to abide by the Articles of Association; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) to assume liability based on their shares subscribed; (4) not to divest the shares other than as provided by laws or regulations; (5) not to abuse their right as shareholders to prejudice the interests of the Company or other shareholders; not to abuse the independence of the Company as a legal person and the limited liabilities of shareholders to prejudice the interests of creditors of the Company; Shareholders of the Company who abuse their rights as shareholders and thereby cause losses to the Company or other shareholders shall be liable for indemnity according to the law. Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.	**Article 43:** Holders of ordinary shares of the Company shall assume the following obligations: (1) to abide by **the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and** the Articles of Association; (2) to pay **for** subscription **of shares** ~~monies~~ according to the number of shares subscribed and the method of subscription; (3) to assume liability based on their shares subscribed; (4) not to **withdraw its/his/her share capitals** ~~divest the shares~~ other than as provided by laws or regulations; (5) not to abuse their right as shareholders to prejudice the interests of the Company or other shareholders; not to abuse the independence of the Company as a legal person and the limited liabilities of shareholders to prejudice the interests of creditors of the Company; Shareholders of the Company who abuse their rights as shareholders and thereby cause losses to the Company or other shareholders shall be liable for indemnity according to the law.

No.	Original Article	Amended Article
	(6) other obligations imposed by laws, administrative regulations and the Articles of Association. Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.	Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company. (6) other obligations imposed by laws, administrative regulations and the Articles of Association. ~~Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.~~

No.	Original Article	Amended Article
44	**Article 59:** In addition to obligations imposed by laws, administrative regulations or required by the stock exchange on which shares of the Company are listed, a controlling shareholder (as defined in the Article 60) shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company: (1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company; (2) any approval for the directors or supervisor (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favourable to the Company; (3) any approval for the directors or supervisor (for their own account or for the account of other parties) to deprive another shareholder of his personal interest, including, but not limited to, any allocation right, and voting right, but excluding any corporate restructuring proposal made at the shareholders' general meeting in accordance with the Articles of Association.	**Article 44:** ~~In addition to obligations imposed by laws, administrative regulations or required by the stock exchange on which shares of the Company are listed, a controlling shareholder (as defined in the Article 60) shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:~~ ~~(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;~~ ~~(2) any approval for the directors or supervisor (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favourable to the Company;~~ ~~(3) any approval for the directors or supervisor (for their own account or for the account of other parties) to deprive another shareholder of his personal interest, including, but not limited to, any allocation right, and voting right, but excluding any corporate restructuring proposal made at the shareholders' general meeting in accordance with the Articles of Association.~~

No.	Original Article	Amended Article
	The controlling shareholders and de facto controllers of the Company shall not use connected relations to damage the interests of the Company; otherwise they shall make compensation for the loss incurred to the Company. The controlling shareholder and the de facto controller of the Company have the duty to act in good faith towards the Company and public shareholders of the Company. The controlling shareholder shall strictly exercise its rights as a contributor in accordance with the laws and shall not take advantage of profit distribution, asset restructuring, external investment, capital appropriation and loan guarantee to the detriment of the interests of the Company and public shareholders. Nor shall he take the advantage of its controlling position to the detriment of the Company and public shareholders.	The controlling shareholders and de facto controllers of the Company shall **exercise their rights and perform their obligations in accordance with the provisions under the law, administrative regulations, the regulations of the CSRC and the rules of the securities regulatory authorities of the place where the Company's shares are listed, and shall safeguard the interests of the Company.** ~~not use connected relations to damage the interests of the Company; otherwise they shall make compensation for the loss incurred to the Company.~~ ~~The controlling shareholder and the de facto controller of the Company have the duty to act in good faith towards the Company and public shareholders of the Company. The controlling shareholder shall strictly exercise its rights as a contributor in accordance with the laws and shall not take advantage of profit distribution, asset restructuring, external investment, capital appropriation and loan guarantee to the detriment of the interests of the Company and public shareholders. Nor shall he take the advantage of its controlling position to the detriment of the Company and public shareholders.~~

No.	Original Article	Amended Article
45	–	**Newly added: Article 45:** The controlling shareholder and the actual controller of the Company shall comply with the following provisions: (1) Exercise shareholder rights in accordance with the law, without abusing control rights or exploiting related-party relationships to harm the lawful rights and interests of the Company or other shareholders; (2) Strictly perform any public statements and undertakings made, without unauthorized alteration or waiver; (3) Fulfil information disclosure obligations in strict accordance with relevant regulations, actively cooperate with the Company in its information disclosure, and promptly inform the Company of any material events that have occurred or are expected to occur; (4) Shall not occupy corporate funds in any manner; (5) Shall not compel, instruct, or require the Company or its relevant personnel to provide guarantees in violation of laws or regulations; (6) Shall not exploit any undisclosed material information of the Company to seek benefits, shall not disclose any undisclosed material information relating to the Company in any manner, and shall not engage in insider trading, short-swing trading, market manipulation or any other unlawful or non-compliant conduct;

No.	Original Article	Amended Article
		(7) Shall not harm the lawful rights and interests of the Company and other shareholders through any unfair related party transactions, profit distributions, asset restructurings, external investments or any other means; (8) Shall ensure the integrity of the Company's assets, independence of its personnel, finance, organisation and business, and shall not interfere with the Company's independence in any manner; (9) Comply with other provisions under the laws, administrative regulations, the regulations of the CSRC, the rules of the securities regulatory authorities of the place where the Company's shares are listed, and the Articles of Association. Where the controlling shareholder or actual controller of the Company does not serve as a director but actually transacts the business of the Company, the provisions of the Articles of Association concerning the fiduciary duties and duties of diligence of directors shall apply. Where the controlling shareholder or actual controller instructs any director or senior management to engage in acts that are detrimental member to the interests of the Company or its shareholders, they shall bear joint and several liability with such director or senior management member.

No.	Original Article	Amended Article
46	**–**	**Newly added: Article 46:** Where the controlling shareholder or actual controller pledges the shares of the Company held or effectively controlled by them, they shall ensure the stability of the Company's control and business operations.
47	**–**	**Newly added: Article 47:** Where the controlling shareholder or actual controller transfers the shares of the Company held by them, they shall comply with the restrictive provisions on share transfers as stipulated by laws, administrative regulations, the CSRC and the stock exchange, as well as any undertakings made by them in relation to the restriction on share transfers.
48	**Article 61:** As the highest authority of the Company, the general meeting exercises its powers under the laws.	**Article 49:** As the highest authority of the Company, the ~~general~~ **shareholders'** meeting **of the Company consisting of all shareholders** exercises its powers under the laws.

No.	Original Article	Amended Article
49	**Article 62:** The powers exercisable by the general meeting are as follows: (1) to decide the Company's operational guidelines and investment schemes; (2) to elect and remove directors not being staff representatives and to determine matters relating to the directors' remunerations; (3) to elect and remove supervisors not being staff representatives and to determine matters relating to the supervisors' remunerations; (4) to consider and approve the reports of the Board; (5) to consider and approve the reports of the Board of Supervisors; (6) to consider and approve the Company's annual financial budgets and final accounts; (7) to consider and approve the Company's profit distribution plan and plan for recovery of losses; (8) to resolve on increases or reduction in the Company's registered capital; (9) to resolve merger, demerger, dissolution, liquidation or change of corporate form of the Company;	**Article 50:** The powers exercisable by the ~~general~~ **shareholders'** meeting are as follows: ~~(1) to decide the Company's operational guidelines and investment schemes;~~ (**1**)~~(2)~~ to elect and remove directors not being staff representatives and to determine matters relating to the directors' remunerations; ~~(3) to elect and remove supervisors not being staff representatives and to determine matters relating to the supervisors' remunerations;~~ (**2**)~~(4)~~ to consider and approve the reports of the Board; ~~(5) to consider and approve the reports of the Board of Supervisors;~~ ~~(6) to consider and approve the Company's annual financial budgets and final accounts;~~ (**3**)~~(7)~~ to consider and approve the Company's profit distribution plan and plan for recovery of losses; (**4**)~~(8)~~ to resolve on increases or reduction in the Company's registered capital**, repurchase of the Company's shares and issue of shares of any class, stock warrants or other similar securities**; (**5**)~~(9)~~ to resolve merger, demerger, dissolution, liquidation or change of corporate form of the Company;

No.	Original Article	Amended Article
	(10) to resolve on the issue of bonds and other securities by the Company and the listing proposal of the Company;	(6)(~~10~~) to resolve on the issue of bonds and other securities by the Company and the listing proposal of the Company;
	(11) to resolve on the appointment, dismissal or non-reappointment of the accounting firms;	(7)(~~11~~) to resolve on the appointment, dismissal ~~or non-reappointment~~ of the accounting firms **engaging in the audit of the Company**;
	(12) to amend the Articles of Association;	(8)(~~12~~) to amend the Articles of Association;
	(13) to consider and approve external guarantees provided in laws and regulations;	(9)(~~13~~) to consider and approve external guarantees provided in laws and regulations;
	(14) to consider and approve the purchases or sales of any material asset of the Company within a year the amount of which exceeds 30% of its latest audited total assets;	(10)(~~14~~) to consider and approve the purchases or sales of any material asset of the Company within a year the amount of which exceeds 30% of its latest audited total assets;
	(15) to consider and approve the share incentive plan;	**(11) to consider and approve the change in the use of proceeds;**
	(16) to consider the motions put forward by shareholder(s) representing 3% or more of the Company's shares with voting rights; and	(12)(~~15~~) to consider and approve the share incentive plan **and employee stock ownership scheme**;
	(17) to resolve on any other matters as required by the laws, administrative regulations and the Articles of Association.	(13)(~~16~~) to consider the motions put forward by shareholder(s) **individually or collectively** representing **more than 1**~~3~~% ~~or more~~ of the Company's shares with voting rights; ~~and~~
	Subject to the laws, regulations and mandatory provisions of the listing rules in the listing place, the general meeting may authorize or delegate the Board to handle the matters authorized or delegated by it.	**(14) to consider and approve transactions that shall be reviewed and approved by the shareholders' meeting according to the regulatory rules of the place where the Company's shares are listed;**

No.	Original Article	Amended Article
		(15)~~(17)~~ to resolve on any other matters **at the shareholders' meeting** as required by the laws, administrative regulations and the Articles of Association. **The Board may be authorized at the shareholders' meeting to resolve on the issuance of corporate bonds.** **Subject to a resolution of the shareholders' meeting or a resolution of the Board authorised by the Articles of Association or the shareholders' meeting, the Company may issue shares or corporate bonds convertible into shares, provided that such issuance shall comply with the laws, administrative regulations, the regulations of the CSRC and the regulatory authorities of the place where the Company's shares are listed.** **Unless otherwise provided by laws, administrative regulations, and the regulations of the CSRC or the regulatory authorities of the place where the Company's shares are listed, the powers of the shareholders' meeting shall not be exercised by the Board or any other institution or individual by way of authorisation.** ~~Subject to the laws, regulations and mandatory provisions of the listing rules in the listing place, the general meeting may authorize or delegate the Board to handle the matters authorized or d~~elegated by it.

No.	Original Article	Amended Article
50	**Article 63:** Unless a prior approval is obtained in a general meeting, the Company shall not enter into any contract with any party (other than the directors, supervisors, general manager and other senior management members) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.	**Article 51: Except where the Company is in a state of crisis or other exceptional circumstances,** ~~U~~**u**nless a ~~prior~~ approval is obtained in a ~~general~~ **shareholders'** meeting **by way of a special resolution,** the Company shall not enter into any contract with any party (other than the directors~~, supervisors, general manager~~ and ~~other~~ senior management members) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.
51	**Article 64:** A general meeting shall either be an annual general meeting or an extraordinary general meeting. The general meetings shall be convened by the Board. Annual general meetings are held once every year and within six (6) months from the close of the preceding financial year. The Board shall convene an extraordinary general meeting within two months of the occurrence of any one of the following circumstances: (1) the number of directors is less than the quorum required by the Company Law or two-thirds of the number of directors specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one third of the total amount of its share capital;	**Article 52:** A ~~general~~ **shareholders'** meeting shall either be an annual ~~general~~ **shareholders'** meeting or an extraordinary ~~general~~ **shareholders'** meeting. The ~~general~~ **shareholders'** meetings shall be convened by the Board. Annual ~~general~~ **shareholders'** meetings are held once every year and within six (6) months from the close of the preceding financial year. The **Company** ~~Board~~ shall convene an extraordinary ~~general~~ **shareholders'** meeting within two months of the occurrence of any one of the following circumstances: (1) the number of directors is less than the quorum required by the Company Law or two-thirds of the number of directors specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one third of the total amount of its share capital;

No.	Original Article	Amended Article
	(3) where any shareholder holding severally or jointly 10% or more of the Company's issued and outstanding shares carrying voting rights requests in writing for the convening of an extraordinary general meeting; (4) when deemed necessary by the Board or when requested by the Board of Supervisors; or (5) when proposed by half or more of independent non-executive directors.	(3) where any shareholder holding severally or jointly **more than** 10% ~~or more~~ of the Company's issued and outstanding shares carrying voting rights requests in writing for the convening of an extraordinary ~~general~~ **shareholders'** meeting; (4) when deemed necessary **or requested** by the Board ~~or when requested by the Board of Supervisors~~; ~~or~~ **(5) when proposed by the audit committee;** (6)~~(5)~~ when proposed by **more than** half ~~or more~~ of independent non-executive directors~~.~~**;** **(7) other circumstances as stipulated by laws, administrative regulations, departmental rules, regulatory authorities of the place where the Company's shares are listed or the Articles of Association.**

No.	Original Article	Amended Article
52	**Article 65:** The Company shall hold the general meeting at the domicile of the Company or such other place as notified by the convener of the general meeting. A general meeting shall have a venue where it shall be held in the form of a physical meeting. Subject to the laws, regulations and mandatory provisions of the listing rules in the listing place, the Company will also provide online transmission or other ways for the convenience of shareholders. Shareholders who attend the meeting in the aforesaid manners shall be deemed as present.	**Article 53:** The Company shall hold the ~~general~~ **shareholders'** meeting at the domicile of the Company or such other place as notified by the convener of the ~~general~~ **shareholders'** meeting. A ~~general~~ **shareholders'** meeting shall have a venue where it shall be held in the form of a physical meeting**, and shall also be held concurrently by means of electronic communication**. Subject to the laws, regulations and mandatory provisions of the listing rules in the listing place, the Company **also will provide online voting** ~~will also provide online transmission or other ways~~ for the convenience of shareholders**'** **participation in the shareholders' meeting**. **If the Company also uses electronic communications to convene a shareholders' meeting, it shall ensure that shareholders participating in the meeting by means of electronic communications are able to communicate and discuss in real time as well as vote by means of modern information technology, such as a voting platform in the form of a network.** Shareholders who attend the meeting in the aforesaid manners shall be deemed as present.

No.	Original Article	Amended Article
53	–	**Newly added: Article 54:** The Board shall convene the shareholders' meeting within the prescribed time period. Subject to the consent of more than one half of all independent non-executive directors, the independent non-executive directors have the right to propose to the Board to convene an extraordinary shareholders' meeting. With regard to such proposal, the Board shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and the Articles of Association provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' meeting. Where the Board agrees to convene the extraordinary shareholders' meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the Board.

No.	Original Article	Amended Article
54	–	**Newly added: Article 55:** The audit committee shall propose to the Board to convene an extraordinary shareholders' meeting in writing. With regard to such proposal, the Board shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and the Articles of Association provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' meeting. Where the Board agrees to convene the extraordinary shareholders' meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the Board and any revision to the original proposal in the notice shall be approved by the audit committee. Where the Board disagrees to convene the extraordinary shareholders' meeting or fails to reply within 10 days after its receipt of such proposal, it shall be deemed to be unable or fail to fulfil its obligation to convene the aforesaid meeting, and the audit committee may thereby independently convene and preside over the extraordinary shareholders' meeting.

No.	Original Article	Amended Article
55	–	**Newly added: Article 56:** Shareholders individually or jointly holding more than 10% of the Company's shares shall have the right to make a request to the Board in writing to convene an extraordinary shareholders' meeting. The Board shall convene an extraordinary shareholders' meeting as soon as possible in accordance with laws, administrative regulations and the Articles of Association. The number of shares mentioned above shall be calculated according to the date when the shareholders submit a written request. If the Board fails to give a response within 10 days after receipt of the written request, shareholders individually or collectively holding more than 10% of the Company's shares may propose to the audit committee in writing to convene an extraordinary shareholders' meeting. If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening an extraordinary shareholders' meeting within 5 days after receipt of the request. If there is any change to the original request in the notice, approval of the shareholder(s) proposing the request shall be sought.

No.	Original Article	Amended Article
		If the audit committee fails to issue a notice of convening a shareholders' meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over a shareholders' meeting, and shareholders individually or jointly holding no less than 10% of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting. Where the shareholders decide to convene a shareholders' meeting independently in accordance with the Articles of Association, the shareholders convening the meeting shall hold not less than 10% of the total shares in the Company before the publication of the voting results of such shareholders' meeting.
56	**–**	**Newly added: Article 57:** Where the audit committee or the shareholders decide to convene a shareholders' meeting independently in accordance with the Articles of Association, they shall notify the Board in writing.
57	**–**	**Newly added: Article 58:** With respect to the shareholders' meeting independently convened by the audit committee or the shareholders, the Board and the secretary to the Board shall provide assistance. The Board shall provide the register of shareholders as at the share registration date.
58	**–**	**Newly added: Article 59:** Where a shareholders' meeting is convened independently by the audit committee or the shareholders, necessary costs of the meeting shall be borne by the Company.

No.	Original Article	Amended Article
59	**Article 66:** Where a general meeting is held, the Company shall notify shareholders whose names appear in the register of shareholders by way of announcement of the matters proposed to be considered and the date and place of the meeting twenty working days prior to an annual general meeting, or 10 working days or fifteen days (whichever is longer) prior to an extraordinary general meeting. Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions, such provisions shall prevail.	**Article 60:** Where a ~~general~~ **shareholders'** meeting is held, the Company shall notify shareholders whose names appear in the register of shareholders by way of announcement of the matters proposed to be considered and the date and place of the meeting twenty ~~working~~ days prior to an annual ~~general~~ **shareholders'** meeting, or ~~10 working days or~~ fifteen days ~~(whichever is longer)~~ prior to an extraordinary ~~general~~ **shareholders'** meeting. Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions, such provisions shall prevail.

No.	Original Article	Amended Article
60	**Article 67:** When the Company convenes a general meeting, the Board, the Board of Supervisors and the shareholders either individually or collectively holding 3% or more of the Company's shares may put up ad hoc proposals. When the Company convenes an annual general meeting, shareholders either individually or collectively holding 3% or more of the Company's shares have the right to put up ad hoc proposals in writing to the Company, and the Company shall include such ad hoc proposals into the agenda for such general meeting if they are matters falling within the functions and powers of general meeting. The ad hoc proposals raised by shareholders shall satisfy the following requirements: (1) Free of conflicts with the provisions of laws and regulations, and fall into the business scope of the Company and the terms of reference of the general meeting; (2) With definite topics to discuss and specific matters to resolve; and (3) Submitted or served to the Board in writing ten(10) days prior to the date of the general meeting.	**Article 61:** When the Company convenes a ~~general~~ **shareholders'** meeting, the Board, the **audit committee** ~~Board of Supervisors~~ and the shareholders either individually or collectively holding **1**~~3~~% or more of the Company's shares may put up ad hoc proposals. ~~When the Company convenes an annual general meeting, S~~shareholders either individually or collectively holding **1**~~3~~%or more of the Company's shares have the right to put up ad hoc proposals in writing to the Company, and the Company shall include such ad hoc proposals into the agenda for such ~~general~~ **shareholders'** meeting if they are matters falling within the functions and powers of ~~general~~ **shareholders'** meeting. The ad hoc proposals raised by shareholders shall satisfy the following requirements: (1) Free of conflicts with the provisions of laws ~~and regulations~~ **administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association**, and fall into the business scope of the Company and the terms of reference of the ~~general~~ **shareholders'** meeting; (2) With definite topics to discuss and specific matters to resolve; ~~and~~ (3) Submitted or served to the ~~Board~~ **convener** in writing ten (10) days prior to the date of the ~~general~~ **shareholders'** meeting.

No.	Original Article	Amended Article
61	**Article 68:** An extraordinary general meeting shall not transact matters not stated in the notice of meeting.	**Article 62:** An extraordinary ~~general~~ **shareholders'** meeting shall not transact matters not stated in the notice of meeting.
62	**Article 69:** Notice of a general meeting shall: (1) be in writing; (2) specify the place, date and time of the meeting; (3) set out the matters and proposals to be considered at the meeting; (4) set out the record date for shareholders who are entitled to attend the general meeting; (5) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal shall be properly explained;	**Article 63:** Notice of a ~~general~~ **shareholders'** meeting shall **include**: ~~(1) be in writing;~~ **(1)**~~(2)~~ specify the place, date and time of the meeting; **(2)**~~(3) set out~~ **submit** the matters and proposals to be considered at the meeting; **(3) a conspicuous and explanatory text that all shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend and vote on their behalf, and that such proxy need not be a shareholder of the Company;** (4) ~~set out~~ the record date for shareholders who are entitled to attend the ~~general~~ **shareholders'** meeting;

No.	Original Article	Amended Article
	(6) disclose the nature and degree of the material interest of any director, supervisor, general manager and other senior management member in the matters to be considered. In case that the impact of the matters to be considered on such director, supervisor, general manager and other senior management member as a shareholder is different from that on other holders of a class of shares, the difference shall be clarified; (7) set out the full text of any special resolution proposed to be passed at the meeting; (8) contain a striking statement that a shareholder eligible for attending and voting is entitled to appoint one or more proxies to attend and vote on his behalf and that a proxy need not be a shareholder; and (9) specify the time and place for lodging proxy forms for the relevant meeting; (10) Name and telephone number of the contact person.	(5) ~~provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal shall be properly explained;~~ **the voting time or voting procedures for online and other voting methods;** ~~(6) disclose the nature and degree of the material interest of any director, supervisor, general manager and other senior management member in the matters to be considered. In case that the impact of the matters to be considered on such director, supervisor, general manager and other senior management member as a shareholder is different from that on other holders of a class of shares, the difference shall be clarified;~~ ~~(7) set out the full text of any special resolution proposed to be passed at the meeting;~~

No.	Original Article	Amended Article
		~~(8) contain a striking statement that a shareholder eligible for attending and voting is entitled to appoint one or more proxies to attend and vote on his behalf and that a proxy need not be a shareholder; and~~ ~~(9) specify the time and place for lodging proxy forms for the relevant meeting;~~ (6)~~(10)~~ Name and telephone number of the contact person. **The requirements under this Article are applicable to the notices of shareholders' meetings convened independently by the audit committee or the shareholders in accordance with the Articles of Association**.

No.	Original Article	Amended Article
63	**Article 70:** Notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by personal delivery or prepaid mail to the address of the shareholders as shown in the register of shareholders. Notices of general meetings of the Company can be given by way of public announcement (including publication on the website of the Company) to the extent permitted under all applicable laws and regulations and the listing rules in the place where the Company's shares are listed. For holders of domestic shares, notices of general meeting can be given by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council; after the publication of announcement, the holders of domestic-invested shares shall be deemed to have received notice of the relevant general meeting.	**Article 64:** Notice of a ~~general~~ **shareholders'** meeting shall be served on the shareholders (whether or not entitled to vote at the meeting)~~, by personal delivery or prepaid mail to the address of the shareholders as shown in the register of shareholders. Notices of general meetings of the Company can be given by way of public announcement (including publication on the website of the Company) to the extent permitted under all applicable laws and regulations and the listing rules in the place where the Company's shares are listed. For holders of domestic shares, notices of general meeting can be given by way of public announcement~~. **by way of public announcement or in the manner prescribed in Chapter 22 of the Articles of Association. Where a notice is given by way of public announcement, it shall be deemed to have been received by all relevant parties upon its publication.** ~~The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council; after the publication of announcement, the holders of domestic-invested shares shall be deemed to have received notice of the relevant general meeting.~~

No.	Original Article	Amended Article
		For holders of domestic-invested shares, notices of shareholders' meetings may be given in any of the forms of notice provided for in the Articles of Association. For holders of foreign-invested shares, subject to compliance with the laws, regulations and the regulatory rules of the place where the Company's shares are listed, notices of shareholders' meetings may be published through the websites of the Hong Kong Stock Exchange and the Company's website.
64	**Article 72:** Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. A proxy so appointed shall exercise the following rights pursuant to such authorization: (1) exercise such shareholder's right to speak at the meeting; (2) the right to demand a poll alone or jointly with others; and (3) unless otherwise required by applicable listing rules or other securities laws and regulations, the right to vote by a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.	**Delete Article 72**

No.	Original Article	Amended Article
	Where that shareholder is a Recognised Clearing House (or its nominees), it may authorise one or more persons as it thinks fit to act as its proxies at any shareholders' general meeting or any class meetings; However, if one or more persons are so authorised, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorised. The person(s) so authorised will be entitled to exercise the same power on behalf of the Recognised Clearing House (or its nominees) as if it was an individual shareholder of the Company.	
65	**–**	**Newly added: Article 66:** The Board and other conveners shall take necessary measures to ensure the normal order of shareholders' meetings. The Board and other conveners shall take measures to prevent acts of interference with the shareholders' meeting, provocation and infringement of legal rights of the shareholders, and shall report them promptly to relevant authorities for investigation and prosecution.
66	**–**	**Newly added: Article 67:** A shareholder may either attend the shareholders' meeting in person or appoint a proxy or proxies to attend and vote at such meeting on his/her behalf.

