
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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ganfeng Lithium Group Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy and reply slip, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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赣锋锂业
GanfengLithium
Ganfeng Lithium Group Co., Ltd.
江西赣锋锂业集团股份有限公司

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

(Stock Code: 1772)

**(1) PROPOSED PROVISION OF FINANCIAL ASSISTANCE TO
A JOINT VENTURE;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) PROPOSED AMENDMENTS TO CERTAIN MANAGEMENT SYSTEMS
OF THE COMPANY
AND
(4) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 1 to 5 of this circular.

The notice of the EGM is set out on pages 176 to 178 in this circular. The EGM will be held at the conference room at 4th Floor, R&D Building at the Company's Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC on Tuesday, October 14, 2025 at 2:00 p.m. The notice of the EGM and the form of proxy for use at and the reply slip in relation to the EGM were despatched by the Company on September 22, 2025 and were also published and available for downloading on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.com.hk and of the Company at www.ganfenglithium.com.

Whether or not you intend to attend the EGM, you are advised to complete and return the enclosed proxy form in respect of the EGM in accordance with the instructions printed thereon as soon as possible and in any event, not less than 24 hours prior to the commencement of such meeting or any adjournments thereof, (i.e., not later than Monday, October 13, 2025 at 2:00 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish. Shareholders who intend to attend the EGM should also complete and return the reply slip in accordance with the instructions printed thereon.

September 22, 2025

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DEFINITIONS

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

| | |
|---------------------------|---|
| “A Share(s)” | ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are subscribed for in RMB and listed on the Shenzhen Stock Exchange (stock code: 002460) |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of Directors |
| “Company” | Ganfeng Lithium Group Co., Ltd. (江西贛鋒鋰業集團股份有限公司), a joint stock company established in the PRC with limited liability, the A Shares of which and the H Shares of which are listed on the Shenzhen Stock Exchange (stock code: 002460) and on the Main Board of the Stock Exchange (stock code: 01772), respectively |
| “Company Law” | Company Law of the People’s Republic of China, as amended from time to time |
| “Connected person(s)” | has the meaning ascribed thereto under the Hong Kong Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be held at 2:00 p.m, on Tuesday, October 14, 2025 at the Conference Room, 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, the PRC |
| “Group” | the Company and its subsidiaries |
| “H Share(s)” | shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollar and listed on the Stock Exchange |

DEFINITIONS

| | |
|---------------------------|---|
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | September 17, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time |
| “PRC” | the People’s Republic of China, and for the purposes of this circular only and except where the context requires otherwise, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Share(s)” | A Share(s) and/or H Share(s) |
| “Shareholder(s)” | the holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | per cent |

In case of any inconsistency between the Chinese version and the English version of this circular, the English version shall prevail.

LETTER FROM THE BOARD

赣锋锂业
GanfengLithium
Ganfeng Lithium Group Co., Ltd.
江西赣锋锂业集团股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1772)

Executive Directors:

Mr. LI Liangbin (*Chairman*)
Mr. WANG Xiaoshen
Mr. SHEN Haibo
Ms. HUANG Ting
Mr. Li Chenglin

Registered Office:

Longteng Road
Economic Development Zone
Xinyu
Jiangxi Province, PRC

Non-executive Director:

Ms. LUO Rong

Principal Place of Business in Hong Kong:

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. WANG Jinben
Mr. WONG Ho Kwan
Ms. XU Yixin
Mr. XU Guanghua

September 22, 2025

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED PROVISION OF FINANCIAL ASSISTANCE TO A JOINT VENTURE;**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) PROPOSED AMENDMENTS TO CERTAIN MANAGEMENT SYSTEMS OF THE COMPANY; AND
(4) NOTICE OF THE EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the relevant information for making informed decisions in respect of the resolutions at the EGM in respect of, among other things, (i) proposed provision of financial assistance to a joint venture; (ii) proposed amendments to the Articles of Association; and (iii) proposed amendments to certain management systems of the Company.

LETTER FROM THE BOARD

I. Proposed Provision of Financial Assistance to a Joint Venture

Reference is made to the overseas regulatory announcement of the Company dated June 11, 2025 in relation to, among others, the proposed provision of financial assistance to a joint venture.

The 3rd meeting of the sixth session of the Board was held on June 11, 2025 at which the Resolution in relation to the provision of financial assistance to a joint venture and related party transaction (關於為合營公司提供財務資助暨關聯交易的議案) was considered and approved, it was approved that the Company or its controlling subsidiaries shall provide financial assistance of no more than AUD150 million, should it be required, to Mt. Marion Lithium Pty Ltd, a joint venture company, mainly for sustaining capital and potential capital expenditure on flotation equipment of its Mt. Marion spodumene project in Australia. The potential investment in flotation is subject to Mt. Marion Lithium Pty Ltd's shareholder approval.

The management of the Company is hereby authorized to handle relevant formalities and sign relevant legal documents on behalf of the Company subject to the limits of the resolution. The principal terms of the financial assistance are as follows:

Amount of financial assistance: No more than AUD150 million

Use of funds: Should it be required, the financial assistance is mainly for sustaining capital and potential capital expenditure on flotation equipment of its Mt. Marion spodumene project in Australia

Financial assistance method: Financial assistance from the Company or its subsidiaries and Process Minerals International Pty Ltd (a wholly-owned subsidiary of Mineral Resources Limited) on equivalent terms in proportion to their shareholdings

Term: Five years

Interest rate: Fixed interest rate of 7% per annum, paid quarterly, with a one-time repayment of the principal upon maturity

Collateral: No guarantee and collateral for the financial assistance

Repayment guarantee: Loan repayment by Mt. Marion Lithium from its future earnings

The financial assistance is provided by the Company to Mt. Marion Lithium, while other shareholders of Mt. Marion Lithium provide financial assistance in proportion to their respective capital contributions. Should it be required, the financial assistance is mainly used for sustaining capital and potential capital expenditure on flotation equipment of its Mt. Marion spodumene project in Australia, which in turn ensures the provision of quality spodumene raw materials for the Company's production and is favourable to its business development. The potential investment in flotation is subject to Mt. Marion Lithium Pty Ltd's shareholder approval.

LETTER FROM THE BOARD

As Mt. Marion Lithium Pty Ltd is a related party and the financial assistance is a related party transaction under the Shenzhen Listing Rules, this financial assistance is subject to the approval of the Shareholders in the EGM. However, Mt. Marion Lithium Pty Ltd is not connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the provision of financial assistance to Mt. Marion Lithium Pty Ltd does not constitute a connected transaction under Chapter 14A.

The resolution in relation to the proposed provision of financial assistance to a joint venture is subject to the approval of the Shareholders by way of a special resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

II. Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Company dated 22 August 2025 in relation to, among others, the proposed amendments to the Articles of Association.