No.	Original Article	Amended Article
67	**Article 74:** The proxy form shall be deposited at the address of the Company or another place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorised by the appointer, the power of attorney or other authorisation instruments shall be notarised. The notarised power of attorney and other authorisation instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice to the meeting. Where the appointer is a corporate, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer. The Company is entitled to require the proxy attending the general meeting on behalf of a shareholder to produce his identification document. If a corporate shareholder appoints its legal representative to attend the meeting, the Company is entitled to require the representative to present his own identification document and a notarially certified copy of the resolution or power of attorney authorized by the board of directors or other competent body of such corporate shareholder (except for the Recognised Clearing House or its proxies).	**Article 69:** ~~The proxy form shall be deposited at the address of the Company or another place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting.~~ Where the proxy form is signed by a person authorised by the appointer, the power of attorney or other authorisation instruments shall be notarised. The notarised power of attorney and other authorisation instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice to the meeting. Where the appointer is a corporate, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer. The Company is entitled to require the proxy attending the general meeting on behalf of a shareholder to produce his identification document. If a corporate shareholder appoints its legal representative to attend the meeting, the Company is entitled to require the representative to present his own identification document and a notarially certified copy of the resolution or power of attorney authorized by the board of directors or other competent body of such corporate shareholder (except for the Recognised Clearing House or its proxies).

No.	Original Article	Amended Article
		If the shareholder is a recognized clearing house (or its agent), it may authorize one or more people it deems appropriate to act as its representatives at any shareholders' meeting; but, if more than one person is authorized, the power of attorney shall state the number and class of shares involved by each of the authorized persons. The authorized persons may exercise rights on behalf of the recognized clearing house (or its agent), as if the persons are individual shareholders of the Company.
68	**Article 75:** Any form issued to a shareholder by the Board for appointing a proxy by him shall allow the shareholder to freely instruct the proxy to cast vote in favour of or against each resolution dealing with the businesses to be transacted at the meeting. Such a form shall contain a statement that, in default of instructions, the proxy may vote as he thinks fit.	**Article 70:** Any form issued to a shareholder by the Board for appointing a proxy by him shall allow the shareholder to freely instruct the proxy to cast vote in favour of ~~or,~~ against **or abstaining from** each resolution dealing with the businesses to be transacted at the meeting. Such a form shall contain a statement that, in default of instructions, the proxy may vote as he thinks fit.
69	**Article 75:** When convening a general meeting, all directors, supervisors and the secretary to the Board shall attend the meeting while the manager and senior management members shall attend the meeting as non-voting participants unless there is reasonable ground.	**Article 72:** When ~~convening~~ a ~~general~~ **shareholders'** meeting~~,~~ **requires** ~~all directors, supervisors and the secretary to the Board shall~~ **directors and senior management members to** attend the meeting ~~while the manager~~**, such directors** and senior management members shall attend the meeting ~~as non-voting participants unless there is reasonable ground~~ **and shall respond to shareholders' enquiries**.

No.	Original Article	Amended Article
70	**Article 79:** Resolutions of general meetings are classified as ordinary resolutions and special resolutions. To adopt an ordinary resolution, not less than one half of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favour of the resolution. To adopt a special resolution, not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favour of the resolution.	**Article 74:** Resolutions of ~~general~~ **shareholders'** meetings are classified as ordinary resolutions and special resolutions. To adopt an ordinary resolution, ~~not less than one half~~**more than half** of the voting rights represented by the shareholders (including proxies) present at the meeting ~~must~~ **shall** be cast in favour of the resolution. To adopt a special resolution, not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting ~~must~~ **shall** be cast in favour of the resolution.

No.	Original Article	Amended Article
71	**Article 80:** Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right upon voting at the general meeting. The shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting. The Board, independent non-executive directors and shareholders who meet the relevant conditions may solicit the voting rights from shareholders. For connected transactions to be considered at a general meeting, connected shareholders shall, as provided in the listing rules of the stock exchange where the Company's shares are listed, abstain from voting on such connected transactions and the number of shares they represent carrying voting rights shall not be counted into the valid votes. Where any shareholder is, under the applicable laws and regulations and listing rules of the stock exchange where the Company's shares are listed, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholder (or their proxies) in contravention of such requirement or restriction shall not be counted.	**Article 75:** Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right upon voting at the ~~general~~ **shareholders'** meeting. The shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting. The Board, independent non-executive directors and shareholders who meet the relevant conditions may solicit the voting rights from shareholders. For connected transactions to be considered at a ~~general~~ **shareholders'** meeting, connected shareholders shall, as provided in the listing rules ~~of the stock exchange~~ **in the place** where the Company's shares are listed, abstain from voting on such connected transactions and the number of shares they represent carrying voting rights shall not be counted into the valid votes. Where any shareholder is, under the applicable laws and regulations and listing rules ~~of the stock exchange~~ **in the place** where the Company's shares are listed, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholder (or their proxies) in contravention of such requirement or restriction shall not be counted.

No.	Original Article	Amended Article
72	**Article 81:** Unless otherwise specified by applicable rules governing the listing of securities or other securities laws and regulations, a resolution shall be voted by a show of hands unless a poll is demanded (before or after a vote is announced to be carried out by a show of hands): ..... **Article 83:** On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes for or against in the same way.	**Delete Article 81, Article 82 and Article 83**
73	–	**Newly added: Article 76:** The shareholders' meeting shall adopt voting by registered ballot. The Company provides electronic voting, but the same right to vote can only be exercised by electing to vote at the scene, via the internet or otherwise. If the same right to vote has been exercised repeatedly, the result of the first voting shall prevail.

No.	Original Article	Amended Article
74	**Article 85:** In the case of equivalency between the dissenting votes and affirmative vote, whether voting by show of hands or on a poll, the chairman of the meeting has the right to cast one more vote.	**Delete Article 85**
75	**Article 86:** The following matters shall be resolved by ordinary resolutions at a general meeting: (1) work reports of the Board and the Board of Supervisors; (2) plans formulated by the Board for distribution of profits and for making up losses; (3) appointment or removal of members of the Board and the supervisors as shareholder representatives, and their remuneration and manner of payment thereof; (4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements; and (5) matters other than these required by the laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed or by the Articles of Association to be approved by special resolution.	**Article 78:** The following matters shall be resolved by ordinary resolutions at a ~~general~~ **shareholders'** meeting: (1) work reports of the Board ~~and the Board of Supervisors~~; (2) plans formulated by the Board for distribution of profits and for making up losses; (3) appointment or removal of members of the Board ~~and the supervisors as shareholder representatives~~, and their remuneration and manner of payment thereof; (4) ~~the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements; and~~ **appointment or dismissal of accounting firms engaging in the audit of the Company;** (5) matters other than these required by the laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed or by the Articles of Association to be approved by special resolution.

No.	Original Article	Amended Article
76	**Article 87:** The following matters shall be resolved by special resolutions at a general meeting: (1) increase or reduction of the share capital, repurchase of the Company's shares and issue of shares of any class, stock warrants or other similar securities; (2) issuance of corporate bonds; (3) demerger, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendments to the Articles of Association; and (5) any other matter approved as an ordinary resolution at a general meeting that may have material impact on the Company and is required to be approved by a special resolution.	**Article 79:** The following matters shall be resolved by special resolutions at a ~~general~~ **shareholders'** meeting: (1) increase or reduction of the **registered** ~~share~~ capital, repurchase of the Company's shares and issue of shares of any class, stock warrants or other similar securities; (2) issuance of corporate bonds **or resolution on the issuance of corporate bonds authorized by the Board**; (3) demerger, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendments to the Articles of Association; ~~and~~ **(5) share incentive plan and employee stock ownership scheme;** (**6**)(~~5~~) any other matter **stipulated by laws, administrative regulations or the Articles of Association,** and approved as an ordinary resolution at a ~~general~~ **shareholders'** meeting that may have material impact on the Company and is required to be approved by a special resolution.

No.	Original Article	Amended Article
77	**Article 88:** The following procedures shall be followed by shareholders requesting for convening of extraordinary general meetings or class meetings: (1) two or more than two shareholders jointly holding not less than 10% of voting shares at such proposed meeting or the Board of Supervisors may request the Board to convene an extraordinary general meeting or class meeting by signing and submitting one or several written requests with the same format and contents and specifying the agenda of the meeting. An extraordinary general meeting or class meeting shall be convened by the Board as soon as practicable upon receipt of the aforesaid written request. The aforesaid proportion of shareholding shall be calculated on the date on which the relevant shareholders submit the written request.	**Article 80:** The following procedures shall be followed by shareholders requesting for convening of extraordinary ~~general~~ **shareholders'** meetings ~~or class meetings~~: (1) ~~two or more than two~~ shareholders jointly holding ~~not less~~ **more** than 10% of voting shares at such proposed meeting ~~or the Board of Supervisors~~ may request the Board to convene an extraordinary ~~general~~ **shareholders'** meeting ~~or class meeting~~ by signing and submitting one or several written requests with the same format and contents and specifying the agenda of the meeting. An extraordinary ~~general~~ **shareholders'** meeting ~~or class meeting~~ shall be convened by the Board as soon as practicable upon receipt of the aforesaid written request. The aforesaid proportion of shareholding shall be calculated on the date on which the relevant shareholders submit the written request.

No.	Original Article	Amended Article
	(2) if the Board fails to despatch a notice of convening such meeting within thirty days upon receipt of the aforesaid written request, shareholders individually or jointly holding 10 per cent or more of the shares carrying voting rights at the proposed meeting shall be entitled to propose to the Board of Supervisors to convene an extraordinary general meeting or class meeting, provided that such proposal shall be made in writing. The Board of Supervisors may convene such a meeting within four (4) months upon receipt of the request by the Board. If the Board of Supervisors fails to convene and preside over an extraordinary general meeting or a class meeting, the shareholders individually or jointly holding 10% or more of the shares of the Company for not less than 90 consecutive days may convene such a meeting by themselves. The procedures for convening such meeting should follow those for convening a general meeting of shareholders by the Board as closely as practicable.	(2) if the Board fails to **give feedback** ~~despatch a notice of convening such meeting~~ within **ten** ~~thirty~~ days upon receipt of the aforesaid written request, shareholders individually or jointly holding **more than** 10 per cent ~~or more of~~ the shares carrying voting rights at the proposed meeting shall be entitled to propose to the **audit committee** ~~Board of Supervisors~~ to convene an extraordinary ~~general~~ **shareholders'** meeting ~~or class meeting~~, provided that such proposal shall be made in writing. **If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening an extraordinary shareholders' meeting within 5 days after receipt of the request. If there is any change to the original request in the notice, approval of the shareholder(s) proposing the request shall be sought. If the audit committee fails to issue a notice of convening a shareholders' meeting by the prescribed deadline, it shall be deemed to have failed** ~~The Board of Supervisors may convene such a meeting within four (4) months upon receipt of the request by the Board. If the Board of Supervisors fails~~ to convene and preside over an extraordinary ~~general~~ **shareholders'** meeting ~~or a class meeting~~, the shareholders individually or jointly holding 10% or more of the shares of the Company for not less than 90 consecutive days may convene **and preside over** such a meeting by themselves. ~~The procedures for convening such meeting should follow those for convening a general meeting of shareholders by the Board as closely as practicable.~~

No.	Original Article	Amended Article
	All reasonable expenses incurred by shareholders arising from convening and holding the aforesaid meeting by shareholders due to the Board's failure to hold such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the director(s) who have neglected their duties. Except for those matters in relation to business secrets of the Company which cannot be made public at the general meeting, the Board and the Board of Supervisors shall make corresponding responses or statements in respect of inquiries and the suggestions of the shareholders.	~~All reasonable expenses incurred by shareholders arising from convening and holding the aforesaid meeting by shareholders due to the Board's failure to hold such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the director(s) who have neglected their duties.~~ Except for those matters in relation to business secrets of the Company which cannot be made public at the ~~general~~ **shareholders'** meeting, the Board ~~and the Board of Supervisors~~ shall make corresponding responses or statements in respect of inquiries and the suggestions of the shareholders.
78	**–**	**Newly added: Article 81:** The audit committee proposing an extraordinary shareholders' meeting shall abide by the following procedures: (1) The audit committee shall propose to the Board to convene an extraordinary shareholders' meeting in writing and shall state the subject matter of the meeting. With regard to such proposal, the Board shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and the Articles of Association provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' meeting.

No.	Original Article	Amended Article
		(2) Where the Board agrees to convene the extraordinary shareholders' meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the Board and any revision to the original proposal in the notice shall be approved by the audit committee. Where the Board disagrees to convene the extraordinary shareholders' meeting or fails to reply within 10 days after its receipt of such proposal, it shall be deemed to be unable or fail to fulfil its obligation to convene the aforesaid meeting, and the audit committee may thereby independently convene and preside over the extraordinary shareholders' meeting.
79	**–**	**Newly added: Article 82:** The necessary expenses for a shareholders' meeting convened by shareholders or the audit committee shall be borne by the Company.

No.	Original Article	Amended Article
80	**Article 89:** A general meeting shall be convened and presided over by the Chairman of the Company; If the Chairman is unable to attend the meeting, the Board may designate a director to convene and take the chair of the meeting. If no chairman of the meeting has been so designated, shareholders present may elect one person to be the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including proxy) present and holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.	**Article 83:** A ~~general~~ **shareholders'** meeting shall be ~~convened and~~ presided over by the Chairman of the Company; If the Chairman is unable to **perform his duties or fails to perform his duties, one director jointly elected by a majority of the directors shall preside over the meeting** ~~attend the meeting, the Board may designate a director to convene and take the chair of the meeting. If no chairman of the meeting has been so designated, shareholders present may elect one person to be the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including proxy) present and holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting~~. **The chairperson of the audit committee shall preside over the shareholders' meeting convened by the audit committee. If the chairperson of the audit committee is unable or fails to fulfill his duties, a member of the audit committee jointly elected by more than half of the members of the audit committee shall preside over the meeting.** **The convener or his elected representative shall preside over the shareholders' meeting.** **During the shareholders' meeting, if the chairperson of the meeting violates the rules of procedure, which makes it impossible for the shareholders' meeting to continue, a person may be elected at the shareholders' meeting to act as chairman and continue the meeting, subject to the approval of more than half of the attending shareholders having the voting right**s.

No.	Original Article	Amended Article
81	–	**Newly added: Article 84:** The Company shall formulate the rules of procedure for the shareholders' meetings which shall provide detailed procedures for holding of, convening of and voting at the shareholders' meetings. Such rules of procedure for the shareholders' meetings shall be prepared by the Board and approved by shareholders at the shareholders' meeting.
82	**Article 90:** The chairman of the meeting shall be responsible for determining whether a resolution is passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the meeting minutes. ..... **Article 101:** Apart from holders of other classes of shares, holders of domestic invested shares and overseas-listed foreign-invested shares shall be deemed to be shareholders of different classes. The special voting procedures for class meetings do not apply to the following circumstances: (1) where the Company issues, upon the approval by a special resolution of it's shareholders in general meeting, either separately or concurrently once every twelve months, not more than 20 per cent of each of its existing issued domestic invested shares and overseas-listed foreign-invested shares;	**Delete Article 90 to Article 101**

No.	Original Article	Amended Article
	(2) where the Company's plan to issue domestic invested shares and overseas-listed foreign-invested shares at the time of its establishment is implemented within fifteen months from the date of approval by the securities regulatory authority of the State Council; or (3) where shares held by holders of domestic invested shares are transferred to overseas investors or the conversion of domestic invested shares into overseas-listed foreign-invested shares upon approval by the securities regulatory authority of the State Council, and are listed and traded on overseas stock exchanges.	
83	–	**Newly added: Article 85:** Where the Company is required to convene a class shareholders' meeting in respect of any significant matter pursuant to the requirements of the securities regulatory authority of the place where the Company's shares are listed, the procedures for convening, voting and other relevant matters at such class shareholders' meeting shall be conducted with reference to the relevant provisions of this chapter governing the shareholders' meeting.

No.	Original Article	Amended Article
84	**Article 102:** Directors are natural persons who are not required to hold any shares in the Company. The directors of the Company include executive directors, non-executive directors and independent non-executive directors. Executive directors refer to the directors who hold internal management positions of the Company. Non-executive directors refer to directors who do not hold any internal management positions of the Company and are not independent from the Company according to laws. Independent non-executive directors refer to directors as prescribed in section 2 of Chapter X in the Articles of Association. Directors shall be qualified for their positions as provided in laws. The Company shall have a board of directors which shall consist of 9 directors, including one chairman and 3 independent non-executive directors.	**Article 86:** Directors are natural persons who are not required to hold any shares in the Company. The directors of the Company include executive directors, non-executive directors and independent non-executive directors. Executive directors refer to the directors who hold internal management positions of the Company. Non-executive directors refer to directors who do not hold any internal management positions of the Company and are not independent from the Company according to laws. Independent non-executive directors refer to directors as prescribed in section 2 of Chapter **VIII** ~~X~~ in the Articles of Association. Directors shall be qualified for their positions as provided in laws**, and directors may be concurrently held by senior management members of the Company.** The Company shall have a board of directors which shall consist of 9 directors, including one chairman and 3 independent non-executive directors. **The composition of the Board shall be in accordance with laws, administrative regulations, rules and normative documents.**

No.	Original Article	Amended Article
85	**Article 103:** Directors shall be elected at the shareholders' general meeting to hold office for a term of three (3) years. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election and reappointment. The chairman shall be elected and removed by more than one half of the directors. The term of office of the chairman is three (3) years, renewable upon re-election.	**Article 87:** Directors shall be elected **or replaced** at the shareholders' ~~general~~ meeting **and may be removed by the shareholders' meeting before the expiry of their term of office. The term of office of a director shall not be more than** ~~to hold office for a term of~~ three (3) years. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election and reappointment. **The employee representatives of the Board shall be elected by employees of the Company at the employee representatives' meeting, employee meeting or otherwise democratically, which shall not be submitted for consideration at the shareholders' meeting.** The chairman shall be elected and removed by more than one half of the directors. The term of office of the chairman is three (3) years, renewable upon re-election.
86	**Article 104:** Written notice specifying the intention to nominate candidates for directors and the acceptance of nomination by the candidates concerned shall be given to the Company no earlier than the date on which the notice of the general meeting was despatched and no later than seven days before holding of the meeting. Time limits for nomination and acceptance of nomination should not be less than 7 days.	**Delete Article 104**

No.	Original Article	Amended Article
87	**Article 105:** A director may resign before expiration of his term of office. The directors who resign shall submit to the Board a written report in relation to their resignation. In the event that a director resigns during his term of office, or the term of a director falls upon maturity whereas new member of the Board has not been re-elected in time, which results in the number of members of the Board falling below the quorum, the existing director shall continue to perform his duties in accordance with the laws, regulations and the Articles of Association until the re-elected director assumes his office. In case that the number of directors falls short of the quorum of the Board as a result of a director's resignation, the resignation report of the said director shall not become effective until the vacancy resulting from his resignation is filled up by succeeding director. The remaining directors shall convene an extraordinary general meeting as early as possible to elect director and fill up the vacancy resulting from the said resignation. Other than the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the Board.	**Article 88:** A director may resign before expiration of his term of office. The directors who resign shall submit to the **Company** ~~Board~~ a written report in relation to their resignation, **and such resignation shall take effect on the date when the Company receives the resignation report**. In the event that a director resigns during his term of office, or the term of a director falls upon maturity whereas new member of the Board has not been re-elected in time, which results in the number of members of the Board falling below the quorum, the existing director shall continue to perform his duties in accordance with the laws, regulations**, administrative regulations, departmental rules** and the Articles of Association until the re-elected director assumes his office. In case that the number of directors falls short of the quorum of the Board as a result of a director's resignation, the resignation report of the said director shall not become effective until the vacancy resulting from his resignation is filled up by succeeding director. The remaining directors shall convene an extraordinary ~~general~~ **shareholders'** meeting as early as possible to elect director and fill up the vacancy resulting from the said resignation. ~~Other than the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the Board.~~

No.	Original Article	Amended Article
88	**Article 106:** Upon submission of a resignation or maturity of the tenure, a director's confidentiality obligations in respect of commercial secrets of the Company shall remain effective after the termination of his tenure until such secrets have become open information.	**Delete Article 106**
89	**Article 108:** Any director who violates any laws, administrative regulations, rules from regulatory authorities or the Articles of Association during the performance of his duties and causes loss to the Company shall be liable for compensation to such loss.	**Article 90: Where the directors of the Company cause damage to others in the course of performing their duties, the Company shall be held liable for compensation; where the directors acts with intent or gross negligence, they shall also be held liable for compensation.** Any director who violates any laws, administrative regulations, rules from regulatory authorities or the Articles of Association during the performance of his duties and causes loss to the Company shall be liable for compensation to such loss. **Senior management members shall act in accordance with the aforementioned provisions.**

No.	Original Article	Amended Article
90	**Article 109:** Any director who has withdrawn from his office without permission prior to the expiration of his term of office, and whereby a loss is incurred to the Company, shall be liable for compensation of such loss. Subject to the requirements of relevant laws, administrative regulations and the Listing Rules of Hong Kong Stock Exchange, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director's rights to claim compensation based on any contract). A non-independent director will be deemed to have failed to perform his duties if he cannot attend the meetings of the Board in person twice consecutively nor appointed other directors to attend the meetings on his behalf. The Board may make recommendations to shareholders' general meetings to replace such director.	**Article 91:** Any director who has withdrawn from his office without permission prior to the expiration of his term of office, and whereby a loss is incurred to the Company, shall be liable for compensation of such loss. Subject to the requirements of relevant laws, administrative regulations and the Listing Rules of Hong Kong Stock Exchange, the shareholders' ~~general~~ meeting may by ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director's rights to claim compensation based on any contract). A ~~non-independent~~ director will be deemed to have failed to perform his duties if he cannot attend the meetings of the Board in person twice consecutively nor appointed other directors to attend the meetings on his behalf. The Board **shall** ~~may~~ make recommendations to shareholders' ~~general~~ meetings to replace such director.

No.	Original Article	Amended Article
91	**Article 111:** Independent non-executive directors shall satisfy the following fundamental requirements: (1) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations; (2) to comply with the requirements on independence as stipulated in the listing rules of the stock exchange where the Company's shares are listed; (3) to be in command of the basic knowledge of the operations of listed companies, and familiar with relevant laws, administrative regulations, and rules and regulations; (4) having at least five years of work experiences in legal or economic areas, or other experiences indispensable for performing the duties as independent non-executive directors; (5) other criteria as may be provided in the Articles of Association.	**Article 93:** Independent non-executive directors shall satisfy the following fundamental requirements: (1) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules ~~of the stock exchange~~ **in the place** where the Company's shares are listed and other relevant regulations; (2) to comply with the requirements on independence as stipulated in the listing rules ~~of the stock exchange~~ **in the place** where the Company's shares are listed; (3) to be in command of the basic knowledge of the operations of listed companies, and familiar with relevant laws, administrative regulations, and rules and regulations; (4) having at least five years of work experiences in legal or economic areas, or other experiences indispensable for performing the duties as independent non-executive directors; **(5) possessing good personal integrity and have no material adverse record of dishonesty or other misconduct;** **(6)**~~(5)~~ other criteria as may be provided in **the laws, administrative regulations, the regulations of the CSRC, regulatory rules of the place where the Company's shares are listed and** the Articles of Association.

No.	Original Article	Amended Article
92	**Article 112:** The independent non-executive directors shall be vested with the following special functions and powers in addition to those vested by the Company Law and other relevant laws, regulations, listing rules of the stock exchange where the Company's shares are listed and the Articles of Association: (1) to propose to the Board for the appointment or dismissal of accounting firms; (2) to propose to the Board to convene extraordinary general meetings; (3) to propose to convene the Board meetings; (4) upon unanimous consent of all independent non-executive directors, they may independently appoint external auditors or consultants for auditing and consultancy of specific matters relating to the Company, at the expenses of the Company. Apart from the preceding subparagraph (4), to exercise the abovementioned powers, the independent non-executive director(s) shall secure the consent of not less than half of the independent non-executive directors of the Company. In the event that the above proposals have not been accepted or above powers can not be exercised in the normal course of business, the Company shall disclose relevant circumstance.	**Article 94:** The independent non-executive directors shall be vested with the following special functions and powers in addition to those vested by the Company Law and other relevant laws, regulations, listing rules of the stock exchange **in the place** where the Company's shares are listed and the Articles of Association: (1) to propose to the Board for the appointment or dismissal of accounting firms; (2) to propose to the Board to convene extraordinary ~~general~~ **shareholders'** meetings; (3) to propose to convene the Board meetings; (4) upon unanimous consent of all independent non-executive directors, they may independently appoint external auditors or consultants for auditing and consultancy of specific matters relating to the Company, at the expenses of the Company. Apart from the preceding subparagraph (4), to exercise the abovementioned powers, the independent non-executive director(s) shall secure the consent of not less than half of the independent non-executive directors of the Company. In the event that the above proposals have not been accepted or above powers can not be exercised in the normal course of business, the Company shall disclose relevant circumstance.

No.	Original Article	Amended Article
93	**Article 113:** Before expiry of their term, independent non-executive directors shall not be dismissed without proper reasons. In case of an independent director being dismissed before expiry of his term, the Company shall disclose it as a special discloseable matter. Should an independent non-executive director fail to attend in person the Board meetings for three times in succession, the Board may propose to the general meeting for replacing such director.	**Article 95:** Before expiry of their term, independent non-executive directors shall not be dismissed without proper reasons. In case of an independent director being dismissed before expiry of his term, the Company shall disclose it as a special discloseable matter. Should an independent non-executive director fail to attend in person the Board meetings for **two** ~~three~~ times in succession, the Board may propose to the ~~general~~ **shareholders'** meeting for replacing such director.