The Board proposed to make certain amendments to the Articles of Association. The details of the amendments are set out in Appendix I to this circular. The Articles of Association and its amendments were prepared in Chinese without an official English version. As such, the English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM and subject to the approval of, and registration and filing with, the relevant government authorities in the PRC.

III. Proposed Amendments to certain Management Systems of the Company

According to the Company Law of the People's Republic of China, the relevant rules of Shenzhen Stock Exchange, the Listing Rules and the other relevant regulations the proposed amendments to the Articles of Association and the actual situation of the Company, the Board considered and approved the amendments to the Rules of Procedures of the General Meeting, the Rules of Procedures of the Board, the Independent Directors System, the External Guarantee System, the Remuneration Management System for Directors and Senior Management and the Regulations on the Management of Raised Funds.

The proposed amendments to the Rules of Procedures of the General Meeting, the Rules of Procedures of the Board, the Independent Directors System, the External Guarantee System, the Remuneration Management System for Directors and Senior Management and the Regulations on the Management of Raised Funds are subject to the approval of the Shareholders by way of an ordinary resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

LETTER FROM THE BOARD

Details in relation to the above-mentioned proposed amendments to the Rules of Procedures of the General Meeting, the Rules of Procedures of the Board, the Independent Directors System, the External Guarantee System, the Remuneration Management System for Directors and Senior Management and the Regulations on the Management of Raised Funds are set out in Appendix II to VII to this circular. The above-mentioned management system of the Company and its amendments were prepared in Chinese without an official English version. As such, the English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.

IV. EGM

The EGM will be convened for the purpose of, among others, considering and, if thought fit, approving (i) proposed provision of financial assistance to a joint venture; (ii) proposed amendments to the Articles of Association; and (iii) proposed amendments to certain management systems of the Company.

The notice of the EGM is set out on pages 176 to 178 of this circular.

The resolutions proposed at the EGM shall be voted on by way of poll as required by the Listing Rules (except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands).

The proposed resolutions in relation to (i) proposed provision of financial assistance to a joint venture; (ii) proposed amendments to the Articles of Association are subject to the approval by way of special resolution of Shareholders at the EGM pursuant to the Articles of Association, which must be passed by two-thirds or more than two-thirds of the total number of shares with valid voting rights held by Shareholders attending the meeting.

The proposed resolutions regarding proposed amendments to certain management systems of the Company are subject to the approval of the Shareholders by way of ordinary resolutions at the EGM pursuant to the Articles of Association, which must be passed by more than half of the total number of shares with valid voting rights held by Shareholders attending the meeting.

The form of proxy for use at and the reply slip in relation to the EGM were enclosed with this circular and such form of proxy and the reply slip are also published and available for downloading on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.ganfenglithium.com).

LETTER FROM THE BOARD

Holders of H Shares intending to attend the EGM (or any adjournment thereof) should complete and return the reply slip for attending the EGM (or any adjournment thereof) personally, by facsimile or by post. Holders of H Shares should complete and return the reply slip to the Company's H Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong such that the reply slip shall be received by the Company's H Share Registrar 10 days before the EGM (i.e. on or before Saturday, October 4, 2025).

Whether or not you are able to attend the EGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy forms shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

Closure of register of members

In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Thursday, October 9, 2025 to Tuesday, October 14, 2025 (both days inclusive) during which no transfer of H shares, will be effected. Holders of H Shares whose names appear on the register of members of the Company at 4:30 p.m. on Wednesday, October 8, 2025 shall be entitled to attend and vote at the EGM. In order for the holders of H Shares to qualify to attend and vote at the EGM, 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, no later than 4:30 p.m. on Wednesday, October 8, 2025 for registration.

V. Recommendation

The Directors are of the view that (i) proposed provision of financial assistance to a joint venture; (ii) proposed amendments to the Articles of Association; and (iii) proposed amendments to some management system of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM as set out in the notice of the EGM.

On behalf of the Board
GANFENG LITHIUM GROUP CO., LTD.
LI Liangbin
Chairman

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The details of the proposed amendments to the Articles of Association are as follows (texts subject to amendments are presented in bold):

Comparison table of amendments to the Articles of Association

| Original Articles | Amended Articles |
|--|---|
| Table of Contents | Table of Contents |
| In the marginal notes to the provisions of the Articles of Association, the “Company Law” means the Company Law of the Peoples Republic of China; the “Prerequisite Clauses” means the Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses jointly issued by the former State Council Securities Commission and the State Commission for Restructuring the Economic System; the “Letter of Opinion on Amendment” means the Letter of Opinion on Amendment to Articles of Association of Companies Listing in Hong Kong (Xiu Gai Yi Jian Han [1995] No.1) jointly issued by the Oversea Listing Department of the China Securities Regulatory Commission and the Production Department of the former State Commission for Restructuring the Economic System; the “HK Listing Rules” means the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ; the “Appendix 3 to HK Listing Rules” means the Appendix 3 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ; the “Appendix 13D to HK Listing Rules” means the Part D of Appendix 13 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ; the “Appendix 14 to HK Listing Rules” means the Appendix 14 Corporate Governance Code and Corporate Governance Report to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ; the “Guidelines” means the Guidelines for the Articles of Association of Listed Companies (amended in 2006) . | (The paragraph shall be deleted in its entirety) |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
|--|--|
| <p>Article 1</p> <p>To safeguard the legitimate rights and interests of Ganfeng Lithium Group Co., Ltd. (hereinafter referred to as the “Company” or “this Company”), its shareholders and creditors, and to regulate the organization and activities of the Company , these Articles of Association are hereby formulated , in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses (hereinafter referred to as the “Prerequisite Clauses”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HK Listing Rules” or “HK Listing Rules”) and the provisions of other relevant laws and regulations.</p> | <p>Article 1</p> <p>To safeguard the legitimate rights and interests of Ganfeng Lithium Group Co., Ltd. (hereinafter referred to as the “Company” or “this Company”), its shareholders and creditors, and to regulate the organization and activities of the Company , these Articles of Association are hereby formulated , in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HK Listing Rules” or “HK Listing Rules”) and the provisions of other relevant laws and regulations.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
|--|--|
| <p>Article 5</p> <p>The legal representative of the Company is the chairman of the Company.</p> | <p>Article 5</p> <p>The legal representative of the Company is the chairman of the Company. The election and removal of the chairman shall be conducted in accordance with the relevant provisions of the Articles of Association.</p> <p>If the chairman resigns, he shall be deemed to resign from the position of legal representative simultaneously.</p> <p>If the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of the resignation of the legal representative.</p> <p>The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company. The limitation on the functions and powers of the legal representative in the Articles of Association or by the shareholders' meeting shall not be asserted against a bona fide counterpart. Where the legal representative causes damage to any other person in the performance of his duties, the Company shall bear civil liability for such damage. The Company may, after bearing such civil liability, seek indemnification from the legal representative at fault in accordance with laws or the Articles of Association.</p> |
| <p>Article 6</p> <p>.....</p> <p>The total capital of the Company is divided into shares of equal value. The shareholders shall be liable to the Company with the shares it subscribes, and the Company shall be responsible for its debts with all its assets.</p> | <p>Article 6</p> <p>.....</p> <p>The shareholders shall be liable to the Company with the shares it subscribes, and the Company shall be responsible for its debts with all its assets.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
|--|---|
| <p>Article 8</p> <p>The Articles of Association shall be binding on the Company and its shareholders, directors, supervisors, president and other senior management officers. All the above persons may assert claims in connection with the Company’s matters in accordance with the Articles of Association.</p> <p>In accordance with the Articles of Association, shareholders may sue the Company; the Company may sue shareholders, directors, supervisors, president and other senior management officers of the Company; shareholders may sue other shareholders; shareholders may sue the directors, supervisors, president and other senior management officers of the Company.</p> <p>The term “sue” in the preceding paragraph shall include the initiation of proceedings in a court or the application of arbitration to an arbitration organization.</p> <p>The term “other senior management officers” in the Article shall include the deputy president, the board secretary and the financial controller.</p> | <p>Article 8</p> <p>The Articles of Association shall be binding on the Company and its shareholders, directors, president and other senior management officers.</p> <p>In accordance with the Articles of Association, shareholders may sue the Company; the Company may sue shareholders, directors, president and other senior management officers of the Company; shareholders may sue other shareholders; shareholders may sue the directors, president and other senior management officers of the Company.</p> <p>The term “other senior management officers” in the Article shall include the deputy president, the board secretary and the financial controller.</p> |
| <p>Article 9</p> <p>The Company may invest in other limited liability companies or companies limited by shares, and shall be responsible for the invested companies to the extent of its amount of investment. Unless otherwise specified by laws, the Company shall not be as an investor jointly and severally liable for the debts of the invested companies.</p> | <p>Article 9</p> <p>The Company shall, in accordance with the provisions of the Constitution of the Communist Party of China, establish the Party organizations and carry out the Party related activities.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
|---|---|
| <p>Article 12</p> <p>The Company shall have ordinary shares at all times; it may have other kinds of shares according to its needs, upon approval of the company examination and approval authorities authorized by the State Council, subject to provisions of relevant laws and administrative regulations.</p> | <p>Article 12</p> <p>The Company's shares are in the form of stocks.</p> |
| <p>Article 13</p> <p>Shares of the Company shall be issued in a fair and just manner. Shares of the same class shall rank pari passu with each other.</p> <p>For the same class of shares issued in the same tranche, each share shall be issued at the same price and subject to the same conditions. For the shares subscribed by any entity or individual, the price payable per share shall be the same.</p> | <p>Article 13</p> <p>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.</p> <p>For the same class of shares issued in the same tranche, each share shall be issued at the same price and subject to the same conditions. For the shares subscribed by a subscriber, the price payable per share shall be the same.</p> |
| <p>Article 14</p> <p>The shares of the Company shall be in the form of stocks. All the shares issued by the Company shall have a par value denominated in Renminbi which shall be RMB1.00 per share.</p> | <p>Article 14</p> <p>The stocks issued by the Company are marked with face value in Renminbi, with a par value of RMB1 per share. The stocks issued by the company and listed on the Shenzhen Stock Exchange, hereinafter referred to as "A-shares"; The stocks issued by the Company and listed on the Hong Kong Stock Exchange are hereinafter referred to as "H shares".</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
|--|--|
| <p>Article 15</p> <p>Subject to the approval of the securities regulatory authority under the State Council, the Company may issue shares to domestic and foreign investors.</p> <p>For the purposes of the preceding paragraph, the term “foreign investors” shall mean the investors from foreign countries and from Hong Kong, Macau or Taiwan that subscribe for the shares issued by the Company, and the term “domestic investors” shall mean the investors from inside the People’s Republic of China, excluding the above-mentioned regions, which subscribe for the shares issued by the Company.</p> | <p>Article 15</p> <p>The A Shares issued by the Company shall be centrally deposited with the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. The H Shares issued by the Company shall primarily be deposited in the custodian company of the Hong Kong Securities Clearing Company Limited in accordance with the laws and practices for securities registration and depository of the place where the shares of the Company are listed, or may also be held by shareholders in their own names.</p> |
| <p>Article 16</p> <p>Shares issued by the Company to domestic investors to be subscribed for in Renminbi shall be referred to as domestic shares. Shares issued by the Company to foreign investors to be subscribed for in foreign currency shall be referred to as foreign shares. Foreign shares that are traded overseas shall be referred to as overseas listed foreign shares. The shares that are traded on the domestic stock exchange shall be referred to as domestic-listed domestic shares.</p> <p>.....</p> | <p>(The article shall be deleted in its entirety)</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
|--|---|
| <p>Article 18</p> <p>.....</p> <p>Subject to the approval of the examination and approval authority authorized by the State Council, the total number of ordinary shares that Company may issue shall be 2,017,167,779 shares. The shareholding structure of the Company is as follows: 2,017,167,779 ordinary shares, including 1,613,593,699 domestic listed domestic shares (A-shares), accounting for 79.99% of the total number of shares of the Company; 403,574,080 overseas listed foreign shares (H-shares), accounting for 20.01% of the total number of shares of the Company.</p> | <p>Article 18</p> <p>.....</p> <p>the total number of shares that Company issued is 2,017,167,779 shares. The shareholding structure of the Company is as follows: 2,017,167,779 ordinary shares, including 1,613,593,699 A-shares, accounting for 79.99% of the total number of shares of the Company; 403,574,080 H-shares, accounting for 20.01% of the total number of shares of the Company.</p> |
| <p>Article 19</p> <p>The domestic-listed domestic shares issued by the Company shall be held in custody by China Securities Depository and Clearing Corporation Limited Shenzhen Branch.</p> | <p>(The article shall be deleted in its entirety)</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
|--|--|
| <p data-bbox="204 263 312 293">Article 20</p> <p data-bbox="204 348 785 595">Upon approval of the securities regulatory authority under the State Council for the plan for issuance of overseas-listed foreign shares and domestic-listed domestic shares, the board of directors of the Company may make arrangements for implementation of the plan for separate issuance.</p> <p data-bbox="204 651 785 978">The Company's plan for separate issuance of overseas-listed foreign shares and domestic-listed domestic shares pursuant to the preceding paragraph may be implemented separately within fifteen months from the date of approval by the securities regulatory authority under the State Council or within the period specified by the relevant regulations as applicable.</p> | <p data-bbox="813 263 1273 293">(The article shall be deleted in its entirety)</p> |
| <p data-bbox="204 1008 312 1038">Article 21</p> <p data-bbox="204 1093 785 1506">Where the Company issues the overseas-listed foreign shares and domestic-listed domestic shares respectively within the total number of shares as stated in the issuance plan, each such share shall be subscribed for in full at one time respectively. Where it is impossible for each such share to be subscribed for in full at one time, the shares may be issued in several stages, subject to the approval of the securities regulatory authority under the State Council.</p> | <p data-bbox="813 1008 1273 1038">(The article shall be deleted in its entirety)</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
|--|--|
| <p>Article 24</p> <p>.....</p> <p>The Company may increase its capital by the following methods:</p> <p>(i) by public issuance of shares;</p> <p>(ii) by non-public issuance of shares;</p> <p>(iii) by allotting or distributing new shares to its existing shareholders;</p> <p>(iv) by capitalizing its capital reserves; or</p> <p>(v) by any other means permitted by laws, administrative regulations and approved by the securities regulatory authority under the State Council.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association and the listing rules of the place where the shares of the Company are listed, be conducted in accordance with the procedures stipulated by relevant laws, administrative regulations of the State and the listing rules of the place where the shares of the Company are listed.</p> | <p>Article 20</p> <p>.....</p> <p>The Company may increase its capital by the following methods:</p> <p>(i) by issuance of shares to unspecified parties;</p> <p>(ii) by issuance of shares to specific parties;</p> <p>(iii) by allotting or distributing new shares to its existing shareholders;</p> <p>(iv) by capitalizing its capital reserves; or</p> <p>(v) by any other means permitted by laws, administrative regulations and approved by the securities regulatory authority under the State Council.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association and the listing rules of the place where the shares of the Company are listed, be conducted in accordance with the procedures stipulated by relevant laws, administrative regulations of the State and the listing rules of the place where the shares of the Company are listed.</p> <p>The Company shall not issue preferred shares convertible into ordinary shares.</p> <p>Where the Company issues convertible corporate bonds, the issuance, conversion procedures and arrangements of the convertible corporate bonds, as well as the changes in the Company's share capital resulting from the conversion, shall be handled in accordance with the provisions of laws, administrative regulations, departmental rules, and other documents, as well as the terms set forth in the Company's convertible corporate bond prospectus.</p> |