No.	Original Article	Amended Article
94	**Article 115:** The Board reports to general meetings and exercises the following powers: (1) to convene the general meetings and report its work to the general meeting; (2) to implement the resolutions of the general meetings; (3) to decide on the Company's business plans, investment plans, detailed annual business objectives, and financing plans other than by ways of issue of corporate debentures or other securities and of listing; (4) to formulate the Company's annual financial budgets and final accounts; (5) to formulate the Company's profit distribution plan and plan for recovery of losses; (6) to formulate proposals for increases or reductions of the Company's registered capital and the issue of corporate debentures or other securities and listing; (7) to formulate plans for material acquisition, repurchase of the Company's shares or the proposals for merger, demerger, dissolution, liquidation or change of corporate form of the Company;	**Article 97:** The Board reports to ~~general~~ **shareholders'** meetings and exercises the following powers: (1) to convene the ~~general~~ **shareholders'** meetings and report its work to the ~~general~~ **shareholders'** meeting; (2) to implement the resolutions of the ~~general~~ **shareholders'** meetings; (3) to decide on the Company's business plans, investment plans**, annual investment programmes**, **and** detailed annual business objectives~~, and financing plans other than by ways of issue of corporate debentures or other securities and of listing~~; (4) to **decide on** ~~formulate~~ the Company's annual financial budgets and final accounts; (5) to formulate the Company's profit distribution plan and plan for recovery of losses; (6) to formulate proposals for increases or reductions of the Company's registered capital and the issue of corporate debentures or other securities and listing; (7) to ~~formulate~~ **prepare** plans for material acquisition, ~~repurchase~~ **acquisition** of the Company's shares or the proposals for merger, demerger, dissolution, liquidation or change of corporate form of the Company;

No.	Original Article	Amended Article
	(8) to decide on the establishment of the Company's internal management structure and on the establishment or cancellation of the Company's branches and other sub-branches;	(8) to decide on the establishment of the Company's internal management structure and on the establishment or cancellation of the Company's branches and other sub-branches;
	(9) to elect a chairman of the Company; to nominate, appoint or dismiss the general manager of the Company;	(9) to elect a chairman of the Company; to ~~nominate, appoint or dismiss~~ **decide on the appointment or dismissal of** the general manager, **secretary of the Board** of the Company, **and to decide on their remuneration, punishment and bonus**;
	(10) pursuant to the nominations of the chairman of the Board to appoint or dismiss the secretary to the Board, to appoint or dismiss chairmen of all special committees under the Board;	~~(10) pursuant to the nominations of the chairman of the Board to appoint or dismiss the secretary to the Board, to appoint or dismiss chairmen of all special committees under the Board;~~
	(11) pursuant to the general manager's nominations to appoint or dismiss officers including the deputy general managers and finance chief of the Company and fix their remuneration, bonus and punishment;	**(10)**~~(11)~~ pursuant to the general manager's nominations to **decide on the appointment or dismissal of** ~~appoint or dismiss~~ officers including the deputy general managers**,** ~~and~~ finance chief **and other senior management members** of the Company and fix their remuneration, bonus and punishment;
	(12) to formulate the Company's basic management system;	**(11)**~~(12)~~ to formulate the Company's basic management system;
	(13) to formulate proposals for amendment to the Articles of Association;	**(12)**~~(13)~~ to formulate proposals for amendment to the Articles of Association;
	(14) to formulate share incentive scheme of the Company;	**(13)**~~(14)~~ to formulate share incentive scheme **and employee stock ownership scheme** of the Company;
	(15) to manage the information disclosure of the Company;	
	(16) to determine the establishment of special committees;	

No.	Original Article	Amended Article
	(17) to decide on the Company's risk management system, including risk assessment, financial control, internal audit and legal risk control, and monitor its implementation; (18) to propose to general meetings for the appointment or replacement of the auditors of the Company; (19) to hear the regular and non-regular work reports from the general manager of the Company or senior management members appointed by the general manager and to approve the work report of the general manager; (20) external guarantees provided by the Company other than those which shall be subject to approval by shareholders' general meeting as required by Articles of Association; (21) to decide on the acquisition and disposal of assets, pledge of assets, trust asset management and connected transactions of the Company within the authorisation of the general meeting; (22) to exercise other functions and powers conferred by laws, regulations, listing rules of the stock exchange where the Company's shares are listed, general meetings and the Articles of Association.	(14)~~(15)~~ to manage the information disclosure of the Company; (15)~~(16)~~ to determine the establishment of special committees **and the appointment and removal of the relevant members of such committees**; ~~(17) to decide on the Company's risk management system, including risk assessment, financial control, internal audit and legal risk control, and monitor its implementation;~~ (16)~~(18)~~ to propose to ~~general~~ **shareholders'** meetings for the appointment or replacement of the auditors of the Company; (17)~~(19)~~ to hear the regular and non-regular work reports from the general manager of the Company or senior management members appointed by the general manager and to approve the work report of the general manager; **(18) to consider and approve the transactions that, in accordance with the regulatory rules of the place where the Company's shares are listed, require consideration and approval by the Board;** ~~(20) external guarantees provided by the Company other than those which shall be subject to approval by shareholders' general meeting as required by Articles of Association;~~

No.	Original Article	Amended Article
	Except for the matters specified in subparagraphs (6), (7) and (13) which shall be passed by two-thirds or more of the directors, the Board's resolutions in respect of any other aforesaid matters may be passed by half or more of the directors. The Board shall perform his duties in accordance with PRC laws, administrative regulations, the Articles of Association and resolutions of shareholders. The Board shall make explanation to the general meeting in respect of non-standard auditors' report issued by the certified public accountants regarding the financial statements of the Company.	(19)~~(21)~~ to decide on the **external investment,** acquisition and disposal of assets, pledge of assets, **external guarantees,** trust asset management**,** ~~and~~ connected transactions **and external donations** of the Company within the authorisation of the ~~general~~ **shareholders'** meeting; (20)~~(22)~~ to exercise other functions and powers conferred by laws, regulations, listing rules of the stock exchange where the Company's shares are listed, ~~general~~ **shareholders'** meetings and the Articles of Association. **Matters exceeding the scope of authorisation of the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.** Except for the matters **expressly** specified in subparagraphs (6), (7) and **(12)**~~(13)~~**, and the Company Law and the Articles of Association** which shall be passed by two-thirds or more of the directors, the Board's resolutions in respect of any other aforesaid matters may be passed by half or more of the directors. The Board shall perform his duties in accordance with PRC laws, administrative regulations, the Articles of Association and resolutions of shareholders. The Board shall make explanation to the ~~general~~ **shareholders'** meeting in respect of non-standard auditors' report issued by the certified public accountants regarding the financial statements of the Company.

No.	Original Article	Amended Article
95	**Article 116:** The Board shall formulate the rules of procedure for the Board to ensure the Board to implement the resolutions approved at the general meeting, improve efficiency and make scientific decisions. The rules of procedure for the Board, under which the convening and voting procedures of the Board meetings shall be specified, shall be prepared by the Board and approved at the general meeting. The Board may establish certain special committees such as Audit Committee, Remuneration and Assessment Committee and Nomination Committee, to assist the directors in exercise their duties or provide consultation or advice for the Board in respect of its decisions under the leadership of the Board; the composition and rules of procedures for such committees shall be decided by the Board separately.	**Article 98:** The Board shall formulate the rules of procedure for the Board to ensure the Board to implement the resolutions approved at the ~~general~~ **shareholders'** meeting, improve efficiency and make scientific decisions. The rules of procedure for the Board, under which the convening and voting procedures of the Board meetings shall be specified, shall be prepared by the Board and approved at the ~~general~~ **shareholders'** meeting. The Board ~~may~~ **shall** establish certain special committees such as Audit Committee, Remuneration and Assessment Committee**,** ~~and~~ Nomination Committee **and Strategy Committee**, to assist the directors in exercise their duties or provide consultation or advice for the Board in respect of its decisions under the leadership of the Board; the ~~composition and~~ rules of procedures for such committees shall be decided by the Board separately.
96	–	**Newly added: Article 99:** All members of the special committees shall be directors. More than half of the members of the nomination committee and the remuneration and assessment committee shall be independent non-executive directors, the chairperson of the nomination committee shall be the chairman of the Board or an independent non-executive director, while the chairperson of the remuneration and assessment committee shall be an independent non-executive director.

No.	Original Article	Amended Article
97	–	**Newly added: Article 100:** The audit committee of the Board of the Company shall exercise the powers and functions of the Board of Supervisors as prescribed under the Company Law. The audit committee shall consist of three or more members, all of whom shall be non-executive directors who do not hold any senior management position in the Company. Among them, independent non-executive directors shall constitute a majority, and the chairperson shall be an independent non-executive director with accounting expertise.
98	–	**Newly added: Article 101:** 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 one half of all members of the audit committee: (1) Disclosure of financial information in financial accounting reports and periodic reports, and reports on the evaluation of internal control; (2) Appointment or dismissal of the accounting firm responsible for auditing the company; (3) Appointment or dismissal of the chief financial officer of the listed company;

No.	Original Article	Amended Article
		(4) Changes in accounting policies or accounting estimates, or the correction of major accounting errors for reasons other than changes in accounting standards; (5) Other matters as stipulated by laws, administrative regulations, the regulations of the CSRC, the regulatory rules of the place where the Company's shares are listed, and the provisions of the Articles of Association. The audit committee shall meet at least twice annually. An extraordinary meeting may be convened upon the proposal of two or more members or if deemed necessary by the chairperson. Meetings of the audit committee shall be held only if more than two-thirds of its members are present. Resolutions of the audit committee shall be passed by more than one half of the members of the audit committee. Each member of the audit committee shall have one vote when voting on resolutions. Resolutions of the audit committee shall be recorded in minutes in accordance with the prescribed procedures, and all members of the audit committee attending the meeting shall sign the minutes. The rules of procedure for the audit committee shall be formulated by the Board.

No.	Original Article	Amended Article
99	**Article 117:** Unless otherwise provided by laws, regulations and the listing rules of the stock exchange where the Company's shares are listed, the investments in other enterprises or guarantees provided by the Company shall be subject to the resolution of the Board. However, any guarantee to be provided by the Company in favour of shareholders and de facto controllers must be subject to the resolution of a general meeting. The shareholders referred to in the preceding paragraph or shareholders controlled by the de facto controllers referred to in the preceding paragraph shall abstain from voting in respect of the matters as specified in the preceding paragraph. Such matter shall be approved upon more than one-half of the voting rights held by other shareholders present at the general meeting being cast in favour of it. The Company shall establish a strict internal control system for external guarantees. All directors shall attach prudence to and excise strict control on the debt risks resulting from external guarantees. The other party shall provide risk precautionary measures such as counter-guarantee for the guarantees provided by the Company. The provider of the counter-guarantee shall be competent in accepting the liabilities. The responsible director(s) shall assume joint and several liabilities for compensation to any loss caused to the Company for provision of external guarantees in violation of relevant laws, regulations, rules and the Articles of Association.	**Article 102:** Unless otherwise provided by laws, regulations and the listing rules of the **place** ~~stock exchange~~ where the Company's shares are listed, the investments in other enterprises or guarantees provided by the Company shall be subject to the resolution of the Board. However, any guarantee to be provided by the Company in favour of shareholders and de facto controllers must be subject to the resolution of a ~~general~~ **shareholders'** meeting. The shareholders referred to in the preceding paragraph or shareholders controlled by the de facto controllers referred to in the preceding paragraph shall abstain from voting in respect of the matters as specified in the preceding paragraph. Such matter shall be approved upon more than one-half of the voting rights held by other shareholders present at the ~~general~~ **shareholders'** meeting being cast in favour of it. The Company shall establish a strict internal control system for external guarantees. All directors shall attach prudence to and excise strict control on the debt risks resulting from external guarantees. The other party shall provide risk precautionary measures such as counter-guarantee for the guarantees provided by the Company. The provider of the counter-guarantee shall be competent in accepting the liabilities. The responsible director(s) shall assume joint and several liabilities for compensation to any loss caused to the Company for provision of external guarantees in violation of relevant laws, regulations, rules and the Articles of Association.

No.	Original Article	Amended Article
100	**Article 118:** The Board shall not, without the prior approval of shareholders in a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal, exceeds 33% of the value of the Company's fixed assets as stated in the last balance sheet placed before the shareholders in general meeting. The term of "disposal of fixed assets" referred to in this article includes an act involving the transfer of an interest in certain assets, but does not include provision of guarantees with the fixed assets. Breach of the first paragraph of this article shall not affect the validity of any transaction entered into by the Company in disposing of fixed assets.	**Delete Article 118**

No.	Original Article	Amended Article
101	**Article 119:** The chairman of the Board is entitled to the following functions and powers: (1) to preside over general meetings and to convene and preside over the Board meetings; (2) to supervise and inspect the implementation of the resolutions of the Board and debrief relevant reports; (3) to supervise and organize formulation of rules and regulations on the operation of the Board, and to coordinate the operation of the Board; (4) to sign the securities certificates issued by the Company; (5) to sign important documents of the Board; (6) to sign important legally binding documents on behalf of the Company; (7) to exercise special disposal powers that are conferred compliant to the laws and regulations and benefits of the Company in the event of force majeure such as extraordinarily serious natural calamities or an emergency in which it is impossible to convene a Board meeting. A report shall be given to the Board after such event occurs;	**Article 103:** The chairman of the Board is entitled to the following functions and powers: (1) to preside over ~~general~~ **shareholders'** meetings and to convene and preside over the Board meetings; (2) to supervise and inspect the implementation of the resolutions of the Board and debrief relevant reports; (3) to supervise and organize formulation of rules and regulations on the operation of the Board, and to coordinate the operation of the Board; (4) to sign the **stocks, bonds and other** securities certificates issued by the Company; (5) to sign important documents of the Board; (6) to sign important legally binding documents on behalf of the Company; (7) to exercise special disposal powers that are conferred compliant to the laws and regulations and benefits of the Company in the event of force majeure such as extraordinarily serious natural calamities or an emergency in which it is impossible to convene a Board meeting. A report shall be given to the Board after such event occurs;

No.	Original Article	Amended Article
	(8) to exercise any other powers specified in laws, regulations or the Articles of Association or conferred by the Board. In event that the chairman of the Board is unable to exercise his powers, the chairman may designate a director/directors to exercise such powers on the chairman's behalf.	(8) to exercise any other powers specified in laws, regulations or the Articles of Association or conferred by the Board. ~~In event that the chairman of the Board is unable to exercise his powers, the chairman may designate a director/directors to exercise such powers on the chairman's behalf.~~
102	**Article 120:** In the event that the chairman is incapable of performing and does not designate director to perform duties on his behalf, or designated director is unable or fails to perform his duties, a director jointly elected by not less than half of directors shall perform such duties.	**Article 104:** In the event that the ~~chairman~~ **chairperson** ~~is incapable of performing and does not designate director to perform duties on his behalf, or designated director~~ is unable or fails to perform his**/her** duties, a director jointly elected by not less than half of directors shall perform such duties.

No.	Original Article	Amended Article
103	**Article 121:** Meetings of the Board shall be held at least four times every year and convened by the chairman of the Board. Notice of the meeting shall be served on all directors fourteen (14) days before the date of the meeting. Extraordinary meetings of the Board shall be held in any of the following circumstances: (1) when proposed jointly by one-third or more of the directors; (2) when proposed by the Board of Supervisors; (3) when proposed jointly by one half or more of the independent non-executive directors; (4) when deemed as necessary by the chairman of the Board; (5) when proposed by the shareholders representing one tenth or more of voting rights; (6) when proposed by the general manager.	**Article 105:** Meetings of the Board shall be held at least four times every year and convened by the chairman of the Board. Notice of the meeting shall be served on all directors fourteen (14) days before the date of the meeting. Extraordinary meetings of the Board shall be held in any of the following circumstances: (1) when proposed jointly by one-third or more of the directors; (2) when proposed by the ~~Board of Supervisors~~ **audit committee**; (3) when proposed jointly by one half or more of the independent non-executive directors; (4) when deemed as necessary by the chairman of the Board; (5) when proposed by the shareholders representing one tenth or more of voting rights; (6) when proposed by the general manager.

No.	Original Article	Amended Article
104	**Article 123:** Except for circumstance provided in Article 125 of the Articles of Association where the Board considers connected transactions, the Board meeting may not be held unless half or more of the directors are present. Each director has a ballot for voting. Except for circumstance provided in Article 125 of the Articles of Association where the Board considers connected transactions, resolutions of the Board shall be passed by more than half of all directors. In the case of equivalency between the dissenting votes and affirmative votes, the chairman shall be entitled to an additional vote. The resolution signed respectively by all the directors and to which the affirmative opinions reaching the quorum stipulated by laws, regulations and the Articles of Association, shall be deemed as valid as resolutions passed at the Board meeting legally convened. Such written resolution may consist of documents in counterparts, each having been signed by one or more directors. A resolution signed by a director or with his signature and sent to the Company by mail, facsimile or by hand, for the purpose of this article, shall be deemed as a document signed by him.	**Article 107:** Except for circumstance provided in Article 1**09**~~25~~ of the Articles of Association where the Board considers connected transactions, the Board meeting may not be held unless half or more of the directors are present. Each director has a ballot for voting. Except for circumstance provided in Article 1**09**~~25~~ of the Articles of Association where the Board considers connected transactions, resolutions of the Board shall be passed by more than half of all directors**, but matters requiring the approval of not less than two-thirds of all directors under special provisions of the Articles of Association shall be handled in accordance with those special provisions**. ~~In the case of equivalency between the dissenting votes and affirmative votes, the chairman shall be entitled to an additional vote.~~ The resolution signed respectively by all the directors and to which the affirmative opinions reaching the quorum stipulated by laws, regulations and the Articles of Association, shall be deemed as valid as resolutions passed at the Board meeting legally convened. Such written resolution may consist of documents in counterparts, each having been signed by one or more directors. A resolution signed by a director or with his signature and sent to the Company by mail, facsimile or by hand, for the purpose of this article, shall be deemed as a document signed by him.

No.	Original Article	Amended Article
105	**Article 125:** If any director is associated with the enterprises that are involved in the matters to be resolved by the Board meetings (serving as director or senior management members of the counterparty, or serving as director or senior management members of a legal entity directly or indirectly controlling the counterparty or directly or indirectly controlled by the counterparty), he shall not exercise his voting rights for such matters, nor exercise voting rights on behalf of other directors. Such Board meetings shall be convened by a majority of the non-connected directors present thereat. Resolutions made at the Board meetings shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the Board meetings is less than three, such matters shall be submitted to the general meeting for approval.	**Article 109:** If any director is associated with the enterprises **or individuals** that are involved in the matters to be resolved by the Board meetings (serving as **a** director or senior management member~~s~~ of the counterparty, or serving as **a** director or senior management member~~s~~ of a legal entity directly or indirectly controlling the counterparty or directly or indirectly controlled by the counterparty), he shall **timely submit a written report to the Board. Such director having related party relationship shall** not exercise his voting rights for such matters, nor exercise voting rights on behalf of other directors. Such Board meetings shall be convened by a majority of the non-connected directors present thereat. Resolutions made at the Board meetings shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the Board meetings is less than three, such matters shall be submitted to the ~~general~~ **shareholders'** meeting for approval.

No.	Original Article	Amended Article
106	**Article 126:** The Board shall keep minutes of resolutions on matters discussed at meetings, on which directors present and the secretary to the Board (minutes taker) shall sign. The minutes of Board meetings shall be kept for a period of 10 years. The directors shall be liable for the resolutions of the Board. If a resolution of the Board violates laws, administrative regulations or the Articles of Association, and results in the Company sustaining serious losses, the directors participating in the resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability. The minutes of the Board shall record the following contents: (1) the date, venue and name of the convener of the meeting; (2) the names of the directors present at the meeting and names of the directors (proxies) present at the meeting on behalf of other director(s); (3) agenda of the meeting; (4) gist of directors' speech;	**Article 110:** The Board shall keep minutes of resolutions on matters discussed at meetings, on which directors present and the secretary to the Board (minutes taker) shall sign. The minutes of Board meetings shall be kept for a period of 10 years. The directors shall be liable for the resolutions of the Board. If a resolution of the Board violates laws, administrative regulations or the Articles of Association, and results in the Company sustaining serious losses, the directors participating in the resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability. The minutes of the Board shall record the following contents: (1) the date, venue and name of the convener of the meeting; (2) the names of the directors present at the meeting and names of the directors (proxies) present at the meeting on behalf of other director(s); (3) agenda of the meeting; (4) gist of directors' speech;

No.	Original Article	Amended Article
	(5) voting method and results on each resolution (the voting results shall state the number of affirmative votes, dissenting votes and abstention votes); (6) signatures of directors.	(5) voting method and results on each resolution (the voting results shall state the number of affirmative votes, dissenting votes and abstention votes); (6) signatures of directors **and the secretary to the Board (minutes taker)**.
107	**Article 127:** In respect of any matter which needs to be passed at an extraordinary Board meeting, if the Board has already sent out the written proposals to be resolved at such meeting (including through facsimile and email) to all directors and each director was ensured to fully express his opinions, resolutions of extraordinary meeting of the Board may be made by means of telecommunication and no on-site meeting of the Board is required. Such resolution is deemed effectively passed provided that the number of directors who sign and approve such a resolution satisfies the number of directors as required to make such decision under Article 115 of the Articles of Association.	**Article 111:** In respect of any matter which needs to be passed at an extraordinary Board meeting, if the Board has already sent out the written proposals to be resolved at such meeting (including through facsimile and email) to all directors and each director was ensured to fully express his opinions, resolutions of extraordinary meeting of the Board may be made by means of telecommunication and no on-site meeting of the Board is required. Such resolution is deemed effectively passed provided that the number of directors who sign and approve such a resolution satisfies the number of directors as required to make such decision under Article 1**07**~~15~~ of the Articles of Association.

No.	Original Article	Amended Article
108	**Article 134:** The secretary to the Board shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His primary duties include: (1) communicate and liaise between the Company and related parties and the stock exchange and other regulatory authorities; and to ensure that the Company prepare and deliver, in accordance with law, the reports and documents required by competent authorities; (2) to administer the Company's information disclosure affairs, urge the Company to formulate and implement Management Rules on Information Disclosure and Internal Material Information Reporting System, procure the Company and related parties to perform the disclosure obligation according to law, and disclose regular reports and extraordinary reports to the stock exchange in accordance with relevant regulations; (3) to coordinate the relationship between the Company and investors, receive visits of investors, reply to enquiries of investors and provide information disclosed by the Company to investors;	**Article 118:** The secretary to the Board shall be a natural person with the requisite professional knowledge and experience, and shall be appointed **or be dismissed** by the Board. His primary duties include: (1) communicate and liaise between the Company and related parties and the stock exchange and other regulatory authorities; and to ensure that the Company prepare and deliver, in accordance with law, the reports and documents required by competent authorities; (2) to administer the Company's information disclosure affairs, urge the Company to formulate and implement Management Rules on Information Disclosure and Internal Material Information Reporting System, procure the Company and related parties to perform the disclosure obligation according to law, and disclose regular reports and extraordinary reports to the stock exchange in accordance with relevant regulations; (3) to coordinate the relationship between the Company and investors, receive visits of investors, reply to enquiries of investors and provide information disclosed by the Company to investors;

No.	Original Article	Amended Article
	(4) to organize and prepare the Board meetings and general meetings pursuant to statutory procedures, and prepare and deliver relevant meeting documents and materials;	(4) to organize and prepare the Board meetings and ~~general~~ **shareholders'** meetings pursuant to statutory procedures, and prepare and deliver relevant meeting documents and materials;
	(5) to attend the Board meetings, prepare meeting minutes and sign thereon;	(5) to attend the Board meetings, prepare meeting minutes and sign thereon;
	(6) to be responsible for the confidentiality work related to information disclosure of the Company, formulate confidentiality measures, and procures the directors, supervisors, senior management members and relevant insiders to keep secret prior to disclosure of information and timely takes remedial measures as soon as insider information is revealed and report to the stock exchange;	(6) to be responsible for the confidentiality work related to information disclosure of the Company, formulate confidentiality measures, and procures the directors~~, supervisors~~, senior management members and relevant insiders to keep secret prior to disclosure of information and timely takes remedial measures as soon as insider information is revealed and report to the stock exchange;
	(7) to be responsible for keeping the Company's register of shareholders, name list of directors, shareholding particulars of substantial shareholders and directors, supervisors, general manager and other senior management members, and resolutions, documents and minutes of general meetings and Board meetings, to ensure that the Company has complete organisational documents and records; to ensure that persons entitled to access to the relevant records and documents are furnished with such records and documents without delay;	(7) to be responsible for keeping the Company's register of shareholders, name list of directors, shareholding particulars of substantial shareholders and directors, ~~supervisors, general manager~~ and ~~other~~ senior management members, and resolutions, documents and minutes of ~~general~~ **shareholders'** meetings and Board meetings, to ensure that the Company has complete organisational documents and records; to ensure that persons entitled to access to the relevant records and documents are furnished with such records and documents without delay;

No.	Original Article	Amended Article
	(8) to assist the directors, supervisors, the general manager and other senior management members to apprehend provisions of relevant laws, regulations, rules, listing rules of the stock exchange, other regulations and the Articles of Association, and the content regarding their legal liabilities in the listing agreement;	(8) to assist the directors~~, supervisors, the general manager~~ and ~~other~~ senior management members to apprehend provisions of relevant laws, regulations, rules, listing rules of the ~~stock exchange~~ **place where the Company's shares are listed**, other regulations and the Articles of Association, and the content regarding their legal liabilities in the listing agreement;
	(9) to procure the Board to exercise its duties under the law, remind directors present where resolutions made by the Board are in contravention of the laws, regulations, rules, listing rules of the stock exchange and other regulations or the Articles of Association; and request supervisors present to express their opinions; make a record of the opinions of relevant supervisors and persons in the minutes if the Board insists on making the aforesaid resolutions, and report to the stock exchange;	(9) to procure the Board to exercise its duties under the law, remind directors present where resolutions made by the Board are in contravention of the laws, regulations, rules, listing rules of the ~~stock exchange~~ **place where the Company's shares are listed** and other regulations or the Articles of Association; and ~~request supervisors present~~ to express their opinions; make a record of the opinions of relevant ~~supervisors and~~ persons in the minutes if the Board insists on making the aforesaid resolutions, and report to the stock exchange;
	(10) to perform other duties as provided in applicable laws, regulations, rules, listing rules of the stock exchange, other regulations and the Articles of Association.	(10) to perform other duties as provided in applicable laws, regulations, rules, listing rules of the ~~stock exchange~~ **place where the Company's shares are listed**, other regulations and the Articles of Association.