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| <p>Article 26</p> <p>Where the Company is to reduce its registered capital, it must prepare a balance sheet and an inventory of assets.</p> <p>.....</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 27</p> <p>The Company may, repurchase its outstanding shares according to the legal procedures, following the adoption of a resolution in accordance with the procedures provided for herein, and submission to and approval by the relevant state authorities under the following circumstances:</p> <p>.....</p> | <p>Article 22</p> <p>The Company shall not acquire its own shares. However, except for any of the following situations:</p> <p>.....</p> |
| <p>Article 28</p> <p>The Company may, after approved by the competent authorities of the state, conduct the share repurchase in any of the following manners:</p> <p>(i) make an offer of repurchase in the same proportion to all of its shareholders;</p> <p>(ii) repurchase shares through public trading on a stock exchange;</p> <p>(iii) repurchase through an over-the-counter agreement; or</p> <p>(iv) other circumstances as permitted by the laws, administrative regulations and relevant competent authorities.</p> | <p>Article 23</p> <p>The Company may conduct share repurchase in any of the following manners:</p> <p>(i) public and centralized trading;</p> <p>(ii) other methods recognized by laws, administrative regulations and the CSRC.</p> <p>Any repurchase by the Company of its shares under the circumstances as set out in Items (i) and (ii) of Paragraph 1 of Article 22 shall be subject to adoption of a resolution by the shareholders' meeting; any repurchase by the Company of its shares under the circumstances as set out in Item (iii) to Item (vii) of Paragraph 1 of Article 20 shall, after obtaining the authorization of the shareholders' meeting, be subject to adoption of a resolution at the Board meeting attended by more than two thirds of the directors.</p> |

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| | <p>For A shares, after the Company has repurchased its A shares pursuant to Paragraph 1 of Article 22 hereof, under the circumstances as set out in Item (i), the same shall be cancelled within ten (10) days from the date of repurchase; under the circumstances as set out in Items (ii) and (iv), the same shall be transferred or cancelled within six months; the total A shares held by the Company, falling under the circumstances as set out in Items (iii), (v) and (vi), shall not exceed 10% of the total number of A shares issued by the Company, and shall be transferred or cancelled within three years; under the circumstances as set out in Item (vii), the same shall be transferred or cancelled in accordance with applicable laws and regulations, regulatory documents and provisions of the securities regulatory authorities of where shares of the Company are listed. In the case of cancellation, the Company shall apply to the original company registration authority for registration of alteration of the registered capital.</p> <p>For H shares, after the Company has repurchased its H shares pursuant to Paragraph 1 of Article 22 hereof, the same may be cancelled or held as treasury shares pursuant to the requirements of the Hong Kong Listing Rules.</p> <p>The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.</p> <p>Notwithstanding the aforesaid provisions, if the relevant laws, administrative regulations and the listing rules of place where the shares are listed or the securities regulatory authority have other requirements on the aforesaid matters related to the acquisition of the Company's shares, the Company shall comply with such requirements.</p> |

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| <p>Article 29</p> <p>Where the Company repurchases its shares through an over-the-counter agreement, prior approval of the shareholders' general meeting shall be obtained in accordance with the Articles of Association. Upon prior approval of the shareholders' general meeting obtained in the same manner, the Company may rescind or change contracts concluded in the manner set forth above or waive any of its rights thereunder.</p> <p>.....</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 30</p> <p>Unless the Company goes into liquidation, it must comply with the following provisions in respect of repurchase of its outstanding shares:</p> <p>(i) where the Company repurchases its shares at par value, the amount thereof shall be deducted from the carrying amount of the distributable profits of the Company or from the proceeds of a new issue of shares made to repurchase old shares;</p> <p>.....</p> | <p>(The article shall be deleted in its entirety)</p> |

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| <p>Article 31</p> <p>Unless otherwise provided by laws, administrative regulations and listing rules of the place where the shares of the Company are issued, the Company's fully paid-up shares are not subject to any restrictions on the transfer rights and are freely transferable without any liens. Any transfer of overseas-listed foreign shares listed in Hong Kong must be registered with the Hong Kong local stock registration authority authorized by the Company.</p> | <p>Article 24</p> <p>The shares of the company shall be transferred in accordance with the law. Any transfer of H shares shall be registered with the Hong Kong local stock registration authority authorized by the Company. The number of shareholders in the Company upon the transfer shall comply with the relevant requirements of laws and regulations.</p> <p>With respect to the period of closure of register of members prior to a shareholders' meeting or prior to the record date for the purpose of distribution of dividends by the Company, the relevant provisions of laws and regulations where the shares of the Company are listed, if any, shall prevail.</p> |
| <p>Article 32</p> <p>The Company shall not accept any shares of the Company as the subject of pledge.</p> | <p>Article 25</p> <p>The Company shall not accept any shares of the Company as the subject of pledge.</p> |

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| <p>Article 33</p> <p>Shares of the Company held by the promoters shall not be transferred within one year from the date of the establishment of the Company. The shares issued before the initial public offering of A-shares of the Company shall not be transferred within 1 year from the date when the A-shares of the Company are listed and traded on the stock exchange(s).</p> <p>The directors, supervisors and senior management officers of the Company shall report to the Company their shares held by them in the Company and any changes therein and shall not transfer more than 25% per year of the total number of shares of the Company held by them during their tenure. The shares of the Company held by them shall not be transferred within one year from the date when the shares of the Company are 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 after the termination of their service.</p> | <p>Article 26</p> <p>The shares issued before the initial public offering of A-shares of the Company shall not be transferred within 1 year from the date when the A-shares of the Company are listed and traded on the stock exchange(s).</p> <p>The directors and senior management officers of the Company shall report to the Company their shares held by them in the Company and any changes therein and shall not transfer more than 25% per year of the total number of shares of the Company held by them during their tenure determined at the commencement of their tenure. The shares of the Company held by them shall not be transferred within one year from the date when the shares of the Company are 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 after the termination of their service.</p> |

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| | <p>(The article shall be added in its entirety)</p> <p>Article 28</p> <p>The Company or its subsidiaries (including affiliates of the Company) shall not provide financial assistance to other persons who are acquiring shares in the Company or its parent company by way of gift, advance, guarantee, borrowing or other means, except for the circumstance where the Company implements employee share ownership schemes.</p> <p>Except as otherwise provided by the listing rules of the place where the shares of the Company are listed, for the interests of the Company and upon a resolution of shareholders’ meeting, or a resolution of the board of directors in accordance with the Articles of Association or as authorized by the shareholders’ meeting, the Company may provide financial assistance to other persons who are acquiring shares/equity interests in the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed ten percent of the total issued share capital. Resolutions made by the board of directors shall be approved by more than two-thirds of all directors.</p> |
| Chapter 6 Financial Assistance for Acquisition of the Company’s Shares | (The chapter shall be deleted in its entirety) |
| Chapter 7 Share Certificates and Register of Shareholders | (The chapter shall be deleted in its entirety) |

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| <p>Article 51</p> <p>A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders.</p> <p>A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. Shareholders of each class of shares of the Company shall have the same rights in any distributions made in dividends or other forms.</p> <p>Where a legal person is a Company's shareholder, the legal representative or the agent of the legal representative shall exercise the right on his behalf.</p> <p>The Company shall not, merely as a result of failure by any direct or indirect interested persons to disclose to the Company of its interests, exercise any power to freeze or otherwise damage any of their rights attached to the shares held by them.</p> | <p>Article 29</p> <p>The Company shall establish a register of shareholders in accordance with the certificates issued by the securities registration and clearing institution. The shareholders' register shall constitute sufficient evidence of shareholdings in the Company. Shareholders shall enjoy rights and have obligations in accordance with the class of shares held by them. Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.</p> |
| | <p>(The article shall be added in its entirety)</p> <p>Article 30</p> <p>When the Company convenes a shareholders' meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the shareholders, whose names appear on the register of members after the close of trading on the record date as determined by the board of directors or the convener of the shareholders' meetings, are entitled to the relevant rights.</p> |

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| <p>Article 52</p> <p>The ordinary shareholders of the Company shall have the following rights:</p> <p>(i) to be entitled to dividends and other forms of distribution in proportion to the number of shares held;</p> <p>(ii) to propose, convene and preside over, to attend or appoint a proxy to attend general meetings and to exercise the corresponding voting rights in accordance with laws;</p> <p>(iii) to supervise and manage the business activities of the Company and to put forward proposals or raise inquiries;</p> <p>(iv) to transfer, donate, or pledge shares held by them in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p> <p>(v) to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p style="padding-left: 40px;">1. to obtain a copy of these Articles of Association after payment of cost thereof;</p> <p style="padding-left: 40px;">2. to inspect and copy after payment of a reasonable cost:</p> <p style="padding-left: 80px;">(1) the register of all shareholders;</p> | <p>Article 31</p> <p>The ordinary shareholders of the Company shall have the following rights:</p> <p>(i) to be entitled to dividends and other forms of distribution in proportion to the number of shares held;</p> <p>(ii) to request, convene, chair, attend or appoint proxy to attend shareholders' meetings, exercise corresponding voting rights and speak at the shareholders' meeting in accordance with laws;</p> <p>(iii) to supervise and manage the business activities of the Company and to put forward proposals or raise inquiries;</p> <p>(iv) to transfer, donate, or pledge shares held by them in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p> <p>(v) to inspect the Articles of Association, the register of members, the bond stubs, minutes of shareholders' meetings, resolutions of board of directors' meetings, financial and accounting reports, the Company's latest audited financial statements, the reports of the board of directors and the accounting firm and qualified shareholders in compliance with the regulations may have rights to inspect the Company's accounting books and vouchers;</p> <p>(vi) to participate in the distribution of remaining assets of the Company corresponding to the number of shares held in the event of the termination or liquidation of the Company;</p> |

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| <p>(2) personal particulars of each of the Company’s directors, supervisors, president and other senior management officers including:</p> <p>(a) present and former name and alias;</p> <p>(b) principal address (domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time occupations and positions;</p> <p>(e) identification certificate document and its number.</p> <p>(3) report on the state of the issued share capital of the Company;</p> <p>(4) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the last accounting year and the aggregate costs paid by the Company for this purpose (breakdown by domestic share and foreign share (and H-shares, if applicable));</p> | <p>(vii) to demand the Company to acquire the shares held by them with respect to shareholders voting against any resolution adopted at the shareholders’ meeting on the merger or division of the Company;</p> <p>(viii) other rights under the laws, administrative regulations, departmental rules or the Articles of Association.</p> |

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| <p>(5) meeting minutes of the shareholders' general meeting (for inspection by shareholders only) and copies of special resolutions of the Company and resolutions at meetings of the board of directors and board of supervisors;</p> <p>(6) the latest audited financial statements, reports of the board of directors, certified public accounting firms and board of supervisors of the Company;</p> <p>(7) duplicate of the latest annual inspection report that has been filed with the administration for industry and commerce of China or any other competent authorities;</p> | |

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| <p data-bbox="204 263 782 1064">The Company shall maintain the documents set out in Items (1) through (7) other than Item (2) described above and any other applicable documents at the address of the Company in Hong Kong in accordance with the requirements of the HK Listing Rules, for free inspection by the public and shareholders (except for the meeting minutes of the shareholders' general meeting for inspection by shareholders only). The shareholders of the Company may also inspect the resolutions of meetings of the board of directors and board of supervisors of the Company. Shareholders demanding inspection of the relevant information or requesting materials mentioned in the preceding provision shall provide to the Company written documents evidencing the class and number of shares of the Company held by them. The Company shall, upon verification of the shareholder's identity, provide such information at the shareholder's request.</p> <p data-bbox="204 1123 782 1276">(vi) upon termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p data-bbox="204 1336 782 1532">(vii) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, to require the Company to acquire the shares held by them;</p> <p data-bbox="204 1591 782 1787">(viii) other rights conferred by laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and the Articles of Association.</p> | |