No.	Original Article	Amended Article
109	**Article 139:** The general manager of the Company shall, as required by the Board or the Board of Supervisors, report to the Board or the Board of Supervisors on the execution and performance of material contracts entered into by the Company and utilisation of fund. The general manager shall ensure authenticity of such reports. The general manager shall, when making decisions on such matters of vital interests of the employees of the Company as salaries, welfare, safe production, labour insurance, and dismissal (or disciplinary dismissal), shall consult the trade union and the meeting of staff representatives in advance.	**Article 123:** The general manager of the Company shall, as required by the Board ~~or the Board of Supervisors~~, report to the Board ~~or the Board of Supervisors~~ on the execution and performance of material contracts entered into by the Company and utilisation of fund. The general manager shall ensure authenticity of such reports. The general manager shall, when making decisions on such matters of vital interests of the employees of the Company as salaries, welfare, safe production, labour insurance, and dismissal (or disciplinary dismissal), shall consult the trade union and the meeting of staff representatives in advance.
110	**Article 146:** The Company shall establish the Board of Supervisors. **.....** **Article 157:** A supervisor shall carry out his duties honestly and faithfully in accordance with laws, administrative regulations and the Articles of Association.	**Delete Article 146 to Article 157**

No.	Original Article	Amended Article
111	**Article 158:** A person in any of the following circumstances may not serve as the Company's director, supervisor, general manager and other senior management member: (1) a person who does not have or who has limited capacity for civil conduct; (2) a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, where less than a term of five years has lapsed since the sentence was served, or who has been deprived of his political rights and not more than five years have lapsed since the sentence was served; (3) a person who is a former director, factory manager or president of a company or enterprise which has been dissolved or put into liquidation and who was personally liable for the winding up of such company or enterprise, where no more than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise the business licence of which was revoked and ordered to close down due to violation of law and who is personally liable for such revocation, where no more than three years have elapsed since the date of the revocation of the business licence;	**Article 129:** A person in any of the following circumstances may not serve as the Company's director~~, supervisor, general manager~~ and ~~other~~ senior management member: (1) a person who does not have or who has limited capacity for civil conduct; (2) a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, where less than a term of five years has lapsed since the sentence was served, or who has been deprived of his political rights and not more than five years have lapsed**, and is sentenced to probation, where less than two years has elapsed** since the sentence was served; (3) a person who is a former director, factory manager or president of a company or enterprise which has been dissolved or put into liquidation and who was personally liable for the winding up of such company or enterprise, where no more than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;

No.	Original Article	Amended Article
	(5) a person who holds a relatively large amount of debts which have fallen due and outstanding; (6) a person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending; (7) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise; (8) a person other than a natural person; (9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five years have lapsed from the date of such conviction; (10) a person who has been prohibited from entering the market by CSRC, where such prohibition has not been removed; (11) other circumstances provided by relevant laws and regulations in the place where the Company's shares are listed. Unless otherwise approved by the competent authorities of the PRC, persons assuming offices other than director in the controlling shareholder and in the de facto controller shall not assume the offices of senior management of the Company.	(4) a person who is a former legal representative of a company or enterprise the business licence of which was revoked and ordered to close down due to violation of law and who is personally liable for such revocation, where no more than three years have elapsed since the date of the revocation of the business licence; (5) a person who holds a relatively large amount of debts which have fallen due and outstanding **and are listed as a person subject to execution for breach of trust by the people's court**; **(6) a person who is subject to the CSRC's punishment which prohibits him/her from entering into the securities market for a period which has not yet expired;** ~~(6) a person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending;~~ **(7) a person who is publicly recognized by the stock exchange as unsuitable to serve as a director, or a senior management member of a listed company, with an unexpired term;** ~~(7) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;~~ ~~(8) a person other than a natural person;~~

No.	Original Article	Amended Article
		~~(9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five years have lapsed from the date of such conviction;~~ ~~(10) a person who has been prohibited from entering the market by CSRC, where such prohibition has not been removed;~~ **(8)**~~(11)~~ other circumstances ~~provided by relevant laws and regulations in the place~~ **stipulated by laws, administrative regulations, departmental rules or the securities regulatory authorities** where the Company's shares are listed. **The election, appointment or engagement of directors or appointment of senior management members in contravention of this Article shall be void. Directors and senior management members involved in any of the circumstances specified this Article during the term of their office shall be removed by the Company, and cease from performing their duties.** Unless otherwise approved by the competent authorities of the PRC, persons assuming offices other than director in the controlling shareholder and in the de facto controller shall not assume the offices of senior management of the Company.

No.	Original Article	Amended Article
112	**Article 159:** The validity of an act of a director, general manager or any other senior management member on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any non-compliance in his office, election or any defect in his qualification. ..... **Article 176:** If the relevant director or supervisor fails to follow the regulation in this article, any sum so received shall be owned by those who sell their shares by accepting the aforesaid offer, and the director or supervisor shall bear the expenses incurred from proportionate distribution of such sums, which may not be deducted from such sums.	**Delete Article 159 to Article 176**

No.	Original Article	Amended Article
113	–	**Newly added: Article 130:** The directors and senior management members shall comply with the laws, administrative regulations and the Articles of Association, have a duty of loyalty to the Company, and take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their powers to pursue improper interests. The directors and senior management members of the Company shall be accountable to the following fiduciary duties: (1) not to misappropriate the properties of the Company and not to misappropriate the money of the Company; (2) not to deposit any fund of the Company in any accounts under their names or in the names of other persons; (3) not to abuse their rights to bribe or accept other illegal income;

No.	Original Article	Amended Article
		(4) not to enter into contracts or transactions, directly or indirectly, with the Company without reporting to the board of directors or the shareholders' meeting and being approved by a resolution of the board of directors or the shareholders' meeting in accordance with the Articles of Association. The above provisions under this item shall be applicable to the close family members of the directors and senior management members, the enterprises directly or indirectly controlled by the directors, senior management members or their close family members, and the related persons who have other related relationships with the directors and senior management members when they enter into contracts or conduct transactions with the Company; (5) not to use their position to obtain business opportunities which should be available to the Company for themselves or others, except when reported to the board of directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or when the Company, according to laws, administrative regulations or the provisions of the Articles of Association, cannot utilise such business opportunities;

No.	Original Article	Amended Article
		(6) not to run his/her own or others' business which is similar to the Company's business without reporting to the board of directors or the shareholders' meeting and being approved by a resolution of the shareholders' meeting; (7) not to accept commissions from transactions with the Company for their own benefits; (8) not to disclose the secrets of the Company without consent; (9) not to use their affiliated relationship to harm the interests of the Company; (10) to be bound by other fiduciary duties stipulated by the laws, administrative regulations, departmental rules and the Articles of Association. Any gain obtained by any director and senior management member due to his breach of this Article shall belong to the Company; they shall be liable for compensation if any loss is caused to the Company.

No.	Original Article	Amended Article
114	–	**Newly added: Article 131:** The directors and senior management members shall comply with the laws, administrative regulations and the Articles of Association, shall diligently perform their obligations to the Company, and shall fulfill their obligations with reasonable care generally due to general managers in the best interests of the Company. The directors and senior management members of the Company shall be accountable to the following duties of diligence: (1) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license; (2) to treat all shareholders fairly; (3) to understand the operation and management of the Company in a timely manner; (4) to approve regular reports of the Company in written form and to ensure the integrity, accuracy and completeness of the information disclosed by the Company;

No.	Original Article	Amended Article
		(5) to faithfully provide the relevant information and materials required by the audit committee and shall not obstruct the exercise of its functions and powers of the audit committee; (6) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.
115	**Article 177:** The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and PRC accounting standards formulated by the finance regulatory department of the State Council.	**Article 132:** The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and **provisions of relevant authorities of the State** ~~PRC accounting standards formulated by the finance regulatory department of the State Council~~.
116	**Article 179:** The Board shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare.	**Article 134:** The Board shall place before the shareholders at every annual ~~general~~ **shareholders'** meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare.

No.	Original Article	Amended Article
117	**Article 180:** The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of the annual general meeting. Each shareholder has the right to receive such financial reports mentioned in this Chapter. The Company shall send a copy of the financial report, balance sheets (including each document as prescribed by applicable laws to be attached to the balance sheets) and income statement or statement of income and expenditure, or summary of the financial report to each holder of overseas-listed foreign-invested shares at least 21 days before the annual general meeting at the address recorded in the register of shareholders. Notices of general meetings of the Company can be given by way of public announcement (including publication on the website of the Company) to the extent permitted under all applicable laws and regulations and the listing rules in the place where the Company's shares are listed.	**Article 135:** The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of the annual ~~general~~ **shareholders'** meeting. Each shareholder has the right to receive such financial reports mentioned in this Chapter. The Company shall send a copy of the financial report, balance sheets (including each document as prescribed by applicable laws to be attached to the balance sheets) and income statement or statement of income and expenditure, or summary of the financial report to each holder of overseas-listed foreign-invested shares at least 21 days before the annual ~~general~~ **shareholders'** meeting ~~at the address recorded in the register of shareholders~~ **in the form of a notice as provided for in the Articles of Association**. Notices of ~~general~~ **shareholders'** meetings of the Company can be given by way of public announcement (including publication on the website of the Company) to the extent permitted under all applicable laws and regulations and the listing rules in the place where the Company's shares are listed.

No.	Original Article	Amended Article
118	**Article 183:** The Company shall publish its financial reports twice every fiscal year, that is, the interim financial report shall be published within sixty (60) days after the expiration of the first six (6) months of each fiscal year and the annual financial report shall be published within one hundred and twenty (120) days after the expiration of each fiscal year.	**Article 138:** The Company shall publish its **results announcements** ~~financial reports~~ twice every fiscal year, that is, the interim **results announcement** ~~financial report~~ shall be published within sixty (60) days after the expiration of the first six (6) months of each fiscal year and the annual **results announcement** ~~financial report~~ shall be published within one hundred and twenty (120) days after the expiration of each fiscal year.
119	**Article 184:** The Company shall not maintain accounts other than those provided by law. The Company's Assets shall not be deposited in an account maintained in the name of any individual.	**Article 139:** The Company shall not maintain accounts other than those provided by law. The Company's Assets shall not be deposited in an account maintained in the name of any individual.
120	**Article 185:** The Company establishes the Board Fund, which shall be appropriated once a year and not exceed 0.1% of the profit before tax for the year. The Board Fund is mainly used for awarding directors, supervisors, general manager, other senior management members and staffs with special contributions or as the source of risk fund for directors, supervisors, general manager and other senior management members. The specific management method for the fund shall be otherwise formulated by the remuneration committee.	**Article 140:** The Company establishes the Board Fund, which shall be appropriated once a year and not exceed 0.1% of the profit before tax for the year. The Board Fund is mainly used for awarding directors, ~~supervisors, general manager, other~~ senior management members and staffs with special contributions or as the source of risk fund for directors~~, supervisors, general manager~~ and ~~other~~ senior management members. The specific management method for the fund shall be otherwise formulated by the remuneration committee.

No.	Original Article	Amended Article
121	**Article 187:** In distributing the current year's profit after taxation, 10% of the profit shall be allocated into the Company's statutory reserve fund. When the aggregate amount of the statutory surplus reserve has reached 50% of the Company's registered capital, further appropriations are not required. When the statutory surplus reserve of the Company is not sufficient to cover its losses incurred in the previous years, the profit of the current year shall be used to make up for such losses before allocations are made to the statutory surplus reserve in accordance with the preceding paragraph. After the Company has allocated statutory surplus reserve from its profit after taxation, it may also appropriate discretional reserve fund from the profit after taxation upon approval at a general meeting. The remaining profit after taxation after recovery of losses and appropriation of reserve fund shall be distributed to shareholders in proportion of their shareholdings unless it is stipulated in the Articles of Association that no profit distribution shall be made in accordance with shareholdings. If the general meeting has, in violation of the preceding paragraph, distributed profit to shareholders before the Company has covered the losses and allocated statutory surplus reserve, the shareholders shall return to the Company the profit distributed in violation of regulations. No profit shall be distributed in respect of the shares held by the Company.	**Article 142:** In distributing the current year's profit after taxation, 10% of the profit shall be allocated into the Company's statutory reserve fund. When the aggregate amount of the statutory surplus reserve has reached 50% of the Company's registered capital, further appropriations are not required. When the statutory surplus reserve of the Company is not sufficient to cover its losses incurred in the previous years, the profit of the current year shall be used to make up for such losses before allocations are made to the statutory surplus reserve in accordance with the preceding paragraph. After the Company has allocated statutory surplus reserve from its profit after taxation, it may also appropriate discretional reserve fund from the profit after taxation upon approval at a ~~general~~ **shareholders'** meeting. The remaining profit after taxation after recovery of losses and appropriation of reserve fund shall be distributed to shareholders in proportion of their shareholdings unless it is stipulated in the Articles of Association that no profit distribution shall be made in accordance with shareholdings. If the ~~general~~ **shareholders'** meeting has~~, in violation of the preceding paragraph,~~ distributed profit to shareholders **in violation of the Company Law** ~~before the Company has covered the losses and allocated statutory surplus reserve~~, the shareholders shall return to the Company the profit distributed in violation of regulations**; if losses are caused to the Company, the shareholders and responsible directors and senior management members shall be held liable for compensation**. No profit shall be distributed in respect of the shares held by the Company.

No.	Original Article	Amended Article
122	–	**Newly added: Article 143:** Reserves of the Company are used for offsetting losses of the Company, expanding the Company's production and operation or increasing the registered capital of the Company. To offset losses with the reserve, the Company shall first use discretionary reserve and statutory reserve; if the losses still cannot be covered, the capital reserve may be used in accordance with the relevant provisions. If the statutory reserve is converted into an increase in registered capital, the balance of the statutory reserve shall not fall below 25% of the Company's registered capital before the increase of the capital. In the event that resolutions in respect of the profit distribution plan have been adopted at a shareholders' meeting or the board of directors formulates a specific plan based on the conditions and upper limits for interim dividends approved at the annual shareholders' meeting for the following year, the board of directors shall complete the distribution of dividends by way of cash (or shares) within 2 months.

No.	Original Article	Amended Article
123	**Article 188:** The Company may distribute dividends by the following ways (or a combination of both). (1) cash; and (2) stocks. Dividends or other payments payable by the Company to holders of its domestic-invested shares shall be denominated and declared in RMB and paid in RMB within three months from the date of declaration of dividends; Dividends or other payments payable by the Company to holders of foreign-invested shares shall be denominated and declared in RMB and paid in RMB within three months from the date of declaration of dividends. The exchange rate adopted for conversion shall be the average closing exchange rate of relevant foreign currency against Renminbi as quoted by the People's Bank of China for the five business days prior to the declaration date. The foreign currency payable by the Company to holders of foreign-invested shares shall be subject to the relevant regulations on foreign exchange control in the PRC. The Board shall be authorised by way of an ordinary resolution at the general meeting to implement dividend distribution of the Company.	**Article 144:** The Company may distribute dividends by the following ways (or a combination of both). (1) cash; and (2) stocks. Dividends or other payments payable by the Company to holders of its domestic-invested shares shall be denominated and declared in RMB and paid in RMB ~~within three months from the date of declaration of dividends~~; Dividends or other payments payable by the Company to holders of foreign-invested shares shall be denominated and declared in RMB and paid in RMB ~~within three months from the date of declaration of dividends~~. The exchange rate adopted for conversion shall be the average closing exchange rate of relevant foreign currency against Renminbi as quoted by the People's Bank of China for the five business days prior to the declaration date. The foreign currency payable by the Company to holders of foreign-invested shares shall be subject to the relevant regulations on foreign exchange control in the PRC. The Board shall be authorised by way of an ordinary resolution at the ~~general~~ **shareholders'** meeting to implement dividend distribution of the Company.

No.	Original Article	Amended Article
124	**Article 190:** The receiving agent appointed by the Company for holders of overseas-listed foreign-invested shares shall be a trust company registered under the Trustee Ordinance of Hong Kong. The receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas-listed foreign-invested shares. The receiving agent appointed by the Company shall satisfy the requirements under the laws of the jurisdiction where the Company's shares are listed or the rules of relevant stock exchange. Subject to the relevant laws and regulations of the PRC and the provisions of the Stock Exchange of Hong Kong Limited, the Company may exercise its right of forfeiture over unclaimed dividends, provided that such right cannot be exercised prior to the expiration of the applicable statute of limitation. The Company has the right to terminate the despatch of dividend warrants to holders of overseas-listed foreign-invested shares by mail, provided that such right shall not be exercised until the dividend warrants have not been cashed for two consecutive occasions. However, where the dividend warrant is undelivered to the addressee and returned, the Company may also exercise such right.	**Article 146:** The receiving agent appointed by the Company for holders of overseas-listed foreign-invested shares ~~shall be a trust company registered under the Trustee Ordinance of Hong Kong. The receiving agent~~ shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas-listed foreign-invested shares. The receiving agent appointed by the Company shall satisfy the requirements under the laws of the jurisdiction where the Company's shares are listed or the rules of relevant stock exchange. Subject to the relevant laws and regulations of the PRC and the provisions of the Stock Exchange of Hong Kong Limited, the Company may exercise its right of forfeiture over unclaimed dividends, provided that such right cannot be exercised prior to the expiration of the applicable statute of limitation. The Company has the right to terminate the despatch of dividend warrants to holders of overseas-listed foreign-invested shares by mail, provided that such right shall not be exercised until the dividend warrants have not been cashed for two consecutive occasions. However, where the dividend warrant is undelivered to the addressee and returned, the Company may also exercise such right.

No.	Original Article	Amended Article
	In case of exercising general mandate to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms the physical loss of the original warrants. The Company has the right to sell, in such manner as the Board thinks fit, any shares of a holder of overseas-listed foreign-invested shares who is untraceable, subject to and conditional upon: (1) the Company has distributed dividends for at least 3 times to such shares within 12 years, but none of such dividends was claimed; and (2) the Company, after the termination of 12 years, made the public announcement on one or more newspaper(s) at the jurisdiction where the Company is listed, stating its intention to sell such shares, and notified the stock exchange on which such shares were listed.	In case of exercising general mandate to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms the physical loss of the original warrants. The Company has the right to sell, in such manner as the Board thinks fit, any shares of a holder of overseas-listed foreign-invested shares who is untraceable, subject to and conditional upon: (1) the Company has distributed dividends for at least 3 times to such shares within 12 years, but none of such dividends was claimed; and (2) the Company, after the termination of 12 years, made the public announcement on one or more newspaper(s) at the jurisdiction where the Company is listed, stating its intention to sell such shares, and notified the stock exchange on which such shares were listed.
125	**=**	**Newly added: Article 147:** The Company shall implement an internal audit system, which shall clearly define the leadership structure, responsibilities and authorities, staffing arrangements, funding support, application of audit results, and accountability mechanisms for internal audit work.
126	**–**	**Newly added: Article 148:** The Company's internal audit system shall be implemented upon approval by the board of directors.

No.	Original Article	Amended Article
127	**–**	**Newly added: Article 149:** The internal audit organization shall be accountable to the board of directors. During the process of supervision and inspection of the Company's business activities, risk management, internal controls and financial information, the internal audit organization shall be subject to the supervision and guidance of the audit committee. Where any material issue or clue is identified, the internal audit organization shall report directly to the audit committee immediately.
128	**–**	**Newly added: Article 150:** The internal audit organization shall actively cooperate with and provide necessary support and assistance to the audit committee in its communication with external audit institutions, including audit firms and national audit authorities.

No.	Original Article	Amended Article
129	**Article 191:** The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the State to audit the Company's annual financial reports and review the Company's other financial reports. The first accounting firm of the Company may be appointed at the inaugural meeting of the Company before the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting. If the inaugural meeting fails to exercise its powers under the preceding paragraph, those powers shall be exercised by the Board.	**Article 151:** The Company shall appoint an ~~independent~~ accounting firm which **complies with the Securities Law and regulatory rules of the place where the Company's shares are listed** ~~is qualified under the relevant regulations of the State~~ to **perform services such as auditing of financial statements, verification of net assets and other related consultancy services** ~~audit the Company's annual financial reports and review the Company's other financial reports~~. **The term of accounting firm appointed by the Company shall be one year, and can be renewed.** ~~The first accounting firm of the Company may be appointed at the inaugural meeting of the Company before the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.~~ ~~If the inaugural meeting fails to exercise its powers under the preceding paragraph, those powers shall be exercised by the Board.~~
130	**Article 192:** 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 meeting.	**Delete Article 192**
131	**Article 194:** Before the convening of the general meeting, the Board may fill any casual vacancy in the office of the accounting firm, but while any such vacancy continues, other incumbent accounting firm, if any, may act.	**Delete Article 194**

No.	Original Article	Amended Article
132	**Article 195:** The shareholders in general meeting may, by ordinary resolution, remove an accounting firm before the expiration of its term, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the accounting firm's right to claim, if any, for damages in respect of such removal.	**Delete Article 195**
133	–	**Newly added: Article 153:** The Company shall ensure to provide the audit firm with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information and shall not refuse to provide or conceal such information, or provide false information.
134	**Article 196:** The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in general meeting. The remuneration of the accounting firm appointed by the Board shall be determined by the Board.	**Article 154:** The **audit fee** ~~remuneration~~ of an accounting firm ~~or the manner in which such firm is to be remunerated~~ shall be determined by the shareholders ~~in general~~ at the ~~general~~ **shareholders'** meeting. ~~The remuneration of the accounting firm appointed by the Board shall be determined by the Board.~~

No.	Original Article	Amended Article
135	**Article 197:** The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved upon by shareholders in general meeting. The resolution shall be filed with the securities regulatory authority of the State Council. Where a resolution at a general meeting is passed to appoint an accounting firm other than the incumbent accounting firm of the Company to fill a casual vacancy in the office of accounting firm, to reappoint an accounting firm that was appointed by the Board to fill a casual vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall apply: (1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposing to leave its post or the accounting firm which has left its post in the relevant fiscal year. Leaving includes leaving by removal, resignation and retirement.	**Article 155:** The Company's appointment **or**~~,~~ removal ~~and or non-reappointment~~ of an accounting firm **engaging in the audit of the Company shall be submitted to the board of directors for review only upon approval of more than half of all members of the audit committee under the board of directors, and** shall **ultimately** be resolved upon by shareholders**'** ~~in general~~ meeting. **The board of directors shall not appoint an accounting firm before a resolution is passed at the shareholders' meeting.** ~~The resolution shall be filed with the securities regulatory authority of the State Council.~~ ~~Where a resolution at a general meeting is passed to appoint an accounting firm other than the incumbent accounting firm of the Company to fill a casual vacancy in the office of accounting firm, to reappoint an accounting firm that was appointed by the Board to fill a casual vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall apply:~~ ~~(1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposing to leave its post or the accounting firm which has left its post in the relevant fiscal year.~~ ~~Leaving includes leaving by removal, resignation and retirement.~~

No.	Original Article	Amended Article
	(2) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the representations are received too late) take the following measures:	~~(2) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the representations are received too late) take the following measures:~~
	(i) in any notice of meeting held for making the resolution, state the fact of the representations having been made by the leaving accounting firm; and	~~(i) in any notice of meeting held for making the resolution, state the fact of the representations having been made by the leaving accounting firm; and~~
	(ii) attach a copy of the representations to the notice and send it to the shareholders in the manner stipulated in the Articles of Association.	~~(ii) attach a copy of the representations to the notice and send it to the shareholders in the manner stipulated in the Articles of Association.~~
	(3) If the firm's representations are not sent in accordance with subparagraph (2) of this Article, the relevant firm may require that the representations be read out at the general meeting and may lodge further complaints.	~~(3) If the firm's representations are not sent in accordance with subparagraph (2) of this Article, the relevant firm may require that the representations be read out at the general meeting and may lodge further complaints.~~
	(4) An accounting firm which is leaving its post shall be entitled to attend:	~~(4) An accounting firm which is leaving its post shall be entitled to attend:~~
	(i) the general meeting at which its term of office would otherwise have expired;	~~(i) the general meeting at which its term of office would otherwise have expired;~~
	(ii) the general meeting at which it is proposed to fill the vacancy caused by its removal; and	~~(ii) the general meeting at which it is proposed to fill the vacancy caused by its removal; and~~