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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 348 919 378">Article 32</p> <p data-bbox="810 434 1390 1193">A shareholder who requests to inspect or copy the relevant information of the Company shall comply with the requirements of laws and administrative regulations including the Company Law and the Securities Law. If a shareholder who holds more than 3% of the Company's shares individually or collectively for more than 180 consecutive days requests to inspect the Company's accounting books and accounting vouchers, he shall submit a written request to the Company stating the purpose. If the Company has a reasonable basis to believe that the shareholder's inspection of accounting books and accounting vouchers has an improper purpose and may harm the legitimate interests of the Company, it may refuse to provide such inspection, and shall reply to the shareholder in writing and explain the reasons within 15 days from the date of the shareholder's written request.</p> |

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| | <p>The shareholder may retain an accounting firm, a law firm, or any other intermediary to inspect the materials specified in the preceding paragraph.</p> <p>The shareholder and the accounting firm, law firm, or other intermediary retained by it shall comply with the provisions of laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy, and personal information, among others, when inspecting and duplicating the relevant materials.</p> |
| <p>Article 53</p> <p>If a resolution passed at the Company’s general meeting or board meeting violates the laws or administrative regulations, shareholders shall have the right to initiate proceeding to the People’s Court to render the same invalid.</p> <p>If the procedures for convening, or the method of voting at, a general meeting or board meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall be entitled to initiate proceeding to the People’s Court to rescind such resolutions within 60 days from the date on which such resolution is adopted.</p> | <p>Article 33</p> <p>If a resolution passed at the Company’s general meeting or board meeting violates the laws or administrative regulations, shareholders shall have the right to initiate proceeding to the People’s Court to render the same invalid.</p> <p>If the procedures for convening, or the method of voting at, a general meeting or board meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall be entitled to initiate proceeding to the People’s Court to rescind such resolutions within 60 days from the date on which such resolution is adopted. Unless there are only minor flaws in the convening procedures or voting methods of the shareholders’ meeting or the board meeting resulting in no substantial impact on the resolution.</p> |

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| | <p>Where the board of directors, shareholders and other stakeholders have disputes over the validity of a resolution at a shareholders' meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgement or ruling, such as a revocation of a resolution, the stakeholders shall execute the resolution of the shareholders meeting. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company. Where the People's Court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligation to disclose information in accordance with the laws, administrative regulations, and the requirements of the CSRC and stock exchanges in the place(s) where the shares of the Company are listed to fully explain the impact, and actively cooperate in the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior matters are involved, they shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.</p> |

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| | <p data-bbox="810 266 1262 295">(The article shall be added in its entirety)</p> <p data-bbox="810 351 919 380">Article 34</p> <p data-bbox="810 438 1390 553">A resolution of a shareholders’ meeting or board meeting of the Company shall not be valid under any of the following circumstances:</p> <ul data-bbox="810 610 1390 1278" style="list-style-type: none"><li data-bbox="810 610 1390 683">(i) no shareholders’ meeting or board meeting is convened to pass the resolution;<li data-bbox="810 740 1390 812">(ii) the resolution is not voted on at the shareholders’ meeting or board meeting;<li data-bbox="810 870 1390 1027">(iii) the number of attendees or the voting rights represented does not reach the quorum or voting threshold as stipulated by the Company Law or the Articles of Association;<li data-bbox="810 1085 1390 1278">(iv) the number of votes in favor of the resolution or the voting rights represented by such votes does not reach the threshold as stipulated by the Company Law or the Articles of Association. |

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| <p>Article 54</p> <p>Where the Company incurs losses as a result of violation by directors and senior management officers of the laws, administrative regulations or the Articles of Association in the course of performing their duties with the Company, the shareholders individually or in the aggregate holding 1% or more of the shares of the Company for more than 180 consecutive days shall be entitled to request in writing the board of supervisors to initiate proceedings to the People's Court; where the Company incurs losses as a result of violation by the board of supervisors of any provisions of laws, administrative regulations or the Articles of Association in the course of performing its duties with the Company, the shareholders may make a request in writing to the board of directors to initiate proceedings to the People's Court.</p> <p>In the event that the board of supervisors or the board of directors refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within 30 days from the date of receiving such request, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, the shareholders described in the preceding paragraph shall have the right to for the benefit of the Company initiate proceedings to the People's Court directly in their own names.</p> <p>Where the Company incurs losses as a result of infringement upon the legitimate rights and interests of the Company by any other persons, the shareholders stated in Paragraph 1 of this Article may initiate proceedings to the People's Court pursuant to the provisions of the first two paragraphs.</p> | <p>Article 35</p> <p>Where the Company incurs losses as a result of violation of the laws, administrative regulations or the Articles of Association by directors and senior management officers other than members of the audit committee in the course of performing their duties with the Company, the shareholders individually or in the aggregate holding 1% or more of the shares of the Company for more than 180 consecutive days shall be entitled to request in writing the audit committee to initiate proceedings to the People's Court; where the Company incurs losses as a result of violation by members of the audit committee of any provisions of laws, administrative regulations or the Articles of Association in the course of performing its duties with the Company, the above-mentioned shareholders may make a request in writing to the board of directors to initiate proceedings to the People's Court.</p> <p>In the event that the audit committee or the board of directors refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within 30 days from the date of receiving such request, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, the shareholders described in the preceding paragraph shall have the right to for the benefit of the Company initiate proceedings to the People's Court directly in their own names.</p> <p>Where the Company incurs losses as a result of infringement upon the legitimate rights and interests of the Company by any other persons, the shareholders stated in Paragraph 1 of this Article may initiate proceedings to the People's Court pursuant to the provisions of the first two paragraphs.</p> |

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| | <p>If the directors, supervisors or senior management of a wholly-owned subsidiary of the Company violate laws, administrative regulations or the provisions of the Articles of Association in performing their duties, and incur a loss to the Company, or if others infringe upon the legitimate rights and interests of the wholly-owned subsidiary of the Company and cause losses, the shareholders who hold more than 1% of the shares of the Company individually or collectively for more than 180 consecutive days may, in accordance with the provisions of the preceding three paragraphs of article 189 under the Company Law, request the board of supervisors or the board of directors of the wholly-owned subsidiary to file an action with the People's Court in writing or directly file an action in their own names with the People's Court.</p> <p>If the Company's wholly-owned subsidiary has not established a board of supervisors or any supervisor, but established an audit committee, the matter shall be dealt with in accordance with paragraphs one and two of this Article.</p> |
| <p>Article 56</p> <p>The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(i) to abide by the Articles of Association;</p> <p>(ii) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(iii) not to surrender the shares unless required by the laws and regulations;</p> <p>.....</p> | <p>Article 37</p> <p>The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(i) to abide by the laws, administrative regulations and the Articles of Association;</p> <p>(ii) to pay subscription amount according to the number of shares subscribed and the method of subscription;</p> <p>(iii) not to withdraw the share capital unless required by the laws and regulations;</p> <p>.....</p> |