No.	Original Article	Amended Article
	(iii) the general meeting convened on its resignation, and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meetings in relation to matters concerning its role as the former accounting firm of the Company.	~~(iii) the general meeting convened on its resignation,~~ ~~and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meetings in relation to matters concerning its role as the former accounting firm of the Company.~~
136	**Article 198:** If the Company proposes to dismiss or not to continue the re-appointment of the accounting firm, it should notify the accounting firm in advance, and the latter has the rights to state its opinions to the general meeting. If the accounting firm resigns, it should explain whether the Company has improper affairs to the general meeting. (1) The accounting firm may resign by placing the written notice of into effect on the date of its being placed at the domicile of the Company or at a later date as stated in the notice. The notice shall include the following statements: (i) Declaration that it considers its resignation has nothing to do with any matters that should be explained to the Company shareholders or creditors; or (ii) Any such statement of conditions that should be explained.	**Article 156:** If the Company proposes to dismiss or not to continue the re-appointment of the accounting firm, it should notify the accounting firm in advance~~,~~ **; where the shareholders' meeting of the Company votes on the dismissal of the accounting firm, the accounting firm shall be allowed to express its opinions** ~~and the latter has the rights to state its opinions to the general meeting~~. If the accounting firm resigns, it should explain whether the Company has improper affairs to the **shareholders'** ~~general~~ meeting. ~~(1) The accounting firm may resign by placing the written notice of into effect on the date of its being placed at the domicile of the Company or at a later date as stated in the notice. The notice shall include the following statements:~~ ~~(i) Declaration that it considers its resignation has nothing to do with any matters that should be explained to the Company shareholders or creditors; or~~ ~~(ii) Any such statement of conditions that should be explained.~~

No.	Original Article	Amended Article
	(2) The Company should send the copy of the advice to the related competent department within 14 days after receiving the written notice mentioned in sub-paragraph (1) of this Article. In the event that the notice contains the statements as referred to in subparagraph (2) (ii) of Article 197, the Company shall also place a copy of the said statements in the Company for shareholders' inspection. The Company should post the copies of above-mentioned statements to each shareholder who is entitled to receive the Company's financial statements by prepaid mail; the addressee's address should follow the register of shareholders. Subject to the laws, administrative regulations or the listing rules of the stock exchange on which the Company's shares are listed, the said statements may also be given by way of public announcement (including publishing on the website of the Company).	~~(2) The Company should send the copy of the advice to the related competent department within 14 days after receiving the written notice mentioned in sub-paragraph (1) of this Article. In the event that the notice contains the statements as referred to in subparagraph (2) (ii) of Article 197, the Company shall also place a copy of the said statements in the Company for shareholders' inspection. The Company should post the copies of above-mentioned statements to each shareholder who is entitled to receive the Company's financial statements by prepaid mail; the addressee's address should follow the register of shareholders. Subject to the laws, administrative regulations or the listing rules of the stock exchange on which the Company's shares are listed, the said statements may also be given by way of public announcement (including publishing on the website of the Company).~~
	(3) If the accounting firm's resign notice carries any statement under subparagraph (1) (ii), the accounting firm can request the Board to convene an extraordinary general meeting and listen to its explanation on its resign.	~~(3) If the accounting firm's resign notice carries any statement under subparagraph (1) (ii), the accounting firm can request the Board to convene an extraordinary general meeting and listen to its explanation on its resign.~~

No.	Original Article	Amended Article
137	**Article 205:** In the event of the merger or demerger of the Company, a plan shall be proposed by the Board and shall be approved in accordance with the procedures stipulated in the Articles of Association before relevant approval formalities are gone through with relevant authorities according to the law. Shareholders who oppose the plan for merger or demerger 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 should be prepared in respect of the Company's resolution on the merger or demerger, for shareholders' inspection. The aforesaid document should also be dispatched to the holders of overseas-listed foreign-invested shares by mail. It also can be given by way of public announcement (including publication on the website of the Company) to the extent permitted under laws, administrative regulations and the listing rules in the place where the Company's shares are listed.	**Article 163:** In the event of the merger or demerger of the Company, a plan shall be proposed by the Board and shall approved in accordance with the procedures stipulated in the Articles of Association ~~before relevant approval formalities are gone through with relevant authorities according to the law. Shareholders who oppose the plan for merger or demerger 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 should be prepared in respect of the Company's resolution on the merger or demerger, for shareholders' inspection.~~ ~~The aforesaid document should also be dispatched to the holders of overseas-listed foreign-invested shares by mail. It also can be given by way of public announcement (including publication on the website of the Company) to the extent permitted under laws, administrative regulations and the listing rules in the place where the Company's shares are listed.~~

No.	Original Article	Amended Article
138	**Article 206:** The Company may be merged through merger by absorption or through the establishment of a newly merged entity. Where there is a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within ten days from the date of the Company's resolution on merger and shall publish an announcement in the newspaper within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt. After the merger, claims and liabilities of parties to the merger shall be born by the subsisting or newly established company.	**Article 164:** The Company may be merged through merger by absorption or through the establishment of a newly merged entity. Where there is a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within ten days from the date of the Company's resolution on merger and shall publish an announcement in the newspaper **or on the National Enterprise Credit Information Publicity System** within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt. After the merger, claims and liabilities of parties to the merger shall be born by the subsisting or newly established company.

No.	Original Article	Amended Article
139	**Article 207:** Properties of the Company under a demerger shall be divided accordingly. Where there is a demerger, the parties to the demerger shall enter into a demerger agreement, and prepare its balance sheet and list of properties. The Company shall notify its creditors within ten days from the date of the Company's resolution on demerger and shall publish an announcement in the newspaper as accepted by the stock exchange on which the shares of the Company are listed within thirty days from the date of such resolution. Debts of the Company prior to the demerger are jointly assumed by the companies which exist after the demerger. Unless otherwise agreed by the Company and creditors on settling liabilities in writing prior to such demerger.	**Article 165:** Properties of the Company under a demerger shall be divided accordingly. Where there is a demerger, the parties to the demerger shall enter into a demerger agreement, and prepare its balance sheet and list of properties. The Company shall notify its creditors within ten days from the date of the Company's resolution on demerger and shall publish an announcement in the newspaper **or on the National Enterprise Credit Information Publicity System** as accepted by the stock exchange on which the shares of the Company are listed within thirty days from the date of such resolution. Debts of the Company prior to the demerger are jointly assumed by the companies which exist after the demerger. Unless otherwise agreed by the Company and creditors on settling liabilities in writing prior to such demerger.

No.	Original Article	Amended Article
140	**Article 209:** The Company shall be dissolved and liquidated in accordance with relevant laws under situations as follows: (1) the term of business expires; (2) the general meeting resolves to dissolve the Company; (3) dissolution is necessary as a result of a merger or demerger of the Company; (4) the Company is announced bankrupt according to laws due to its failure to settle liabilities in due; (5) the business licence has been withdrawn, the Company has been ordered to close, or it has been wound up; (6) the Company has experienced material difficulties in operation and management, and the continuous operation would cause substantial loss to the interest of its shareholders. In the event that this cannot be solved by other methods, shareholders representing 10% or more of the voting rights of the Company may request the people's court to dissolve the Company; (7) other circumstances in which the Company is required to dissolve according to laws and regulations.	**Article 167:** The Company shall be dissolved and liquidated in accordance with relevant laws under situations as follows: (1) the term of business **stipulated in the Articles of Association** expires **or other reasons for dissolution specified by the Articles of Association occur**; (2) the ~~general~~ **shareholders'** meeting resolves to dissolve the Company; (3) dissolution is necessary as a result of a merger or demerger of the Company; ~~(4) the Company is announced bankrupt according to laws due to its failure to settle liabilities in due;~~ (~~5~~**4**) the business licence has been withdrawn, the Company has been ordered to close, or it has been wound up; (~~6~~**5**) the Company has experienced material difficulties in operation and management, and the continuous operation would cause substantial loss to the interest of its shareholders. In the event that this cannot be solved by other methods, shareholders representing 10% or more of the voting rights of the Company may request the people's court to dissolve the Company; (~~7~~**6**) other circumstances in which the Company is required to dissolve according to laws and regulations.

No.	Original Article	Amended Article
		The Company shall, within ten days of the occurrence of the reasons for dissolution as stipulated in the preceding paragraph, disclose the reasons for dissolution on the National Enterprise Credit Information Publicity System.
141	**Article 210:** Where the Company is dissolved under subparagraphs (1) and (2) of the preceding Article, a liquidation committee shall be set up within fifteen (15) days upon occurrence of the dissolution events, and its members shall be determined by shareholders at a general meeting by way of ordinary resolution. Where the Company is dissolved pursuant to subparagraph (4) and (6) of the preceding Article, the people's court shall, according to the relevant laws, organise the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out the liquidation.	**Article 168:** Where the Company **has circumstances as stipulated in** ~~is dissolved under~~ subparagraphs (1) and (2) of the preceding Article, **but has not yet distributed any assets to its shareholders, it may continue to exist by way of amending the Articles of Association or by a resolution of the shareholders' meeting, provided that such resolution is passed by more than two-thirds of the voting rights held by the shareholders attending the shareholders' meeting** ~~a liquidation committee shall be set up within fifteen (15) days upon occurrence of the dissolution events, and its members shall be determined by shareholders at a general meeting by way of ordinary resolution~~.

No.	Original Article	Amended Article
	Where the Company is dissolved under sub-paragraph (5) of the preceding Article, the relevant governing authorities shall organise the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out the liquidation.	Where the Company is dissolved pursuant to subparagraph**s (1), (2) (4)** and (6**5**) of the preceding Article, **it shall undergo liquidation. The directors shall act as the liquidation obligors and shall form a liquidation committee to undertake liquidation within fifteen (15) days from the date on which the grounds for dissolution arise. The liquidation committee shall consist of the directors, unless otherwise provided for in the Articles of Association or unless the shareholders' meeting resolves to elect other person(s)** ~~the people's court shall, according to the relevant laws, organise the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out the liquidation~~. ~~Where the Company is dissolved under sub-paragraph (5) of the preceding Article, the relevant governing authorities shall organise the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out the liquidation.~~ **Where the liquidation obligors fail to perform their liquidation duties in a timely manner, thereby causing loss to the Company or its creditors, they shall bear the relevant compensation liabilities.**

No.	Original Article	Amended Article
142	**Article 211:** Where the Board decides to liquidate the Company for any reason other than the Company's declaration of its own bankruptcy, the Board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation. Upon passing of the resolution on the liquidation of the Company by the shareholders in general meeting, all functions and powers of the Board shall cease. The liquidation committee shall act in accordance with the instructions of the general meeting to make a report at least once every year to the general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation and to present a final report to the general meeting on completion of the liquidation.	**Delete Article 211.**

No.	Original Article	Amended Article
143	**Article 212:** The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish announcements in newspapers within 60 days. The creditors may declare their claims to the liquidation committee within 30 days of the receipt of the above notice or within 45 days after the announcements are made if no such notice is received. Claims shall be registered by the liquidation committee according to law. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.	**Article 169:** The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish announcements in newspapers **or on the National Enterprise Credit Information Publicity System** within 60 days. The creditors may declare their claims to the liquidation committee within 30 days of the receipt of the above notice or within 45 days after the announcements are made if no such notice is received. Claims shall be registered by the liquidation committee according to law. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

No.	Original Article	Amended Article
144	**Article 213:** During the liquidation period, the liquidation committee shall exercise the following functions and duties: (1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify creditors by sending notice or by making announcement; (3) to deal with and settle the Company's outstanding business deals in relation to the liquidation; (4) to settle outstanding taxes as well as taxes arising in the course of liquidation; (5) to ascertain all claims and debts; (6) to dispose of the remaining assets of the Company after the repayment of debts; (7) to represent the Company in any civil proceedings.	**Article 170:** During the liquidation period, the liquidation committee shall exercise the following functions and duties: (1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify creditors by sending notice or by making announcement; (3) to deal with and settle the Company's outstanding business deals in relation to the liquidation; (4) to settle outstanding taxes as well as taxes arising in the course of liquidation; (5) to ascertain all claims and debts; (6) to **distribute** ~~dispose~~ of the remaining assets of the Company after the repayment of debts; (7) to represent the Company in any civil proceedings.

No.	Original Article	Amended Article
145	**Article 214:** After it has sorted out the Company's assets and prepared a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a general meeting or to the relevant competent authorities for confirmation. After the general meeting resolves to dissolve the Company or the Company declares bankruptcy or has been ordered to close down in accordance with the law, no one shall dispose the Company's assets without approval of the liquidation committee. The assets of the Company shall be applied for liquidation in the following order: payment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts. The remaining assets of the Company after repayment of its debts in accordance with the provisions above shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings. During the liquidation period, the Company shall continue to exist but shall not carry out any business activities not relating to liquidation.	**Article 171:** After it has sorted out the Company's assets and prepared a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a ~~general~~ **shareholders'** meeting or to the **people's court** ~~relevant competent authorities~~ for confirmation. After the ~~general~~ **shareholders'** meeting **or the people's court decides** to dissolve the Company or the Company declares bankruptcy or has been ordered to close down in accordance with the law, no one shall dispose the Company's assets without approval of the liquidation committee. The assets of the Company shall be applied for liquidation in the following order: payment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts. The remaining assets of the Company after repayment of its debts in accordance with the provisions above shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings. During the liquidation period, the Company shall continue to exist but shall not carry out any business activities not relating to liquidation.

No.	Original Article	Amended Article
146	**Article 215:** If after sorting out the Company's assets and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company due to its dissolution, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the people's court for a declaration of bankruptcy. 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 172:** If after sorting out the Company's assets and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company due to its dissolution, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the people's court for ~~a declaration of~~ bankruptcy **liquidation**. ~~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.~~ **After the people's court has accepted the application for bankruptcy, the liquidation committee shall turn over any matters in respect of liquidation to the bankruptcy administrator designated by the people's court.**

No.	Original Article	Amended Article
147	**Article 216:** Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of the income and expenses and financial accounts, which shall be verified by RC certified public accountants and then submitted to the general meeting or relevant governing authorities for confirmation. The liquidation committee shall, within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and announce the termination of the Company.	**Article 173:** Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, ~~a statement of the income and expenses and financial accounts,~~ which shall be verified by **P**RC certified public accountants**,** ~~and then~~ submitted to the ~~general~~ **shareholders'** meeting or **the people's court** ~~relevant governing authorities~~ for confirmation**, and file it with the company registration authority to apply for the cancellation of the company registration**. ~~The liquidation committee shall, within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and announce the termination of the Company.~~
148	–	**Newly added: Article 174:** Members of the liquidation committee shall perform their duties of liquidation and shall be obliged to loyalty and diligence. Where a member of the liquidation committee who neglects to fulfill his/her liquidation duties, thus causing any loss to the Company, shall be held liable for compensation; a member of the liquidation committee causes damages to the creditors intentionally or due to gross negligence, he (she) shall bear the relevant compensation liabilities.

No.	Original Article	Amended Article
149	**Article 218:** Any amendment to the Articles of Association involving anything set out in the Mandatory Provisions shall become effective upon approval by the approval authorities authorized by the State Council and securities regulatory institutions of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for alteration of registration in accordance with the laws.	**Article 176: Where any amendment made by shareholders' meeting to the Articles of Association involves any matters that need to be approved by the competent authorities, such amendment shall be submitted to the competent authorities for approval.** ~~Any amendment to the Articles of Association involving anything set out in the Mandatory Provisions shall become effective upon approval by the approval authorities authorized by the State Council and securities regulatory institutions of the State Council.~~ If there is any change relating to the registered particulars of the Company, application shall be made for alteration of registration in accordance with the laws.
150	**Article 219:** The Company's notices may be delivered by the following means: (1) by personal delivery; (2) by mail; (3) by facsimile or email; (4) by publication on the website of the Company and websites designated by the Stock Exchange of Hong Kong Limited, to the extent permitted under the laws and regulations and the listing rules of the stock exchange in the place where the Company's shares are listed; (5) by public announcement; (6) by other ways as agreed in advance between the Company and the addressee or as accepted by the addressee after the notice is received;	**Article 177:** The Company's notices may be delivered by the following means: (1) by personal delivery; (2) by mail; (3) by facsimile or email; (4) by publication on the website of the Company and websites designated by the Stock Exchange of Hong Kong Limited, to the extent permitted under the laws and regulations and the listing rules ~~of the stock exchange~~ in the place where the Company's shares are listed; (5) by public announcement; (6) by other ways as agreed in advance between the Company and the addressee or as accepted by the addressee after the notice is received;

No.	Original Article	Amended Article
	(7) by any other means as accepted by relevant regulatory authority in the place where the Company' shares are listed or as prescribed in the Articles of Association. Unless otherwise required by the Articles of Association, if the notices to the holders of overseas-listed foreign-invested shares are issued by way of announcement, any ready-to-publish electronic copy of such notices shall be submitted through HKEx-EPS to the Hong Kong Stock Exchange for publication on its website on the same day in accordance with the local listing rules. The announcement shall meanwhile be published on the Company's website, so that the shareholders would have enough time to exercise his right or act in accordance with the notice.	(7) by any other means as accepted by relevant regulatory authority in the place where the Company' shares are listed or as prescribed in the Articles of Association. **With regards to the way in which the Company provides and/or disseminates information to shareholders in accordance with the Listing Rules, and on the premise of complying with provisions of relevant laws, regulations, normative documents, and the securities regulations of the place where the Company is listed, the Company needs to (i) send or otherwise make available the corporate communications to the relevant holders of its securities using electronic means, or (ii) make the corporate communications available on its website and the Hong Kong Stock Exchange's website (the Company should indicate on its website how it adopts the means referred to in (1) and/or (2)).** **The shareholders of the Company may also choose in writing to receive the printed copies of the aforementioned corporate communications by mail. Corporate communications include, but are not limited to, circulars, annual reports, interim reports, notices of shareholders' meetings and other corporate communications as set out in the Listing Rules.**

No.	Original Article	Amended Article
	Holders of overseas-listed foreign-invested shares may by notice in writing choose to receive corporate communications that shall be dispatched by the Company to shareholders by electronic means or by mail and shall also specify whether they wish to receive the English version, the Chinese version, or both the English and Chinese versions. Holders of overseas-listed foreign-invested shares may by reasonable notice in writing served on the Company to change their choice as to the manner of receiving and language version of the aforesaid corporate communications. The corporate communications to be received by electronic means shall be viewed or downloaded from the Company's website; those to be received by mail shall be sent to the holders of the overseas-listed foreign-invested shares by hand or by pre-paid mail to their addresses as shown in the register of shareholders.	~~Unless otherwise required by the Articles of Association, if the notices to the holders of overseas-listed foreign-invested shares are issued by way of announcement, any ready-to-publish electronic copy of such notices shall be submitted through HKEx-EPS to the Hong Kong Stock Exchange for publication on its website on the same day in accordance with the local listing rules. The announcement shall meanwhile be published on the Company's website, so that the shareholders would have enough time to exercise his right or act in accordance with the notice.~~ ~~Holders of overseas-listed foreign-invested shares may by notice in writing choose to receive corporate communications that shall be dispatched by the Company to shareholders by electronic means or by mail and shall also specify whether they wish to receive the English version, the Chinese version, or both the English and Chinese versions. Holders of overseas-listed foreign-invested shares may by reasonable notice in writing served on the Company to change their choice as to the manner of receiving and language version of the aforesaid corporate communications. The corporate communications to be received by electronic means shall be viewed or downloaded from the Company's website; those to be received by mail shall be sent to the holders of the overseas-listed foreign-invested shares by hand or by pre-paid mail to their addresses as shown in the register of shareholders.~~

No.	Original Article	Amended Article
151	**Article 220:** Where a notice is delivered by mail, it shall be deemed as having been delivered to the extent that the envelope is properly addressed, the postage is prepaid, the notice is contained in the envelope and the envelope which contains the notice is put into the post box. The notice shall be deemed as having been received after 48 hours upon the delivery. The notice for holders of domestic-invested shares shall be published in one or more media designated by the securities regulatory authorities of the State Council. Once such an announcement is made, all holders of the domestic-invested shares shall be deemed to have received the relevant notice. **Article 221:** Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, for the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Hong Kong Listing Rules, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of the general meetings, and other types of corporate communication as specified in the Hong Kong Listing Rules.	**Delete Article 220 and Article 221**

No.	Original Article	Amended Article
152	**Article 222:** The Company shall settle disputes according to the following principles: (1) Whenever any disputes or claims arise between (i) the Company and its directors or senior management members and (ii) holders of the overseas-listed foreign-invested shares and the Company, holders of the overseas-listed foreign-invested shares and the Company's directors, supervisors, general manager or other senior management members, or holders of the overseas-listed foreign-invested shares and holders of domestic-invested shares, in respect of any rights or obligations arising from the Articles of Association, the Company Law or any rights or obligations conferred or imposed by any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration. Where the aforesaid disputes or claims of rights is referred to arbitration, the entire claims or disputes must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the disputes or claims or whose participation is necessary for the resolution of such disputes or claims, shall, where such person is the Company or the Company's shareholders, directors, supervisors, general manager or senior management members, comply with the decisions made in the arbitration.	**Delete Article 222.**

No.	Original Article	Amended Article
	Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be referred to arbitration. (2) A claimant may elect arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre. (3) If any disputes or claims prescribed in subparagraph (1) above are referred to arbitration, the laws of the People's Republic of China shall apply, save as otherwise provided in laws and administrative regulations. (4) The award of an arbitration body shall be final and conclusive and binding on all parties.	

No.	Original Article	Amended Article
153	**–**	**Newly added: Article 180:** Reference to the "actual controller" or the "de facto controller" in the Articles of Association means a natural person, legal person or other organization, who can actually control the activities of the Company through investment relationship, agreement, or other arrangement.
154	**–**	**Newly added: Article 181:** Reference to the "connected relationship" in the Articles of Association means the relationship between the Company's controlling shareholder, de facto controller, a director, or senior management member on the one hand and an enterprise he or she directly or indirectly controls on the other hand, as well as any other relationship that may result in a diversion of the Company's interests. However, enterprises controlled by the state shall not be deemed to have a connected relationship merely by virtue of the fact that such enterprises are under the common control of the state.

No.	Original Article	Amended Article
155	**Article 226:** The Articles of Association are written in Chinese. Whenever difference in meaning arises between the Articles of Association and the Articles of Association in other languages or inconsistencies in the meaning arise among different versions of the Articles of Association, the latest Chinese version approved and registered with the company registration authority shall prevail. Should there be any discrepancies between the versions in other languages and the Chinese version, the Chinese one shall prevail. The Articles of Association shall be interpreted by Board. Any matters not covered in the Articles of Association shall be proposed by the Board at the general meeting for approval.	**Article 183:** The Articles of Association are written in Chinese. Whenever difference in meaning arises between the Articles of Association and the Articles of Association in other languages or inconsistencies in the meaning arise among different versions of the Articles of Association, the latest Chinese version approved and registered with the company registration authority shall prevail. Should there be any discrepancies between the versions in other languages and the Chinese version, the Chinese one shall prevail. The Articles of Association shall be interpreted by Board. Any matters not covered in the Articles of Association shall be proposed by the Board at the ~~general~~ **shareholders'** meeting for approval.

Notes: (1) Since the above amendments involve adding or deleting articles and adjusting the serial numbers of the articles, the serial numbers involved in the relevant chapters, articles, and cross-references of the Articles of Association shall also be adjusted accordingly.

(2) The proposed amendments to the Articles of Association are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

No.	Original Article	Amended Article
1	**Article 1** In a bid to ensure the standardized operation of the general meeting of China Datang Corporation Renewable Power Co., Limited (the "**Company**"), safeguard the legitimate rights and interests of shareholders, and ensure that shareholders exercise their rights equally and effectively, these Rules of Procedures for General Meeting are formulated in accordance with the Company Law of the People's Republic of China, the Mandatory Provisions for Articles of Association of Companies Listed Overseas, the Guidelines for Articles of Association of Listed Companies, the Governance Standards for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other domestic and foreign regulatory regulations, as well as the Articles of Association of China Datang Corporation Renewable Power Co., Limited (the "**Articles of Association**").	**Article 1** In a bid to ensure the standardized operation of the ~~general~~ **shareholders'** meeting of China Datang Corporation Renewable Power Co., Limited (the "**Company**"), safeguard the legitimate rights and interests of shareholders, and ensure that shareholders exercise their rights equally and effectively, these Rules of Procedures for General Meeting are formulated in accordance with the Company Law of the People's Republic of China **(the "Company Law")**, ~~the Mandatory Provisions for Articles of Association of Companies Listed Overseas,~~ the Guidelines for Articles of Association of Listed Companies, the Governance Standards for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other domestic and foreign regulatory regulations, as well as the Articles of Association of China Datang Corporation Renewable Power Co., Limited (the "**Articles of Association**").
2	**Article 2** The shareholders of the Company are legal persons or natural persons who legally hold shares of the Company as stipulated in the Articles of Association. Shareholders of the Company have the right to enjoy the benefits of the owner's assets, make major decisions, and choose managers in accordance with the relevant provisions of the Articles of Association, and assume obligations in accordance with the relevant provisions of the Articles of Association. Shareholders who legally and effectively hold shares of the Company have the right to attend the general meeting and enjoy various rights such as the right to be informed, the right to speak, the right to question, and the right to vote in accordance with the law.	**Article 2** The shareholders of the Company are legal persons or natural persons who legally hold shares of the Company as stipulated in the Articles of Association. Shareholders of the Company have the right to enjoy the benefits of the owner's assets, make major decisions, and choose managers in accordance with the relevant provisions of the Articles of Association, and assume obligations in accordance with the relevant provisions of the Articles of Association. Shareholders who legally and effectively hold shares of the Company have the right to attend the ~~general~~ **shareholders'** meeting and enjoy various rights such as the right to be informed, the right to speak, the right to question, and the right to vote in accordance with the law.