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| <p data-bbox="204 268 312 293">Article 57</p> <p data-bbox="204 353 785 683">In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder when exercising his authorities as a shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p data-bbox="204 742 252 761">.....</p> | <p data-bbox="813 268 1273 293">(The article shall be deleted in its entirety)</p> |
| <p data-bbox="204 800 312 825">Article 58</p> <p data-bbox="204 885 785 1166">The term “controlling shareholder” referred to in the preceding provision means a person who holds more than 50 % of the total share capital of the Company; or shareholders who hold less than 50% of the shares, but whose voting rights based on their holdings are sufficient to have a significant impact on the resolutions of the shareholders’ meeting.</p> | <p data-bbox="813 800 1273 825">(The article shall be deleted in its entirety)</p> |

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| | <p data-bbox="810 266 1278 295">(The chapter shall be added in its entirety)</p> <p data-bbox="810 351 1390 421">Chapter 7 Controlling Shareholder and the De Facto Controller</p> <p data-bbox="810 478 919 508">Article 38</p> <p data-bbox="810 566 1390 808">The controlling shareholder or de facto controller of the Company shall exercise their rights and fulfil their obligations in accordance with the laws, administrative regulations, the requirements of the CSRC and the stock exchange, and safeguard the interests of the listed companies.</p> <p data-bbox="810 866 919 895">Article 39</p> <p data-bbox="810 953 1390 1023">The controlling shareholder or de facto controller of the Company shall comply with the following provisions:</p> <p data-bbox="810 1081 1390 1283">(i) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their affiliation to prejudice the legitimate interests of the Company or other shareholders;</p> <p data-bbox="810 1340 1390 1453">(ii) to strictly implement the public statements and undertakings made and shall not change or waive them;</p> <p data-bbox="810 1510 1390 1796">(iii) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur;</p> <p data-bbox="810 1853 1390 1923">(iv) not to appropriate the Company’s funds in any way;</p> |

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| | <p>(v) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;</p> <p>(vi) not to make use of the Company’s undisclosed material information to gain benefits, not to divulge in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;</p> <p>(vii) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related transactions, profit distribution, asset restructuring, external investment or any other means;</p> <p>(viii) to ensure the integrity of the Company’s assets, and the independence of personnel, finance, organisation and business, and not to affect the independence of the Company in any way;</p> <p>(ix) other provisions prescribed by laws, administrative regulations, the CSRC, the listing rules of the place where the shares of the Company are listed and the Articles of Association.</p> |

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| | <p>If the controlling shareholder or de facto controller of the Company does not serve as a director of the Company but actually conducts the affairs of the Company, the provisions of the Articles of Association regarding the obligations of loyalty and diligence of directors shall apply.</p> <p>Where the controlling shareholder or de facto controller of the Company instructs a director or senior management to engage in an act that is detrimental to the interests of the Company or the shareholders, he shall be jointly and severally liable with such director or senior management.</p> <p>Article 40</p> <p>Where the controlling shareholder or de facto controller pledges the shares of the Company that he holds or actually controls, he shall maintain the stability of the Company's control and production operations.</p> <p>Article 41</p> <p>Where the controlling shareholder or de facto controller transfers the shares of the Company held by him, he shall comply with the restrictive provisions on the transfer of shares set out in the laws, administrative regulations, the requirements of the CSRC, the place where the shares of the Company are listed, as well as his undertakings in respect of the restriction on the transfer of shares.</p> |
| <p>Article 59</p> <p>The shareholders' general meeting is the organ of authority of the Company and shall exercise the powers in accordance with the law.</p> | <p>Article 42</p> <p>The shareholders' general meeting of the Company is composed of all shareholders. The shareholders' general meeting is the organ of authority of the Company and shall exercise the powers in accordance with the law.</p> |

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| <p>Article 60</p> <p>The shareholders' general meeting shall exercise the following powers:</p> <p>(i) to decide on the operating guidelines and investment plans of the Company;</p> <p>(ii) to elect and replace the directors and the supervisors who are not representatives of the staff, and decide on matters relating to the remuneration of the directors and supervisors;</p> <p>(iii) to consider and approve reports of the board of directors;</p> <p>(iv) to consider and approve reports of the board of supervisors;</p> <p>(v) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(vi) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(vii) to decide on increases or reductions in the Company's registered capital;</p> <p>(viii) to decide on merger, division, dissolution, liquidation or change of corporate form, etc.;</p> <p>(ix) to decide on the issuance of bonds, other securities by the Company and on the listing;</p> <p>(x) to decide on the Company's appointment, removal or non-reappointment and remuneration of accounting firms;</p> | <p>Article 43</p> <p>The shareholders' general meeting shall exercise the following powers:</p> <p>(i) to elect and replace the directors and decide on matters relating to the remuneration of the directors;</p> <p>(ii) to consider and approve reports of the board of directors;</p> <p>(iii) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(iv) to decide on increases or reductions in the Company's registered capital;</p> <p>(v) to decide on the issuance of bonds, other securities by the Company and on the listing;</p> <p>(vi) to decide on merger, division, dissolution, liquidation or change of corporate form, etc.;</p> <p>(vii) to amend the Articles of Association;</p> <p>(viii) to decide on the Company's appointment, removal or non-reappointment and remuneration of accounting firms responsible for the Company's audit business;</p> <p>(ix) to examine the proposals of the shareholders, individually or in the aggregate, holding 1% or more of the voting shares of the Company;</p> <p>(x) to consider and approve the provision of guarantees under Article 46;</p> |

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| <p>(xi) to amend the Articles of Association;</p> <p>(xii) to examine the proposals of the shareholders, individually or in the aggregate, holding 3% or more of the voting shares of the Company;</p> <p>(xiii) to consider and approve the provision of guarantees under Article 64;</p> <p>(xiv) to examine matters relating to the purchases, disposals of the Company's material assets, or amount of guarantee within one year, which exceed 30% of the Company's total assets;</p> <p>(xv) to consider and approve matters relating to changes in the use of funds raised;</p> <p>(xv) to examine the Company's share incentive schemes and employee share ownership schemes;</p> <p>(xvii) to examine other matters required by laws, administrative regulations, the listing rules of the stock exchange at the place where the shares of the Company are listed and the Articles of Association, to be resolved by the shareholders' general meeting.</p> | <p>(xi) to consider and approve matters relating to changes in the use of funds raised;</p> <p>(xii) to examine the Company's share incentive schemes and employee share ownership schemes;</p> <p>(xiii) to examine matters relating to the purchases, disposals of the Company's material assets, or amount of guarantee within one year, which exceed 30% of the Company's total assets;</p> <p>(xiv) to examine other matters required by laws, administrative regulations, the listing rules at the place where the shares of the Company are listed and the Articles of Association, to be resolved by the shareholders' general meeting.</p> <p>The shareholders' general meeting may authorize the board of directors to make resolutions on the issuance of company bonds.</p> |
| <p>Article 61</p> <p>If any transaction of the Company (except for the cash assets gifted to the Company) satisfies any of the following standards, the Company shall, in addition to timely disclosure in accordance with relevant laws and regulations and the Trading Rules of Shenzhen Stock Exchange, also submit to the shareholders' general meeting for examination:</p> <p>.....</p> | <p>Article 44</p> <p>If any transaction of the Company (except for the provision of guarantee and provision of financial assistance) satisfies any of the following standards, the Company shall, in addition to timely disclosure in accordance with relevant laws and regulations and the listing rules at the place where the shares of the Company are listed, also submit to the shareholders' general meeting for examination:</p> <p>.....</p> |