No.	Original Article	Amended Article
3	**Article 3** The general meeting is the governing body of the Company and shall exercise its powers within the scope stipulated in the Company Law and the Articles of Association.	**Article 3** The ~~general~~ **shareholders'** meeting is the governing body of the Company and shall exercise its powers within the scope stipulated in **relevant laws, regulations, and normative documents such as** the Company Law and the Articles of Association.
4	**Article 4** The Company shall convene the general meeting strictly in accordance with relevant laws, administrative regulations, the Articles of Association, and these Rules, to ensure that shareholders may exercise their rights in accordance with the law. The Board of the Company shall effectively fulfill its duties and organize the general meeting seriously and on time. All directors of the Company shall be diligent and responsible, exercise their powers in accordance with the law, and ensure the normal convening of the general meeting. The secretary to the Board of the Company is responsible for implementing the preparation and organization work for convening the general meeting.	**Article 4** The Company shall convene the ~~general~~ **shareholders'** meeting strictly in accordance with relevant laws, administrative regulations, the Articles of Association, and these Rules, to ensure that shareholders may exercise their rights in accordance with the law. The Board of the Company shall effectively fulfill its duties and organize the ~~general~~ **shareholders'** meeting seriously and on time. All directors of the Company shall be diligent and responsible, exercise their powers in accordance with the law, and ensure the normal convening of the ~~general~~ **shareholders'** meeting. The secretary to the Board of the Company is responsible for implementing the preparation and organization work for convening the ~~general~~ **shareholders'** meeting.

No.	Original Article	Amended Article
5	**Article 5** The powers exercisable by the general meeting are as follows: (1) to decide the Company's operational guidelines and investment schemes; (2) to elect and remove directors not being staff representatives and to determine matters relating to the directors' remunerations; (3) to elect and remove supervisors not being staff representatives and to determine matters relating to the supervisors' remunerations; (4) to consider and approve the reports of the Board; (5) to consider and approve the reports of the Board of Supervisors; (6) to consider and approve the Company's annual financial budgets and final accounts; (7) to consider and approve the Company's profit distribution plan and plan for recovery of losses; (8) to resolve on increases or reduction in the Company's registered capital; (9) to resolve merger, demerger, dissolution, liquidation or change of corporate form of the Company;	**Article 5** The powers exercisable by the ~~general~~ **shareholders'** meeting are as follows: ~~(1) to decide the Company's operational guidelines and investment schemes;~~ (~~2~~**1**) to elect and remove directors not being staff representatives and to determine matters relating to the directors' remunerations; ~~(3) to elect and remove supervisors not being staff representatives and to determine matters relating to the supervisors' remunerations;~~ (~~4~~**2**) to consider and approve the reports of the Board; ~~(5) to consider and approve the reports of the Board of Supervisors;~~ ~~(6) to consider and approve the Company's annual financial budgets and final accounts;~~ (~~7~~**3**) to consider and approve the Company's profit distribution plan and plan for recovery of losses; (~~8~~**4**) to resolve on increases or reduction in the Company's registered capital**, repurchase of the Company's shares, and issue of shares of any class, stock warrants or other similar securities;** (~~9~~**5**) to resolve merger, demerger, dissolution, liquidation or change of corporate form of the Company;

No.	Original Article	Amended Article
	(10) to resolve on the issue of bonds and other securities by the Company and the listing proposal of the Company;	(~~10~~**6**) to resolve on the issue of bonds and other securities by the Company and the listing proposal of the Company;
	(11) to resolve on the appointment, dismissal or non-reappointment of the accounting firms;	(~~11~~**7**) to resolve on the appointment, dismissal ~~or non-reappointment~~ of the accounting firms **engaging in the audit of the Company**;
	(12) to amend the Articles of Association;	(~~12~~**8**) to amend the Articles of Association;
	(13) to consider and approve external guarantees provided in laws and regulations;	(~~13~~**9**) to consider and approve external guarantees ~~provided~~ in laws and regulations;
	(14) to consider and approve the purchases or sales of any material asset of the Company within a year the amount of which exceeds 30% of its latest audited total assets;	(1~~4~~**0**) to consider and approve the purchases or sales of any material asset of the Company within a year the amount of which exceeds 30% of its latest audited total assets;
	(15) to consider and approve the share incentive plan;	**(11) to consider and approve the change in the use of proceeds;**
	(16) to consider the motions put forward by shareholder(s) representing 3% or more of the Company's shares with voting rights; and	(1~~5~~**2**) to consider and approve the share incentive plan **and employee stock ownership scheme**;
	(17) to resolve on any other matters as required by the laws, administrative regulations and the Articles of Association.	(1~~6~~**3**) to consider the motions put forward by shareholder(s) **individually or collectively** representing ~~3~~**1**% or more of the Company's shares with voting rights; ~~and~~
	Subject to the laws, regulations and mandatory provisions of the listing rules in the listing place, the general meeting may authorize or delegate the Board to handle the matters authorized or delegated by it.	

No.	Original Article	Amended Article
		(14) to consider and approve transactions that shall be reviewed and approved by the shareholders' meeting according to the regulatory rules of the place where the Company's shares are listed; (1~~7~~**5**) to resolve on any other matters **at the shareholders' meeting** as required by the laws, administrative regulations and the Articles of Association. Subject to the laws, regulations and mandatory provisions of the listing rules in the listing place, the ~~general~~ **shareholders'** meeting may authorize or delegate the Board to handle the matters authorized or delegated by it.

No.	Original Article	Amended Article
6	**Article 6** A general meeting shall either be an annual general meeting or an extraordinary general meeting. The general meetings shall be convened by the Board. Annual general meetings are held once every year and within six (6) months from the close of the preceding financial year. The Board shall convene an extraordinary general meeting within two months of the occurrence of any one of the following circumstances: (1) the number of directors is less than the quorum required by the Company Law or two-thirds of the number of directors specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one third of the total amount of its share capital; (3) where any shareholder holding severally or jointly 10% or more of the Company's issued and outstanding shares carrying voting rights requests in writing for the convening of an extraordinary general meeting; (4) when deemed necessary by the Board or when requested by the Board of Supervisors; or (5) when proposed by half or more of independent non-executive directors.	**Article 6** A ~~general~~ **shareholders'** meeting shall either be an annual ~~general~~ **shareholders'** meeting or an extraordinary ~~general~~ **shareholders'** meeting. The ~~general~~ **shareholders'** meetings shall be convened by the Board. Annual ~~general~~ **shareholders'** meetings are held once every year and within six (6) months from the close of the preceding financial year. The ~~Board~~ **Company** shall convene an extraordinary ~~general~~ **shareholders'** meeting within two months of the occurrence of any one of the following circumstances: (1) the number of directors is less than the quorum required by the Company Law or two-thirds of the number of directors specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one third of the total amount of its share capital; (3) where any shareholder holding severally or jointly 10% or more of the Company's issued and outstanding shares carrying voting rights requests in writing for the convening of an extraordinary ~~general~~ **shareholders'** meeting; (4) when deemed necessary **or requested** by the Board ~~or when requested by the Board of Supervisors~~; ~~or~~ **(5) when proposed by the audit committee;**

No.	Original Article	Amended Article
		(5~~6~~) when proposed by half or more of independent non-executive directors~~.~~**;** **(7) other circumstances as stipulated by laws, administrative regulations, departmental rules, regulatory authorities of the place where the Company's shares are listed or the Articles of Association.**
7	**Article 7** The Board and other conveners shall take necessary measures to ensure the normal order of general meetings. The Board and other conveners shall take measures to prevent acts of interference with the general meeting, provocation and infringement of legal rights of the shareholders, and shall report them promptly to relevant authorities for investigation and prosecution.	**Article 7** The Board and other conveners shall take necessary measures to ensure the normal order of ~~general~~ **shareholders'** meetings. The Board and other conveners shall take measures to prevent acts of interference with the ~~general~~ **shareholders'** meeting, provocation and infringement of legal rights of the shareholders, and shall report them promptly to relevant authorities for investigation and prosecution.

No.	Original Article	Amended Article
8	**Article 8** The following procedures shall be followed by shareholders or the Board of Supervisors requesting for convening of extraordinary general meetings or class meetings: (1) shareholders individually or collectively holding not less than 10% (inclusive) of voting shares at such proposed meeting may request the Board to convene an extraordinary general meeting or class meeting and shall specify the agenda of the meeting. The Board shall, in accordance with laws, administrative regulations and these Articles, give a written response on whether or not it agrees to convene an extraordinary general meeting or a class meeting within ten days after receipt of the request.	**Article 8** The following procedures shall be followed by shareholders ~~or the Board of Supervisors~~ requesting for convening of extraordinary ~~general~~ **shareholders'** meetings ~~or class meetings~~: (1) shareholders individually or collectively holding not less than 10% (inclusive) of voting shares at such proposed meeting may request the Board **in written** to convene an extraordinary ~~general~~ **shareholders'** meeting or class meeting and shall specify the agenda of the meeting. The Board shall, in accordance with laws, administrative regulations and **the** Articles **of Association**, ~~give a written response on whether or not it agrees to~~ convene an extraordinary ~~general~~ **shareholders'** meeting **as soon as possible** ~~or a class meeting within ten days~~ after receipt of the request.

No.	Original Article	Amended Article
	(2) if the Board fails to despatch a notice of convening such meeting within thirty days upon receipt of the aforesaid written request, shareholders individually or jointly holding 10 per cent or more of the shares carrying voting rights at the proposed meeting shall be entitled to propose to the Board of Supervisors to convene an extraordinary general meeting or class meeting, provided that such proposal shall be made in writing. The Board of Supervisors may convene such a meeting within four (4) months upon receipt of the request by the Board. If the Board of Supervisors fails to convene and preside over an extraordinary general meeting or a class meeting, the shareholders individually or jointly holding 10% or more of the shares of the Company for not less than 90 consecutive days may convene such a meeting by themselves. The procedures for convening such meeting should follow those for convening a general meeting of shareholders by the Board as closely as practicable. All reasonable expenses incurred by shareholders or Board of Supervisors arising from convening and holding the aforesaid meeting by shareholders due to the Board's failure to hold such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the director(s) who have neglected their duties.	(2) if the Board fails to despatch a notice of convening such meeting within ~~thirty~~ **ten** days upon receipt of the aforesaid written request, shareholders individually or jointly holding 10 per cent or more of the shares carrying voting rights at the proposed meeting shall be entitled to propose to the ~~Board of Supervisors~~ **audit committee** to convene an extraordinary ~~general~~ **shareholders'** meeting ~~or class meeting~~, provided that such proposal shall be made in writing. **If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening an extraordinary shareholders' meeting within 5 days after receipt of the request. If there is any change to the original request in the notice, approval of the shareholder(s) proposing the request shall be sought. If the audit committee fails to issue a notice of convening a shareholders' meeting by the prescribed deadline, it shall be deemed to have failed** ~~The Board of Supervisors may convene such a meeting within four (4) months upon receipt of the request by the Board. If the Board of Supervisors fails~~ to convene and preside over an extraordinary ~~general~~ **shareholders'** meeting ~~or a class meeting~~, the shareholders individually or jointly holding 10% or more of the shares of the Company for not less than 90 consecutive days may convene such a meeting by themselves. The procedures for convening such meeting should follow those for convening a general meeting of shareholders by the Board as closely as practicable.

No.	Original Article	Amended Article
	Except for those matters in relation to business secrets of the Company which cannot be made public at the general meeting, the Board and the Board of Supervisors shall make corresponding responses or statements in respect of inquiries and the suggestions of the shareholders.	**The audit committee proposing an extraordinary shareholders' meeting shall abide by the following procedures:** **(1) The audit committee shall propose to the Board to convene an extraordinary shareholders' meeting in writing and shall state the subject matter of the meeting. With regard to such proposal, the Board shall, within 10 days after its receipt of such proposal and in accordance with laws, administrative regulations and the Articles of Association provide a written reply concerning whether or not it agrees to convene such extraordinary shareholders' meeting.** **(2) Where the Board agrees to convene the extraordinary shareholders' meeting, it will issue a notice to convene such meeting within 5 days after the resolution has been adopted by the Board and any revision to the original proposal in the notice shall be approved by the audit committee. Where the Board disagrees to convene the extraordinary shareholders' meeting or fails to reply within 10 days after its receipt of such proposal, it shall be deemed to be unable or fail to fulfil its obligation to convene the aforesaid meeting, and the audit committee may thereby independently convene and preside over the extraordinary shareholders' meeting.**

No.	Original Article	Amended Article
		All reasonable expenses incurred by shareholders or ~~Board of Supervisors~~ **audit committee** arising from convening and holding the aforesaid meeting by shareholders due to the Board's failure to hold such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the director(s) who have neglected their duties. Except for those matters in relation to business secrets of the Company which cannot be made public at the ~~general~~ **shareholders'** meeting, the Board ~~and the Board of Supervisors~~ shall make corresponding responses or statements in respect of inquiries and the suggestions of the shareholders.
9	**Article 9** With respect to the general meeting independently convened by the Board of Supervisors or the shareholders, the Board and the secretary to the Board shall provide assistance. The Board shall provide the register of shareholders as at the share registration date.	**Article 9** With respect to the ~~general~~ **shareholders'** meeting independently convened by the ~~Board of Supervisors~~ **audit committee** or the shareholders, the Board and the secretary to the Board shall provide assistance. The Board shall provide the register of shareholders as at the share registration date. **The register of shareholders obtained by the convener shall not be used for any purpose other than convening a shareholders' meeting.**

No.	Original Article	Amended Article
10	**Article 10** A general meeting shall be convened and presided over by the Chairman of the Company; If the Chairman is unable to attend the meeting, a director shall be designated to convene and take the chair of the meeting. If no chairman of the meeting has been so designated, shareholders present may elect one person to be the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including proxy) present and holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.	**Article 10** A ~~general~~ **shareholders'** meeting shall be ~~convened and~~ presided over by the Chairman of the Company; If the Chairman is unable to attend the meeting **for some reason**, a director **jointly elected by more than half of the directors** shall ~~be designated to convene and~~ take the chair of the meeting. If no chairman of the meeting has been so designated, shareholders present may elect one person to be the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including proxy) present and holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting. **The convener of the audit committee shall preside over the shareholders' meeting convened by the audit committee. If the convener of the audit committee is unable or fails to fulfill his/her duties, a member of the audit committee jointly elected by more than half of the members of the audit committee shall preside over the meeting.** **The convener or his/her elected representative shall preside over the shareholders' meeting.**

No.	Original Article	Amended Article
11	**Article 11** When the Company convenes a general meeting, the Board, the Board of Supervisors and the shareholders either individually or collectively holding 3% or more of the Company's shares may put up ad hoc proposals. When the Company convenes an annual general meeting, shareholders either individually or collectively holding 3% or more of the Company's shares have the right to put up ad hoc proposals in writing to the Company, and the Company shall include such ad hoc proposals into the agenda for such general meeting if they are matters falling within the functions and powers of general meeting. The ad hoc proposals raised by shareholders shall satisfy the following requirements: (1) Free of conflicts with the provisions of laws and regulations, and fall into the business scope of the Company and the terms of reference of the general meeting; (2) With definite topics to discuss and specific matters to resolve; and (3) Submitted or served to the Board in writing ten (10) days prior to the date of the general meeting.	**Article 11** When the Company convenes a ~~general~~ **shareholders'** meeting, the Board, the ~~Board of Supervisors~~ **audit committee** and the shareholders either individually or collectively holding ~~3~~**1**% or more of the Company's shares may put up ad hoc proposals. When the Company convenes an annual ~~general~~ **shareholders'** meeting, shareholders either individually or collectively holding ~~3~~**1**% or more of the Company's shares have the right to put up ad hoc proposals in writing to the Company, and the Company shall include such ad hoc proposals into the agenda for such ~~general~~ **shareholders'** meeting if they are matters falling within the functions and powers of ~~general~~ **shareholders'** meeting. The ad hoc proposals raised by shareholders shall satisfy the following requirements: (1) Free of conflicts with the provisions of laws and regulations, and fall into the business scope of the Company and the terms of reference of the ~~general~~ **shareholders'** meeting; (2) With definite topics to discuss and specific matters to resolve; ~~and~~

No.	Original Article	Amended Article
		(3) Submitted or served to the ~~Board~~ **convener** in writing ten (10) days prior to the date of the ~~general~~ **shareholders'** meeting. **Except as stipulated in the preceding paragraph, the convener shall not amend the proposals listed in the notice of the shareholders' meeting or add new proposals after issuing the notice of the shareholders' meeting. Proposals that are not listed in the notice of the shareholders' meeting or do not conform to the provisions of this article shall not be voted on and adopted by the shareholders' meeting.**
12	**Article 12** The Company shall notify shareholders whose names appear in the register of shareholders by way of announcement of the matters proposed to be considered and the date and place of the meeting 20 working days prior to an annual general meeting, or 10 working days or 15 days (whichever is longer) prior to an extraordinary general meeting. Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions, such provisions shall prevail. The date of the notice given in respect of this article shall be the date on which the Company or the share registry appointed by the Company delivers the notice to the postal authority for posting.	**Article 12** The Company shall notify shareholders whose names appear in the register of shareholders by way of announcement of the matters proposed to be considered and the date and place of the meeting 20 ~~working~~ days prior to an annual ~~general~~ **shareholders'** meeting, or ~~10 working days or~~ 15 days ~~(whichever is longer)~~ prior to an extraordinary ~~general~~ **shareholders'** meeting. **When calculating the commencement of the relevant period, the Company shall not include the date of the meeting.** Where the laws, regulations, the securities regulatory body or stock exchange in the place where the shares of the Company are listed has any other provisions, such provisions shall prevail. The date of the notice given in respect of this article shall be the date on which the Company or the share registry appointed by the Company delivers the notice to the postal authority for posting.

No.	Original Article	Amended Article
13	**Article 13** An extraordinary general meeting shall not transact matters not stated in the notice of meeting.	**Article 13** An extraordinary ~~general~~ **shareholders'** meeting shall not transact matters not stated in the notice of meeting.
14	**Article 14** Notice of a general meeting shall: (1) be in writing; (2) specify the place, date and time of the meeting; (3) set out the matters and proposals to be considered at the meeting; (4) set out the record date for shareholders who are entitled to attend the general meeting; (5) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal shall be properly explained;	**Article 14** Notice of a shareholders' meeting shall: (1) be in writing; (2) specify the place, date and time of the meeting; (3) set out the matters and proposals to be considered at the meeting; **(4) a conspicuous and explanatory text that all shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend and vote on their behalf, and that such proxy need not be a shareholder of the Company;** (~~4~~**5**) set out the record date for shareholders who are entitled to attend the ~~general~~ **shareholders'** meeting; **(6) voting time and procedures by network or other means;**

No.	Original Article	Amended Article
	(6) disclose the nature and degree of the material interest of any director, supervisor, general manager and other senior management member in the matters to be considered. In case that the impact of the matters to be considered on such director, supervisor, general manager and other senior management member as a shareholder is different from that on other holders of a class of shares, the difference shall be clarified; (7) set out the full text of any special resolution proposed to be passed at the meeting; (8) contain a striking statement that a shareholder eligible for attending and voting is entitled to appoint one or more proxies to attend and vote on his behalf and that a proxy need not be a shareholder; and (9) specify the time and place for lodging proxy forms for the relevant meeting; (10) Name and telephone number of the contact person. The requirements under this Article are applicable to the notices of general meetings convened independently by the Board of Supervisors or the shareholders in accordance with the Rules.	(~~5~~**7**) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal shall be properly explained; (~~6~~**8**) disclose the nature and degree of the material interest of any director, ~~supervisor, general manager~~ and ~~other~~ senior management member in the matters to be considered. In case that the impact of the matters to be considered on such director, ~~supervisor, general manager~~ and ~~other~~ senior management member as a shareholder is different from that on other holders of a class of shares, the difference shall be clarified; (~~7~~**9**) set out the full text of any special resolution proposed to be passed at the meeting;

No.	Original Article	Amended Article
		(8**10**) contain a striking statement that a shareholder eligible for attending and voting is entitled to appoint one or more proxies to attend and vote on his behalf and that a proxy need not be a shareholder; and (9**11**) specify the time and place for lodging proxy forms for the relevant meeting; (10**12**) Name and telephone number of the contact person. The requirements under this Article are applicable to the notices of general **shareholders'** meetings convened independently by the Board of Supervisors **audit committee** or the shareholders in accordance with the Rules.

No.	Original Article	Amended Article
15	**Article 15** If the general meeting intends to discuss the election of directors and supervisors, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following contents: (1) Personal information such as educational background, work experience, part-time jobs, etc.; (2) Whether there is a related relationship with the Company, its controlling shareholders or actual controllers; (3) Disclose the number of shares they held in the Company; (4) Whether they have been punished by the China Securities Regulatory Commission or other relevant departments, or the stock exchange. Separate proposal shall be submitted for each candidate for director and supervisor.	**Article 15** If the ~~general~~ **shareholders'** meeting intends to discuss the election of directors ~~and supervisors~~, the notice of the ~~general~~ **shareholders'** meeting shall fully disclose the detailed information of the candidates for directors ~~and supervisors~~, including at least the following contents: (1) Personal information such as educational background, work experience, part-time jobs, etc.; (2) Whether there is a related relationship with the Company, its controlling shareholders or actual controllers; (3) Disclose the number of shares they held in the Company; (4) Whether they have been punished by the China Securities Regulatory Commission or other relevant departments, or the stock exchange. Separate proposal shall be submitted for each candidate for director ~~and supervisor~~.
16	**Article 16** After the notice of the general meeting is issued, the general meeting shall not be postponed or cancelled without justifiable reasons. The proposals listed in the notice of the general meeting shall not be cancelled either. Once there is a delay or cancellation, the convener shall announce and explain the reasons at least two working days before the original convening date.	**Article 16** After the notice of the ~~general~~ **shareholders'** meeting is issued, the ~~general~~ **shareholders'** meeting shall not be postponed or cancelled without justifiable reasons. The proposals listed in the notice of the ~~general~~ **shareholders'** meeting shall not be cancelled either. Once there is a delay or cancellation, the convener shall announce and explain the reasons at least two working days before the original convening date.

No.	Original Article	Amended Article
17	**Article 17** Unless otherwise required by the Articles of Association, if the notices to the holders of overseas-listed foreign-invested shares are issued by way of announcement, any ready-to-publish electronic copy of such notices shall be submitted through HKEx-EPS to the Hong Kong Stock Exchange for publication on its website on the same day in accordance with the local listing rules. The announcement shall meanwhile be published on the Company's website. In addition, those to be received by mail shall be sent to the holders of the overseas-listed foreign-invested shares by hand or by pre-paid mail to their addresses as shown in the register of shareholders, so that the shareholders would be fully notified and have enough time to exercise his right or act in accordance with the notice. Holders of overseas-listed foreign-invested shares may by notice in writing choose to receive corporate communications that shall be dispatched by the Company to shareholders by electronic means or by mail and shall also specify whether they wish to receive the English version, the Chinese version, or both the English and Chinese versions. Holders of overseas-listed foreign-invested shares may by reasonable notice in writing served on the Company to change their choice as to the manner of receiving and language version of the aforesaid corporate communications.	**Article 17 Notice of a shareholders' meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by way of public announcement or in the manner prescribed in Chapter 22 of the Articles of Association. Where a notice is given by way of public announcement, it shall be deemed to have been received by all relevant parties upon its publication.** ~~Unless otherwise required by the Articles of Association, if the notices to the holders of overseas-listed foreign-invested shares are issued by way of announcement, any ready-to-publish electronic copy of such notices shall be submitted through HKEx-EPS to the Hong Kong Stock Exchange for publication on its website on the same day in accordance with the local listing rules. The announcement shall meanwhile be published on the Company's website. In addition, those to be received by mail shall be sent to the holders of the overseas-listed foreign-invested shares by hand or by pre-paid mail to their addresses as shown in the register of shareholders, so that the shareholders would be fully notified and have enough time to exercise his right or act in accordance with the notice.~~

No.	Original Article	Amended Article
		For holders of domestic-invested shares, notices of shareholders' meetings may be given in any of the forms of notice provided for in the Articles of Association. For holders of foreign-invested shares, subject to compliance with the laws, regulations and the regulatory rules of the place where the Company's shares are listed, notices of shareholders' meetings may be published through the websites of the Hong Kong Stock Exchange and the Company's website. ~~Holders of overseas-listed foreign-invested shares may by notice in writing choose to receive corporate communications that shall be dispatched by the Company to shareholders by electronic means or by mail and shall also specify whether they wish to receive the English version, the Chinese version, or both the English and Chinese versions. Holders of overseas-listed foreign-invested shares may by reasonable notice in writing served on the Company to change their choice as to the manner of receiving and language version of the aforesaid corporate communications.~~

No.	Original Article	Amended Article
18	**Article 18** Where a notice is delivered by mail, it shall be deemed as having been delivered to the extent that the envelope is properly addressed, the postage is prepaid, the notice is contained in the envelope and the envelope which contains the notice is put into the post box. The notice shall be deemed as having been received after 48 hours upon the delivery. The notice for holders of domestic-invested shares shall be published in one or more media designated by the securities regulatory authorities of the State Council. Once such an announcement is made, all holders of the domestic-invested shares shall be deemed to have received the relevant notice.	**Article 18** Where a notice is delivered by mail, it shall be deemed as having been delivered to the extent that the envelope is properly addressed, the postage is prepaid, the notice is contained in the envelope and the envelope which contains the notice is put into the post box. The notice shall be deemed as having been received after 48 hours upon the delivery. ~~The notice for holders of domestic-invested shares shall be published in one or more media designated by the securities regulatory authorities of the State Council. Once such an announcement is made, all holders of the domestic-invested shares shall be deemed to have received the relevant notice.~~

No.	Original Article	Amended Article
19	**Article 19** Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, for the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Hong Kong Listing Rules, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of the general meetings, and other types of corporate communication as specified in the Hong Kong Listing Rules. The failure to give notice of the meeting to or receive notice of the meeting of a person entitled to notice due to accidental omission shall not invalidate the meeting and the resolution made at the meeting.	**Article 19** Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, for the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Hong Kong Listing Rules, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of the ~~general~~ **shareholders'** meetings, and other types of corporate communication as specified in the Hong Kong Listing Rules. The failure to give notice of the meeting to or receive notice of the meeting of a person entitled to notice due to accidental omission shall not invalidate the meeting and the resolution made at the meeting.
20	**Article 20** All shareholders or their proxies registered on the record date have the right to attend the general meeting, and exercise voting rights in accordance with relevant laws, regulations, and the Articles of Association.	**Article 20** All shareholders or their proxies registered on the record date have the right to attend the ~~general~~ **shareholders'** meeting, and exercise voting rights in accordance with relevant laws, regulations, and the Articles of Association.

No.	Original Article	Amended Article
21	**Article 21** Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. A proxy so appointed shall exercise the following rights pursuant to such authorization: (1) exercise such shareholder's right to speak at the meeting; (2) the right to demand a poll alone or jointly with others; and (3) unless otherwise required by applicable listing rules or other securities laws and regulations, the right to vote by a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll. Where that shareholder is a Recognised Clearing House (or its nominees), it may authorise one or more persons as it thinks fit to act as its proxies at any shareholders' general meeting or any class meetings; However, if one or more persons are so authorised, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorised. The person(s) so authorised will be entitled to exercise the same power on behalf of the Recognised Clearing House (or its nominees) as if it was an individual shareholder of the Company.	**Article 21** Any shareholder **(including a Recognised Clearing House)** who is entitled to attend and vote at a ~~general~~ **shareholders'** meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. A proxy so appointed shall exercise the following rights pursuant to such authorization: (1) exercise such shareholder's right to speak at the **shareholders'** meeting; (2) the right to demand a poll alone or jointly with others; and (3) unless otherwise required by applicable listing rules or other securities laws and regulations, the right to vote by a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll. Where that shareholder is a Recognised Clearing House (or its nominees), it may authorise one or more persons as it thinks fit to act as its proxies at any shareholders' ~~general~~ meeting ~~or any class meetings~~; However, if one or more persons are so authorised, the power of attorney shall specify the number ~~and class~~ of shares in respect of which each such person is so authorised. The person(s) so authorised will be entitled to exercise the same power on behalf of the Recognised Clearing House (or its nominees) as if it was an individual shareholder of the Company.

No.	Original Article	Amended Article
22	**Article 23** The proxy form shall be deposited at the address of the Company or another place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorised by the appointer, the power of attorney or other authorisation instruments shall be notarised. The notarised power of attorney and other authorisation instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice to the meeting. Where the appointer is a corporate, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer. The Company is entitled to require the proxy attending the general meeting on behalf of a shareholder to produce his identification document. If a corporate shareholder appoints its legal representative to attend the meeting, the Company is entitled to require the representative to present his own identification document and a notarially certified copy of the resolution or power of attorney authorized by the board of directors or other competent body of such corporate shareholder (except for the Recognised Clearing House or its proxies).	**Article 23** The proxy form shall be deposited at the address of the Company or another place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorised by the appointer, the power of attorney or other authorisation instruments shall be notarised. The notarised power of attorney and other authorisation instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice to the meeting. Where the appointer is a corporate, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer. The Company is entitled to require the proxy attending the ~~general~~ **shareholders'** meeting on behalf of a shareholder to produce his**/her** identification document. If a corporate shareholder appoints its legal representative to attend the meeting, the Company is entitled to require the representative to present his**/her** own identification document and a notarially certified copy of the resolution or power of attorney authorized by the board of directors or other competent body of such corporate shareholder (except for the Recognised Clearing House or its proxies).

No.	Original Article	Amended Article
23	**Article 24** Any form issued to a shareholder by the Board for appointing a proxy by him shall allow the shareholder to freely instruct the proxy to cast vote in favour of or against each resolution dealing with the businesses to be transacted at the meeting. Such a form shall contain a statement that, in default of instructions, the proxy may vote as he thinks fit.	**Article 24** Any form issued to a shareholder by the Board for appointing a proxy by him shall allow the shareholder to freely instruct the proxy to cast vote in favour of ~~or,~~ against **or abstaining from** each resolution dealing with the businesses to be transacted at the meeting. Such a form shall contain a statement that, in default of instructions, the proxy may vote as he thinks fit.
24	**Article 26** When convening a general meeting, all directors, supervisors and the secretary to the Board shall attend the meeting while the manager and senior management members shall attend the meeting as non-voting participants unless there is reasonable ground.	**Article 26** When ~~convening~~ a ~~general~~ **shareholders'** meeting~~,~~ **requires** ~~all directors, supervisors and the secretary to the Board shall~~ **directors and senior management members to** attend the meeting ~~while the manager~~**, such directors** and senior management members shall attend the meeting ~~as non-voting participants unless there is reasonable ground~~ **and shall respond to shareholders' enquiries**.
25	**Article 28** Resolutions of general meetings are classified as ordinary resolutions and special resolutions. To adopt an ordinary resolution, not less than one half of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favour of the resolution. To adopt a special resolution, not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favour of the resolution.	**Article 28** Resolutions of ~~general~~ **shareholders'** meetings are classified as ordinary resolutions and special resolutions. To adopt an ordinary resolution, ~~not less than one half~~ **more than half** of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favour of the resolution. To adopt a special resolution, not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favour of the resolution.

No.	Original Article	Amended Article
26	**Article 29** Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right upon voting at the general meeting. The shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting. The Board, independent non-executive directors and shareholders who meet the relevant conditions may solicit the voting rights from shareholders. For connected transactions to be considered at a general meeting, connected shareholders shall, as provided in the listing rules of the stock exchange where the Company's shares are listed, abstain from voting on such connected transactions and the number of shares they represent carrying voting rights shall not be counted into the valid votes. Where any shareholder is, under the applicable laws and regulations and listing rules of the stock exchange where the Company's shares are listed, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholder (or their proxies) in contravention of such requirement or restriction shall not be counted.	**Article 29** Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right upon voting at the ~~general~~ **shareholders'** meeting. The shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting. The Board, independent non-executive directors and shareholders who meet the relevant conditions may solicit the voting rights from shareholders. For connected transactions to be considered at a ~~general~~ **shareholders'** meeting, connected shareholders shall, as provided in the listing rules of the stock exchange where the Company's shares are listed, abstain from voting on such connected transactions and the number of shares they represent carrying voting rights shall not be counted into the valid votes.

No.	Original Article	Amended Article
		Where any shareholder is, under the applicable laws and regulations and listing rules of the stock exchange where the Company's shares are listed, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholder (or their proxies) in contravention of such requirement or restriction shall not be counted.
27	**Article 30** Unless otherwise specified by applicable rules governing the listing of securities or other securities laws and regulations, a resolution shall be voted by a show of hands unless a poll is demanded (before or after a vote is announced to be carried out by a show of hands): (1) by the chairman of the meeting; (2) by at least two shareholders entitled to vote in person or proxies with voting rights; or (3) by one or more shareholders (including proxies) individually or jointly holding 10% or more of all shares carrying voting rights at such meeting.	**Article 30 <u>The shareholders' meeting shall adopt voting by registered ballot.</u>** **<u>The Company provides electronic voting, but the same right to vote can only be exercised by electing to vote at the scene, via the internet or otherwise. If the same right to vote has been exercised repeatedly, the result of the first voting shall prevail.</u>** ~~Unless otherwise specified by applicable rules governing the listing of securities or other securities laws and regulations, a resolution shall be voted by a show of hands unless a poll is demanded (before or after a vote is announced to be carried out by a show of hands):~~ ~~(1) by the chairman of the meeting;~~ ~~(2) by at least two shareholders entitled to vote in person or proxies with voting rights; or~~ ~~(3) by one or more shareholders (including proxies) individually or jointly holding 10% or more of all shares carrying voting rights at such meeting.~~

No.	Original Article	Amended Article
	Unless otherwise specified by applicable rules governing the listing of securities or other securities laws and regulations or a poll is demanded according to the preceding provisions, a declaration by the chairman that a resolution has been passed on a show of hands and an entry to that effect in the minutes of meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.	~~Unless otherwise specified by applicable rules governing the listing of securities or other securities laws and regulations or a poll is demanded according to the preceding provisions, a declaration by the chairman that a resolution has been passed on a show of hands and an entry to that effect in the minutes of meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution.~~ ~~The demand for a poll may be withdrawn by the person who demands the same.~~
28	**Article 31** A poll demanded on such matters as the election of chairman or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of the poll to be taken shall still be deemed to be a resolution of that meeting.	Deleted.
29	**Article 32** The general meetings vote on all proposals one by one, and if there are different proposals for the same matter, they shall be voted on in the chronological order of proposals. Unless the general meetings are suspended or unable to make a resolution due to special reasons such as force majeure, the general meetings shall not suspend the proposals or refuse to vote on the proposals.	Deleted.

No.	Original Article	Amended Article
30	**Article 33** Shareholders attending the general meeting shall vote for, vote against, or abstain from the proposal submitted. Ballots that have not been filled in, filled in incorrectly, or have illegible handwriting, as well as ballots that have not been cast, shall be deemed as a waiver of voting rights by the voter, and the voting result of the shares held shall be counted as "abstain from".	**Article 33**~~3~~**1** Shareholders attending the ~~general~~ **shareholders'** meeting shall vote for, vote against, or abstain from the proposal submitted, **except for those declarations made by securities registration and clearing institution, as nominal holders of stocks under the stock connect mechanism between the Mainland and Hong Kong, as indicated by the actual holders.** Ballots that have not been filled in, filled in incorrectly, or have illegible handwriting, as well as ballots that have not been cast, shall be deemed as a waiver of voting rights by the voter, and the voting result of the shares held shall be counted as "abstain from".
31	**Article 34** On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes for or against in the same way.	Deleted.

No.	Original Article	Amended Article
32	**Article 35** Where there are two or more candidates for the election of directors at a general meeting, each share held by shareholders (including proxy) shall have the same number of votes as the number of candidates, and the voting rights can be concentrated on electing one person, or be separated on electing several persons, but explanations have to be made on the allocations of the voting rights.	**Article 352 The list of director candidates shall be submitted to the shareholders' meeting for voting in the form of a proposal. The Board shall inform shareholders of the resumes and basic information of the director candidates in the notice of the shareholders' meeting.** ~~Where there are two or more candidates for the election of directors at a general meeting, each share held by shareholders (including proxy) shall have the same number of votes as the number of candidates, and the voting rights can be concentrated on electing one person, or be separated on electing several persons, but explanations have to be made on the allocations of the voting rights.~~
33	**Article 36** In the case of equivalency between the dissenting votes and affirmative vote, whether voting by show of hands or on a poll, the chairman of the meeting has the right to cast one more vote.	Deleted.

No.	Original Article	Amended Article
34	**Article 37** The following matters shall be resolved by ordinary resolutions at a general meeting: (1) work reports of the Board and the Board of Supervisors; (2) plans formulated by the Board for distribution of profits and for making up losses; (3) appointment or removal of members of the Board and the supervisors as shareholder representatives, and their remuneration and manner of payment thereof; (4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements; and (5) matters other than these required by the laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed or by the Articles of Association to be approved by special resolution.	**Article 3~~7~~3** The following matters shall be resolved by ordinary resolutions at a ~~general~~ **shareholders'** meeting: (1) work reports of the Board ~~and the Board of Supervisors~~; (2) plans formulated by the Board for distribution of profits and for making up losses; (3) appointment or removal of members of the Board ~~and the supervisors as shareholder representatives~~, and their remuneration and manner of payment thereof; (4) **appointment or dismissal of accounting firms engaging in the audit of the Company;** ~~the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements; and~~ (5) matters other than these required by the laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed or by the Articles of Association to be approved by special resolution.

No.	Original Article	Amended Article
35	**Article 38** The following matters shall be resolved by special resolutions at a general meeting: (1) increase or reduction of the share capital, repurchase of the Company's shares and issue of shares of any class, stock warrants or other similar securities; (2) issuance of corporate bonds; (3) demerger, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendments to the Articles of Association; (5) the Company's purchase or sale of material assets within one year amounting to or exceeding 30% of the Company's latest audited total assets; (6) the Company's provision of guarantees to others amounting to or exceeding 30% of the Company's latest audited total assets; (7) share incentive plan; and (8) any other matter approved as an ordinary resolution at a general meeting that may have material impact on the Company and is required to be approved by a special resolution.	**Article 38~~4~~** The following matters shall be resolved by special resolutions at a ~~general~~ **shareholders'** meeting: (1) increase or reduction of the **registered** ~~share~~ capital~~, repurchase of the Company's shares and issue of shares of any class, stock warrants or other similar securities~~**, repurchase of the Company's shares, and issue of shares of any class, stock warrants or other similar securities**; (2) issuance of corporate bonds **or resolution on the issuance of corporate bonds authorized by the Board**; (3) demerger, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendments to the Articles of Association; (~~5~~) ~~the Company's purchase or sale of material assets within one year amounting to or exceeding 30% of the Company's latest audited total assets;~~ ~~(6) the Company's provision of guarantees to others amounting to or exceeding 30% of the Company's latest audited total assets;~~ (~~7~~**5**) share incentive plan **and employee stock ownership scheme**; ~~and~~

No.	Original Article	Amended Article
		(8**6**) any other matter **stipulated by laws, administrative regulations or the Articles of Association, and** approved as an ordinary resolution at a ~~general~~ **shareholders'** meeting that may have material impact on the Company and is required to be approved by a special resolution.
36	-	**Article 35 The meeting shall announce the voting status and results of each proposal, and declare whether the proposal is passed based on the voting results, and record them in the meeting minutes.**
37	**Article 39** The chairman of the meeting shall be responsible for determining whether a resolution is passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the meeting minutes.	Deleted.
38	**Article 40** If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, the chairman of the meeting shall have the votes counted immediately.	Deleted.

No.	Original Article	Amended Article
39	**Article 41** Providing that the votes are counted at the general meeting, the counting results shall be recorded into the minutes of the meeting. The meeting minutes together with the signatures of shareholders and proxy forms shall be kept at the address of the Company. Above minutes, attendance lists and proxy forms shall not be destroyed within ten years.	Deleted.
40	**Article 42** Copies of the meeting minutes shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within 7 days following the receipt of reasonable charges.	Deleted.

No.	Original Article	Amended Article
41	**Article 43** Shareholders holding different classes of shares are referred to as class shareholders. A holder of class shares shall, in accordance with laws, administrative regulations and the Articles of Association, enjoy rights and assume obligations. Where the capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the share capital of the Company includes shares with different voting rights, the designation of each class of shares (except shares with the most privileged voting rights) shall bear the wording "restricted voting" or "limited voting".	Deleted.
42	**Article 44** Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a general meeting and by the affected class shareholders at a separate shareholders' meeting convened in accordance with Articles 46 to 50 of these Rules.	Deleted.

No.	Original Article	Amended Article
43	**Article 45** The following circumstances shall be deemed to be a variation or abrogation of the rights of holders of certain class shares: (1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights, or other privileges equal or superior to the shares of such class; (2) to effect an exchange of all or part of the shares of such class into those of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into those of such class; (3) to abrogate or reduce the rights in respect of accrued dividends or the cumulative dividends attached to shares of such class; (4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class; (5) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company attached to shares of such class; (6) to remove or reduce rights to receive payables from the Company in a particular currency attached to shares of such class;	Deleted.

No.	Original Article	Amended Article
	(7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class; (8) to restrict the transfer or ownership of shares of such class or impose additional restrictions thereto; (9) to grant the right to subscribe for, or convert into, shares of such or another class; (10) to increase the rights or privileges of shares of another class; (11) to restructure the Company where the proposed restructuring scheme will result in holders of different classes of shares bearing a disproportionate burden of obligations of such restructuring; and (12) to vary or abrogate the provisions of this Chapter.	

No.	Original Article	Amended Article
44	**Article 46** Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 45 set out above, but interested shareholder(s) shall not be entitled to vote at class meetings. The meaning of "interested shareholder(s)" as mentioned in the preceding paragraph is: (1) in the case of a repurchase of shares by pro rata offers to all shareholders or public dealing on a stock exchange under Article 32 of the Articles of Association, a controlling shareholder within the meaning of Article 60 of the Articles of Association; (2) in the case of a repurchase of share by an off-market agreement under Article 32, a shareholder who is related to the agreement; (3) in the company restructuring plan, "interested shareholders" refer to shareholders who bear responsibility in a proportion lower than that of other shareholders in this class or who have different interests from other shareholders in this class.	Deleted.
45	**Article 47** Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two thirds or more of the voting rights according to the Article 97.	Deleted.

No.	Original Article	Amended Article
46	**Article 48** Written notice period of a class meeting convened by the Company shall be the same as the written notice period of a non-class meeting proposed to be convened on the same date of the class meeting. Written notice shall inform shareholders of the class whose names appear on the register of shareholders of the matters proposed to be considered and the date and place of the meeting. Provisions otherwise provided by the securities regulatory authorities and the stock exchanges of the place(s) in which the shares of the Company are listed shall prevail.	Deleted.
47	**Article 49** Notice of a class meeting need only be served on shareholders entitled to vote thereat. A class meeting shall be conducted as similar as possible as a general meeting. The provisions of the Articles of Associations which relate to the convening of general meetings shall apply to class meetings.	Deleted.

No.	Original Article	Amended Article
48	**Article 50** Apart from holders of other classes of shares, holders of domestic invested shares and overseas-listed foreign-invested shares shall be deemed to be shareholders of different classes. The special voting procedures for class meetings do not apply to the following circumstances: (1) where the Company issues, upon the approval by a special resolution of its shareholders in general meeting, either separately or concurrently once every twelve months, not more than 20 per cent of each of its existing issued domestic invested shares and overseas-listed foreign-invested shares; (2) where the Company's plan to issue domestic invested shares and overseas-listed foreign-invested shares at the time of its establishment is implemented within fifteen months from the date of approval by the securities regulatory authority of the State Council; or (3) where shares held by holders of domestic invested shares are transferred to overseas investors or the conversion of domestic invested shares into overseas-listed foreign invested shares upon approval by the securities regulatory authority of the State Council, and are listed and traded on overseas stock exchanges.	Deleted.

No.	Original Article	Amended Article
49	**Article 51** The general meeting shall have meeting minutes, which shall be the responsibility of the secretary to the Board. The meeting minutes record the following: (1) meeting time, location, agenda, and name of convener; (2) names of the meeting presider, as well as the directors, supervisors, and senior management personnel present or attending the meeting; (3) number of shareholders and proxies attending the meeting, the total number of voting shares held, and their proportion to the total number of company shares; (4) consideration process, key points of speech, and voting results for each proposal; (5) shareholders' inquiry opinions or suggestions, and corresponding responses or explanations from directors, supervisors, and senior management personnel of the Company; (6) names of lawyers, vote counters, and scrutineers; (7) other contents that shall be included in the meeting minutes as stipulated in the Articles of Association.	**Article ~~51~~36** The ~~cenral~~ **shareholders'** meeting shall have meeting minutes, which shall be the responsibility of the secretary to the Board. The meeting minutes record the following: (1) meeting time, location, **method,** agenda, and name of convener; (2) names of the meeting presider, as well as the directors, ~~supervisors,~~ and senior management **members** present or attending the meeting; (3) number of shareholders and proxies attending the meeting, the total number of voting shares held, and their proportion to the total number of company shares; (4) consideration process, key points of speech, and voting results for each proposal; (5) shareholders' inquiry opinions or suggestions, and corresponding responses or explanations from directors, supervisors, and senior management ~~personnel~~ **members** of the Company; (6) names of lawyers, vote counters, and scrutineers; (7) other contents that shall be included in the meeting minutes as stipulated in the Articles of Association.

No.	Original Article	Amended Article
50	**Article 52** The convener shall ensure that the contents of the minutes are true, accurate, and complete. The convener of the meeting or its representative, the meeting presider, the secretary to the Board, and the attending directors, supervisors, and senior management personnel shall sign on the minutes, which shall be kept together with the signature book of the attending shareholders, the power of attorney for proxy, and valid information on voting through Internet and other means, for a term of not less than ten years.	**Article ~~52~~37** ~~The convener shall ensure that the contents of the minutes are true, accurate, and complete.~~ The convener of the meeting or its representative, the meeting presider, the secretary to the Board, and the attending directors~~, supervisors, and senior management personnel~~ shall sign on the minutes, **and ensure that the contents of the minutes are true, accurate, and complete.** ~~which~~ **The minutes** shall be kept together with the signature book of the attending shareholders, the power of attorney for proxy, and valid information on voting through Internet and other means, for a term of not less than ten years.
51	**Article 53** These Rules shall be formulated by the Board and shall come into effect upon approval by the general meeting; the amendment to these Rules shall be proposed by the Board and come into effect upon approval by the general meeting.	**Article ~~53~~38** These Rules shall be formulated by the Board and shall come into effect upon approval by the ~~general~~ **shareholders'** meeting; the amendment to these Rules shall be proposed by the Board and come into effect upon approval by the ~~general~~ **shareholders'** meeting.
52	**Article 54** The general meeting authorizes the board of directors to interpret these Rules.	**Article ~~54~~39** The ~~general~~ **shareholders'** meeting authorizes the board of directors to interpret these Rules.
53	**Article 55** The terms "above" as stated herein shall include the given figure.	**Article ~~55~~40** The terms "above"**, "within" and "below"** as stated herein shall include the given figure**; "exceed", "less than" and "beyond" shall exclude the given figure**.
54		**The phrase "general meeting" referred to in these Rules is changed to "shareholders' meeting".**

Notes: (1) Since the above amendments involve adding or deleting articles and adjusting the serial numbers of the articles, the serial numbers involved in the relevant chapters, articles, and cross-references of the Rules of Procedure for the General Meeting shall also be adjusted accordingly.

(2) The proposed amendments to the Rules of Procedure for the General Meeting are drafted in Chinese and the English version is a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules of Procedure for the General Meeting, the Chinese version shall prevail.

No.	Original Article	Amended Article
1	**Article 1** In order to ensure the standardized operation of China Datang Corporation Renewable Power Co., Limited* (the "**Company**"), improve the work efficiency and scientific decision-making level of the board of directors (the "**Board**") according to law, standardize the composition, responsibilities, authority and operation procedures of the Board, and safeguard the Company's interests and the legitimate rights and interests of shareholders, the Rules are formulated according to the Company Law of the People's Republic of China, the Mandatory Provisions for the Articles of Association of Companies Listed Overseas, the Guidelines on Articles of Association of Listed Companies, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other domestic and foreign regulatory laws and regulations, and the Articles of Association of China Datang Corporation Renewable Power Co., Limited* (the "**Articles of Association**").	**Article 1** In order to ensure the standardized operation of China Datang Corporation Renewable Power Co., Limited* (the "**Company**"), improve the work efficiency and scientific decision-making level of the board of directors (the "**Board**") according to law, standardize the composition, responsibilities, authority and operation procedures of the Board, and safeguard the Company's interests and the legitimate rights and interests of shareholders, the Rules are formulated according to the Company Law of the People's Republic of China, ~~the Mandatory Provisions for the Articles of Association of Companies Listed Overseas,~~ the Guidelines on Articles of Association of Listed Companies, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other domestic and foreign regulatory laws and regulations, and the Articles of Association of China Datang Corporation Renewable Power Co., Limited* (the "**Articles of Association**").
2	**Article 2** The Board shall be accountable to the general meeting in the principle of good faith and acting in accordance with the laws, ensure that the Company shall comply with the provisions of laws, administrative regulations and departmental rules, safeguard the interests of the Company and all shareholders, and earnestly perform its duties conferred by the Articles of Association and the general meeting, treat all shareholders equally and pay attention to the interests of other stakeholders.	**Article 2** The Board shall be accountable to the ~~general~~ **shareholders'** meeting in the principle of good faith and acting in accordance with the laws, ensure that the Company shall comply with the provisions of laws, administrative regulations and departmental rules, safeguard the interests of the Company and all shareholders, and earnestly perform its duties conferred by the Articles of Association and the ~~general~~ **shareholders'** meeting, treat all shareholders equally and pay attention to the interests of other stakeholders.

No.	Original Article	Amended Article
3	**Article 6** Board meetings (1) The Board meetings include regular Board meetings and extraordinary Board meetings. (2) The Board meetings shall be held at least four times every year. (3) The chairman of the Board, shareholders representing one tenth or more of the voting rights, one third or more of the directors, one half or more of the independent non-executive directors, the supervisory committee or the general manager may propose to convene an extraordinary Board meeting. The chairman of the Board shall convene and preside over a Board meeting within ten days from the receipt of the proposal.	**Article 6** Board meetings (1) The Board meetings include regular Board meetings and extraordinary Board meetings. (2) The Board meetings shall be held at least four times every year **and convened by the chairman of the Board. Notice of the meeting shall be served on all directors fourteen days before the date of the meeting**. (3) The chairman of the Board, shareholders representing one tenth or more of the voting rights, one third or more of the directors, one half or more of the independent non-executive directors, the ~~supervisory committee~~ **audit committee** or the general manager may propose to convene an extraordinary Board meeting. The chairman of the Board shall convene and preside over a Board meeting within ten days from the receipt of the proposal.

No.	Original Article	Amended Article
4	**Article 7** Regular Board meetings shall include but not limited to: (1) The Board that approves the results report of the Company: 1. Board meeting for annual results The meeting shall be held within three months subsequent to the end of the Company's financial year, primarily to review the Company's annual report and deal with any other relevant matters. The annual Board meeting shall be held to ensure that the annual report of the Company are dispatched to shareholders within the time frame required by relevant regulations and the Articles of Association, to ensure that preliminary annual financial results of the Company shall be announced within the time frame specified in relevant regulations, and that the annual general meeting shall be held within six months subsequent to the end of the Company's financial year.	**Article 7** Regular Board meetings shall include but not limited to: ~~(1) The Board that approves the results report of the Company:~~ ~~1.~~**(1)** Board meeting for annual results The meeting shall be held within three months subsequent to the end of the Company's financial year, primarily to review the Company's annual report and deal with any other relevant matters. The annual Board meeting shall be held to ensure that the annual report of the Company are dispatched to shareholders within the time frame required by relevant regulations and the Articles of Association, to ensure that preliminary annual financial results of the Company shall be announced within the time frame specified in relevant regulations, and that the annual ~~general~~ **shareholders'** meeting shall be held within six months subsequent to the end of the Company's financial year.

No.	Original Article	Amended Article
	2. Board meeting for interim results The meeting shall be held within two months subsequent to the end of the first six-month period of the Company's financial year, primarily to review the Company's interim report and deal with any other relevant matters. (ii) Meeting for the year-end work conclusion The meeting is held in December each year to listen to and consider the general manager's report on the expected completion of the year's work and the work arrangements for the following year.	~~2.~~**(2)** Board meeting for interim results The meeting shall be held within two months subsequent to the end of the first six-month period of the Company's financial year, primarily to review the Company's interim report and deal with any other relevant matters. ~~(2) Meeting for the year-end work conclusion~~ ~~The meeting is held in December each year to listen to and consider the general manager's report on the expected completion of the year's work and the work arrangements for the following year.~~
5	**Article 8** The Board meetings are called by the chairman by despatching notices of the Board meetings. If, due to exceptional reasons, the chairman is not able to call a meeting, the meeting shall be called by a director elected according to the provisions of Article of Association. The convener shall be responsible for despatching a notice of the Board meeting.	**Article 8** The Board meetings are called by the chairman by despatching notices of the Board meetings. If, due to exceptional reasons, the chairman is not able to call a meeting, the meeting shall be called by a director **jointly** elected **by more than half of directors** according to the provisions of Article of Association. The convener shall be responsible for despatching a notice of the Board meeting.

No.	Original Article	Amended Article
6	**Article 10** Before a Board meeting is held, a notice of the meeting shall be dispatched to all directors, all supervisors and other non-voting attendees. A notice of the meeting shall generally include the following contents: (1) the time and venue of the meeting; (2) the duration of the meeting; (3) the agenda, subject matters, topics and relevant materials; (4) the date of dispatch of the notice.	**Article 10** Before a Board meeting is held, a notice of the meeting shall be dispatched to all directors~~, all supervisors~~ and other non-voting attendees. A notice of the meeting shall generally include the following contents: (1) the time and venue of the meeting; (2) the duration of the meeting; (3) the agenda, subject matters, topics and relevant materials; (4) the date of dispatch of the notice~~.~~**;** **(5) the method of holding the meeting.**
7	**Article 11** The proposal of the Board resolutions shall be based primarily on the following: (i) matters proposed by the directors; (ii) matters proposed by the supervisory committee; (iii) proposals by the special committees of the Board; (iv) matters proposed by the general manager; (v) matters that are required to be decided by the Board in accordance with the Articles of Association.	**Article 11** The proposal of the Board resolutions shall be based primarily on the following: (i) matters proposed by the directors; ~~(ii) matters proposed by the supervisory committee;~~ (ii~~i~~) proposals by the special committees of the Board; (**ii**~~i~~**v**) matters proposed by the general manager; (**i**v) matters that are required to be decided by the Board in accordance with the Articles of Association.

No.	Original Article	Amended Article
8	**Article 13** The meeting proposal submitted to the Board shall meet the following conditions: (1) the contents shall not conflict with relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association, and shall fall within the scope of functions and powers of the Board as stipulated in the Articles of Association; (2) there shall be clear proposal contents and specific resolution matters, and the submitter shall make explanation on the relevant contents of the proposal when submitting the proposal; (3) it shall be submitted in writing. Material related transactions, appointment or dismissal of accounting firms shall be approved by more than half of the independent non-executive directors before being submitted to the Board for discussion. After receiving the aforesaid written proposal and relevant materials, the office of the Board shall submit them to the chairman of the Board on the same day. If the chairman of the Board is of opinion that the content of the proposal is not clear or specific, or the relevant materials are insufficient, he/she may request the proposer to make amendment or supplement to them.	**Article 13** The meeting proposal submitted to the Board shall meet the following conditions: (1) the contents shall not conflict with relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association, and shall fall within the scope of functions and powers of the Board as stipulated in the Articles of Association; (2) there shall be clear proposal contents and specific resolution matters, and the submitter shall make explanation on the relevant contents of the proposal when submitting the proposal; (3) it shall be submitted in writing. Material ~~related~~ **connected** transactions~~,~~ ~~appointment or dismissal of accounting firms~~ shall be approved by more than half of the independent non-executive directors before being submitted to the Board for discussion. **The appointment or dismissal of accounting firms shall be submitted to the Board for consideration after being approved by a majority of all the members of the audit committee.** After receiving the aforesaid written proposal and relevant materials, the office of the Board shall submit them to the chairman of the Board on the same day. If the chairman of the Board is of opinion that the content of the proposal is not clear or specific, or the relevant materials are insufficient, he/she may request the proposer to make amendment or supplement to them.

No.	Original Article	Amended Article
9	**Article 18** Save as provided in these Rules for the Board to consider related transaction matters, a Board meeting shall be held with the attendance of least one-half of the directors (including the directors attending the meeting by proxy in accordance with regulations). A Board meeting shall be attended by the directors themselves. If a director is unable to attend for any reason, he/she may appoint another director in writing to attend on his/her behalf. The proxy form shall state the name of the proxy, the matters for which the proxy is acting, the scope of authorization and the period of validity, and shall be signed or sealed by the principal. The director who attends the meeting on behalf of another director shall exercise the rights of a director within the scope of authorization. A non-independent director who fails to attend the Board meeting in person and fails to appoint another director to attend for two consecutive times is deemed to be incapable of fulfilling his/her duties as a director, and the Board may propose to the general meeting that he/she shall be removed from the Board. If an independent non-executive director fails to attend the Board meeting in person for three consecutive times, the Board may propose to the general meeting that he/she shall be removed.	**Article 18** Save as provided in these Rules for the Board to consider ~~related~~ **connected** transaction matters, a Board meeting shall be held with the attendance of ~~least one-half~~ **more than half** of the directors (including the directors attending the meeting by proxy in accordance with regulations). A Board meeting shall be attended by the directors themselves. If a director is unable to attend for any reason, he/she may appoint another director in writing to attend on his/her behalf. The proxy form shall state the name of the proxy, the matters for which the proxy is acting, the scope of authorization and the period of validity, and shall be signed or sealed by the principal. The director who attends the meeting on behalf of another director shall exercise the rights of a director within the scope of authorization. A non-independent director who fails to attend the Board meeting in person and fails to appoint another director to attend for two consecutive times is deemed to be incapable of fulfilling his/her duties as a director, and the Board may propose to the ~~general~~ **shareholders'** that he/she shall be removed from the Board. If an independent non-executive director fails to attend the Board meeting in person for ~~three~~ **two** consecutive times, the Board may propose to the ~~general~~ **shareholders'** that he/she shall be removed.

No.	Original Article	Amended Article
10	**Article 19** Directors shall follow the following principles in delegating and attending the Board meeting: (1) when reviewing related transactions, a unrelated director shall not delegate a related director to attend on his/her behalf; nor shall a related director accept proxy from a unrelated director; (2) an independent non-executive director shall not delegate a non-independent director to attend on his/her behalf, nor shall a non-independent director accept proxy from an independent director; (3) a director shall not delegate another director to attend on his/her behalf without stating his/her own intention to vote on the proposal, nor shall relevant director accept any discretionary proxy and other proxy with unclear authorization. (4) a director may not accept proxies from more than two directors, nor shall a director delegate a director who has already accepted proxies from two other directors to attend on his/her behalf.	**Article 19** Directors shall follow the following principles in delegating and attending the Board meeting: (1) when reviewing ~~related~~ **connected** transactions, a ~~unrelated~~ **non-connected** director shall not delegate a ~~related~~ **connected** director to attend on his/her behalf; nor shall a ~~related~~ **connected** director accept proxy from a ~~unrelated~~ **non-connected** director; (2) an independent non-executive director shall not delegate a non-independent director to attend on his/her behalf, nor shall a non-independent director accept proxy from an independent director; (3) a director shall not delegate another director to attend on his/her behalf without stating his/her own intention to vote on the proposal, nor shall relevant director accept any discretionary proxy and other proxy with unclear authorization. (4) a director may not accept proxies from more than two directors, nor shall a director delegate a director who has already accepted proxies from two other directors to attend on his/her behalf.

No.	Original Article	Amended Article
11	**Article 20** Supervisors may attend the Board meetings. The general manager and the secretary of the Board who are not also directors shall participate in the Board meetings. The presiding officer of the meeting may notify other relevant persons to participate in the Board meeting if he/she deems it necessary. The person participating in the Board meeting must attend the Board meeting in person and may not delegate others to attend the meeting.	**Article 20** ~~Supervisors may attend the Board meetings.~~ The general manager and the secretary of the Board who are not also directors shall participate in the Board meetings. The presiding officer of the meeting may notify other relevant persons to participate in the Board meeting if he/she deems it necessary. The person participating in the Board meeting must attend the Board meeting in person and may not delegate others to attend the meeting.
12	**Article 21** The Board meeting shall be presided by the chairman of the Board. Where the chairman of the Board is unable to preside at such meetings, a director elected may preside at the meeting according to the provision of the Articles of Association. In a general meeting for the change of session of the existing Board, the director with most votes in favour (if more than one director have the largest number of votes, one of them shall be elected) shall preside at the meeting to elect the chairman of the Board for the coming session.	**Article 21** The Board meeting shall be presided by the chairman of the Board. Where the chairman of the Board is unable to preside at such meetings, a director **jointly** elected **by more than half of the directors** may preside at the meeting according to the provision of the Articles of Association. In a ~~general~~ **shareholders'** meeting for the change of session of the existing Board, the director with most votes in favour (if more than one director have the largest number of votes, one of them shall be elected) shall preside at the meeting to elect the chairman of the Board for the coming session.

No.	Original Article	Amended Article
13	**Article 27** A Board meeting may vote by a show of hands or by signatures. Each director shall have one vote, and in the event of an equality of votes, the chairman of the Board shall be entitled to cast one additional vote. A director who has a related relationship with an enterprise involved in a resolution of a Board meeting (i.e., serving as a director or senior management member of the counterparty, or being able to directly or indirectly control a legal entity of the counterparty, or serving as a director or senior management member of a legal entity that directly or indirectly controlled by the counterparty) shall not exercise voting rights on the resolution, nor shall exercise voting rights on behalf of other directors. Resolutions made at the Board meeting must be passed by more than half of the unrelated directors. If the number of unrelated directors present at the Board meeting is less than three, the matter shall be submitted to the general meeting for consideration.	**Article 27** A Board meeting may vote by a show of hands or by signatures. Each director shall have one vote~~, and in the event of an equality of votes, the chairman of the Board shall be entitled to cast one additional vote~~. A director who has a ~~related~~ **connected** relationship with an enterprise **or a person** involved in a resolution of a Board meeting (i.e., serving as a director or senior management member of the counterparty, or being able to directly or indirectly control a legal entity of the counterparty, or serving as a director or senior management member of a legal entity that directly or indirectly controlled by the counterparty) **shall report to the Board in writing in a timely manner. Such director who has a connected relationship** shall not exercise voting rights on the resolution, nor shall exercise voting rights on behalf of other directors. Resolutions made at the Board meeting must be passed by more than half of the ~~unrelated~~ **non-connected** directors. If the number of ~~unrelated~~ **non-connected** directors present at the Board meeting is less than three, the matter shall be submitted to the ~~general~~ **shareholders'** meeting for consideration.

No.	Original Article	Amended Article
14	**Article 28** After the directors present at the meeting have voted on the proposals, personnel of the Board office for daily business shall collect the votes cast by the directors, and deliver to the secretary to the Board for counting the votes under the supervision of a supervisor or an independent non-executive director. When the meeting is held on-site, the chairman of the meeting shall announce the voting result on the spot; in other circumstances, the chairman of the meeting shall request the secretary of the Board to notify the directors of the voting results before the end of the next working day following the specified time for voting. Where a director votes after the chairman of the meeting announces the voting result or after expiry of specified time limit, such voting results shall not be counted.	**Article 28** After the directors present at the meeting have voted on the proposals, personnel of the Board office for daily business shall collect the votes cast by the directors, and deliver to the secretary to the Board for counting the votes under the supervision of ~~a supervisor or~~ an independent non-executive director. When the meeting is held on-site, the chairman of the meeting shall announce the voting result on the spot; in other circumstances, the chairman of the meeting shall request the secretary of the Board to notify the directors of the voting results before the end of the next working day following the specified time for voting. Where a director votes after the chairman of the meeting announces the voting result or after expiry of specified time limit, such voting results shall not be counted.
15	**Article 31** Resolutions made by the Board with respect to the related transactions of the Company shall not come into force unless they are signed by all independent non-executive directors. The opinions expressed by independent non-executive directors should be set out in the Board resolution.	**Article 31** Resolutions made by the Board with respect to the ~~related~~ **connected** transactions of the Company shall not come into force unless they are signed by all independent non-executive directors. The opinions expressed by independent non-executive directors should be set out in the Board resolution.

No.	Original Article	Amended Article
16	**Article 34** The minutes of the Board meeting, which are the formal evidence for the resolutions of the Board, shall be recorded in detail. The minutes of a Board meeting shall specify: (1) the date, venue, names of the convener and chairman of the meeting; (2) the names of the attending directors, the names of appointers who appoint proxies to attend the meeting and the names of proxies; (3) the agenda of the meeting; (4) summaries of the speeches of the directors, which shall include any doubts raised or objections expressed by the directors (where a meeting is held by way of a written resolution, the directors' written feedback shall prevail); (5) voting method and results on each resolution (the voting results shall state the number of affirmative votes, dissenting votes or abstention votes);	**Article 34** The minutes of the Board meeting, which are the formal evidence for the resolutions of the Board, shall be recorded in detail. The minutes of a Board meeting shall specify: (1) the date, venue, names of the convener and chairman of the meeting; (2) the names of the attending directors, the names of appointers who appoint proxies to attend the meeting and the names of proxies; (3) the agenda of the meeting; (4) summaries of the speeches of the directors, which shall include any doubts raised or objections expressed by the directors (where a meeting is held by way of a written resolution, the directors' written feedback shall prevail); (5) voting method and results on each resolution (the voting results shall state the number of affirmative votes, dissenting votes or abstention votes); (6) signatures of directors **and the secretary of the Board (minutes taker)**.

No.	Original Article	Amended Article
	(6) signatures of directors. The secretary of the Board shall carefully organize the recording and organization of the matters discussed at the meeting. The minutes of each Board meeting shall be provided to all attending directors for review as soon as possible. Directors who make revisions or supplements to the minutes shall report their opinions in writing to the chairman within one week after receiving the meeting minutes. After the finalization of the meeting minutes, the attending directors, the secretary of the Board and minutes taker shall sign the meeting minutes, and the secretary of the Board shall promptly send a complete copy to each director.	The secretary of the Board shall carefully organize the recording and organization of the matters discussed at the meeting. The minutes of each Board meeting shall be provided to all attending directors for review as soon as possible. Directors who make revisions or supplements to the minutes shall report their opinions in writing to the chairman within one week after receiving the meeting minutes. After the finalization of the meeting minutes, the attending directors, the secretary of the Board and minutes taker shall sign the meeting minutes, and the secretary of the Board shall promptly send a complete copy to each director.
17	**Article 37** Subsequent to any resolution made by the Board, the resolutions that are required to be submitted to the general meeting for review shall be submitted to the general meeting for approval in a timely manner; matters falling within the terms of reference of the general manager or matters delegated to the general manager by the Board shall be organized and thoroughly implemented by the general manager.	**Article 37** Subsequent to any resolution made by the Board, the resolutions that are required to be submitted to the ~~general~~ **shareholders'** meeting for review shall be submitted to the ~~general~~ **shareholders'** meeting for approval in a timely manner; matters falling within the terms of reference of the general manager or matters delegated to the general manager by the Board shall be organized and thoroughly implemented by the general manager.

No.	Original Article	Amended Article
18	**Article 41** The terms "above" and "within" as stated herein shall include the given figure.	**Article 41** The terms "above" and "within" as stated herein shall include the given figure**; and "more than" and "exceeding" shall not include the given figure**.
19	**Article 42** The formulation and amendments of the Rules shall take effect upon approval by the general meeting of the Company.	**Article 42** The formulation and amendments of the Rules shall take effect upon approval by the ~~general~~ **shareholders'** meeting of the Company.
20	**Article 45** The Rules shall be implemented from the date of approval at the general meeting.	**Article 45** The Rules shall be implemented from the date of approval at the ~~general~~ **shareholders'** meeting.
21		**The phrase "general meeting" covered in the Rules is changed to "shareholders' meeting".**

Note: The proposed amendments to the Rules of Procedure for the Board of Directors are drafted in Chinese and the English version is a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules of Procedure for the Board of Directors, the Chinese version shall prevail.

中国大唐集团新能源股份有限公司
China Datang Corporation Renewable Power Co., Limited*

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

(Stock Code: 01798)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2025

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting in 2025 (the "**EGM**") of China Datang Corporation Renewable Power Co., Limited* (the "**Company**") will be held at 10:00 a.m. on Tuesday, 30 September 2025 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to consider the following matters:

ORDINARY RESOLUTION

1. To consider and approve the resolution in relation to the 2025 interim profit distribution plan

SPECIAL RESOLUTIONS

2. To consider and approve the resolution in relation to the proposed amendments to Articles of Association and relevant rules of procedure and abolishment of the Supervisory Committee of the Company:

   2.1 To consider and approve the proposed amendments to Articles of Association and abolishment of the Supervisory Committee of the Company

   2.2 To consider and approve the proposed amendments to Rules of Procedure for the General Meeting of the Company

   2.3 To consider and approve the proposed amendments to Rules of Procedure for the Board of Directors of the Company

By order of the Board
China Datang Corporation Renewable Power Co., Limited*
Zou Min
Joint Company Secretary

Beijing, the PRC, 10 September 2025

Notes:

1. The register of members of the Company will be closed from Wednesday, 24 September 2025 to Tuesday, 30 September 2025 (both days inclusive). To be eligible to attend the EGM, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company); or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC (for holders of domestic shares of the Company) not later than 4:30 p.m. on Tuesday, 23 September 2025.

   The register of members of the Company will be closed from Wednesday, 8 October 2025 to Monday, 13 October 2025 (both days inclusive). To be eligible to receive the interim dividend, all transfer documents accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company), or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC (for holders of domestic shares of the Company) not later than 4:30 p.m. on Monday, 6 October 2025.

2. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the EGM on his or her behalf.

3. The instrument to appoint a proxy shall be signed by the appointer or his/her attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.

4. To be valid, the form of proxy must be lodged, by hand or by post, with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders of the Company) or the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC (for domestic shareholders of the Company) within 24 hours before the time fixed for holding of the EGM or any adjourned meeting thereof. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the specified place at the time set out in such instrument.

5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the board or other governing bodies may attend the EGM on behalf of the appointer.

6. The Company has the rights to request a proxy who attends the EGM on behalf of a shareholder to provide proof of identity.

7. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.

8. The address of the Company's head office in the PRC is as follows:

8/F, Building 1
No. 1 Caishikou Street
Xicheng District
Beijing 100053
the PRC

As at the date of this notice, the executive directors of the Company are Mr. Ying Xuejun and Mr. Wang Fanghong; the non-executive directors are Ms. Rong Xiaojie, Mr. Wang Shaoping, Mr. Shi Feng and Mr. Bai Li; and the independent non-executive directors are Mr. Lo Mun Lam, Raymond, Mr. Yu Shunkun and Mr. Qin Haiyan.

* *For identification purpose only*

中国大唐集团新能源股份有限公司
China Datang Corporation Renewable Power Co., Limited*

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

(Stock Code: 01798)

NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING IN 2025

NOTICE IS HEREBY GIVEN that the first domestic share class meeting of China Datang Corporation Renewable Power Co., Limited* (the "**Company**") in 2025 (the "**Domestic Share Class Meeting**") will be held immediately following the conclusion of the second extraordinary general meeting for the year 2025 on Tuesday, 30 September 2025 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to consider the following matters:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution in relation to the proposed amendments to Articles of Association and relevant rules of procedure and abolishment of the Supervisory Committee of the Company:

   1.1 To consider and approve the proposed amendments to Articles of Association and abolishment of the Supervisory Committee of the Company

   1.2 To consider and approve the proposed amendments to Rules of Procedure for the General Meeting of the Company

   1.3 To consider and approve the proposed amendments to Rules of Procedure for the Board of Directors of the Company

By order of the Board
China Datang Corporation Renewable Power Co., Limited*
Zou Min
Joint Company Secretary

Beijing, the PRC, 10 September 2025

Notes:

1. The register of members of the Company will be closed from Wednesday, 24 September 2025 to Tuesday, 30 September 2025 (both days inclusive). To be eligible to attend the Domestic Share Class Meeting, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC not later than 4:30 p.m. on Tuesday, 23 September 2025.

2. A shareholder entitled to attend and vote at the Domestic Share Class Meeting may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the Domestic Share Class Meeting on his or her behalf.

3. The instrument to appoint a proxy shall be signed by the appointer or his or her attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.

4. To be valid, the form of proxy must be lodged with the Company's head office in the PRC at 8/F, Building 1, No. 1 Caishikou Street, Xicheng District, Beijing 100053, the PRC not less than 24 hours prior to the holding of the Domestic Share Class Meeting. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the specified place at the time as set out in such instrument.

5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the board or other governing bodies may attend the Domestic Share Class Meeting on behalf of the appointer.

6. The Company has the rights to request a proxy who attends the Domestic Share Class Meeting on behalf of a shareholder to provide proof of identity.

7. The Domestic Share Class Meeting is expected to take less than half a day. Shareholders who attend the Domestic Share Class Meeting shall be responsible for their own travel and accommodation expenses.

8. The address of the Company's head office in the PRC is as follows:

   8/F, Building 1
   No. 1 Caishikou Street
   Xicheng District
   Beijing 100053
   the PRC

As at the date of this notice, the executive directors of the Company are Mr. Ying Xuejun and Mr. Wang Fanghong; the non-executive directors are Ms. Rong Xiaojie, Mr. Wang Shaoping, Mr. Shi Feng and Mr. Bai Li; and the independent non-executive directors are Mr. Lo Mun Lam, Raymond, Mr. Yu Shunkun and Mr. Qin Haiyan.

* *For identification purpose only*

中国大唐集团新能源股份有限公司
China Datang Corporation Renewable Power Co., Limited*

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

(Stock Code: 01798)

NOTICE OF THE FIRST H SHARE CLASS MEETING IN 2025

NOTICE IS HEREBY GIVEN that the first H share class meeting of China Datang Corporation Renewable Power Co., Limited* (the "**Company**") in 2025 (the "**H Share Class Meeting**") will be held immediately following the conclusion of the first domestic share class meeting in 2025 on Tuesday, 30 September 2025 at Building 1, No. 1 Caishikou Street, Xicheng District, Beijing, the PRC to consider the following matters:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution in relation to the proposed amendments to Articles of Association and relevant rules of procedure and abolishment of the Supervisory Committee of the Company:

   1.1 To consider and approve the proposed amendments to Articles of Association and abolishment of the Supervisory Committee of the Company

   1.2 To consider and approve the proposed amendments to Rules of Procedure for the General Meeting of the Company

   1.3 To consider and approve the proposed amendments to Rules of Procedure for the Board of Directors of the Company

By order of the Board
China Datang Corporation Renewable Power Co., Limited*
Zou Min
Joint Company Secretary

Beijing, the PRC, 10 September 2025

Notes:

1. The register of members of the Company will be closed from Wednesday, 24 September 2025 to Tuesday, 30 September 2025 (both days inclusive). To be eligible to attend the H Share Class Meeting, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 23 September 2025.

2. A shareholder entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the H Share Class Meeting on his or her behalf.

3. The instrument to appoint a proxy shall be signed by the appointer or his or her attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.

4. To be valid, the form of proxy must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours prior to the holding of the H Share Class Meeting. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the specified place at the time as set out in such instrument.

5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the board or other governing bodies may attend the H Share Class Meeting on behalf of the appointer.

6. The Company has the rights to request a proxy who attends the H Share Class Meeting on behalf of a shareholder to provide proof of identity.

7. The H Share Class Meeting is expected to take less than half a day. Shareholders who attend the H Share Class Meeting shall be responsible for their own travel and accommodation expenses.

8. The address of the Company's head office in the PRC is as follows:

   8/F, Building 1
   No. 1 Caishikou Street
   Xicheng District
   Beijing 100053
   the PRC

As at the date of this notice, the executive directors of the Company are Mr. Ying Xuejun and Mr. Wang Fanghong; the non-executive directors are Ms. Rong Xiaojie, Mr. Wang Shaoping, Mr. Shi Feng and Mr. Bai Li; and the independent non-executive directors are Mr. Lo Mun Lam, Raymond, Mr. Yu Shunkun and Mr. Qin Haiyan.

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