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| <p>Article 62</p> <p>.....</p> <p>Complying with the Trading Rules of Shenzhen Stock Exchange, the subject matter of transaction in connection with the related party transaction associated with the ordinary operation, may not be audited or evaluated.</p> <p>.....</p> | <p>Article 45</p> <p>.....</p> <p>Complying with the listing rules at the place where the shares of the Company are listed, the subject matter of transaction in connection with the related party transaction associated with the ordinary operation, may not be audited or evaluated.</p> <p>.....</p> |
| <p>Article 63</p> <p>The following external guarantees of the Company shall be subject to consideration and approval by the shareholders' general meeting:</p> <p>(i) any guarantee provided after the total amount of external guarantee provided to third parties by the Company and its controlled subsidiaries has exceeded 50% of the latest audited net assets;</p> <p>(ii) any guarantee provided after the total amount of external guarantee provided to third parties by the Company has exceeded 30% of latest audited total assets;</p> <p>(iii) any guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;</p> <p>(iv) a single guarantee for amount in excess of 10% of the latest audited net assets;</p> <p>(v) any guarantee exceeding 30% of the Company's latest audited total assets within one year;</p> <p>.....</p> | <p>Article 46</p> <p>The following external guarantees of the Company shall be subject to consideration and approval by the shareholders' general meeting:</p> <p>(i) any guarantee provided after the total amount of external guarantee provided to third parties by the Company and its controlled subsidiaries has exceeded 50% of the latest audited net assets of the Company;</p> <p>(ii) any guarantee provided after the total amount of external guarantee provided to third parties by the Company and its controlled subsidiaries has exceeded 30% of latest audited total assets of the Company;</p> <p>(iii) any guarantee to be provided to a party which has an asset-liability ratio in excess of 70% as shown in the latest financial statement data;</p> <p>(iv) a single guarantee for amount in excess of 10% of the latest audited net assets;</p> <p>(v) any guarantee exceeding 30% of the Company's latest audited total assets within the past twelve months;</p> <p>.....</p> |

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| <p>Article 65</p> <p>Shareholders' General meetings include annual general meetings and extraordinary general meetings. The shareholders' general meeting shall be convened by the board of directors. The annual general meeting shall be held once every accounting year within six months after the end of the previous accounting year.</p> <p>The Company shall hold an extraordinary general meeting within two months under any of the following circumstances:</p> <p>.....</p> <p>(ii) the uncovered losses are in excess of one-third of the Company's total paid-in share capital;</p> <p>(iii) shareholders individually or in the aggregate holding 10% or more of the Company's issued voting shares request in writing to hold an extraordinary general meeting ;the requester (s) may add a resolution to the agenda of an extraordinary general meeting convened in accordance with this sub article;</p> <p>(iv) the board of directors considers it necessary or the board of supervisors proposes to hold such a meeting;</p> <p>.....</p> | <p>Article 48</p> <p>Shareholders' General meetings include annual general meetings and extraordinary general meetings. The shareholders' general meeting shall be convened by the board of directors. The annual general meeting shall be held once every accounting year within six months after the end of the previous accounting year.</p> <p>The Company shall hold an extraordinary general meeting within two months under any of the following circumstances:</p> <p>.....</p> <p>(ii) the uncovered losses are in excess of one-third of the Company's total share capital;</p> <p>(iii) shareholders individually or in the aggregate holding 10% or more of the Company's shares request in writing to hold an extraordinary general meeting ;the requester (s) may add a resolution to the agenda of an extraordinary general meeting convened in accordance with this sub article;</p> <p>(iv) the board of directors considers it necessary or the audit committee proposes to hold such a meeting;</p> <p>.....</p> |

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| <p>Article 66</p> <p>The Company shall hold the shareholders' general meeting at the domicile of the Company or such other place as is specified in the notice from the shareholders' general meeting.</p> <p>The shareholders' general meeting shall have a venue and be held on-site. The Company may, to the extent that the shareholders' general meeting is ensured to be legal and valid, in accordance with the laws, administrative regulations and the securities regulatory rules of place where the shares of the Company are listed, to the extent applicable, provide convenience for participation in the shareholders' general meeting by shareholders, through various means and channels, including through the voting platform via video, telephone or internet and other methods of modern information technology. A shareholder who participates in a general meeting in the aforesaid manner shall be deemed to have been present at the meeting.</p> <p>The time and procedures of internet voting or otherwise, if adopted, shall be contained in the notice of shareholders' general meeting.</p> | <p>Article 49</p> <p>The Company shall hold the shareholders' general meeting at the domicile of the Company or such other place as is specified in the notice from the shareholders' general meeting.</p> <p>The shareholders' general meeting shall have a venue and be held on-site. The Company may, to the extent that the shareholders' general meeting is ensured to be legal and valid, in accordance with the laws, administrative regulations and the listing rules at the place where the shares of the Company are listed, to the extent applicable, provide convenience for participation in the shareholders' general meeting and voting by shareholders, through various means and channels, including through the voting platform via video, telephone or internet and other methods of modern information technology. A shareholder who participates in a general meeting in the aforesaid manner shall be deemed to have been present at the meeting.</p> <p>The time and procedures of internet voting or otherwise, if adopted, shall be contained in the notice of shareholders' general meeting.</p> |

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| <p data-bbox="204 266 308 293">Article 68</p> <p data-bbox="204 351 783 810">When the Company convenes an annual general meeting, a notice to notify shareholders shall be given no later than twenty business days prior to the date of the meeting; when the Company convenes an extraordinary general meeting, a notice to notify shareholders shall be given no later than ten business days or fifteen days, whichever is longer, prior to the date of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend within the time specified in the notice of the meeting.</p> <p data-bbox="204 868 783 1108">The date of such notice and the date of the meeting shall be excluded in the calculation of the aforesaid notice period. A “business day” in the Articles of Association shall mean a day on which the Hong Kong Stock Exchange is open for business for dealing in securities.</p> | <p data-bbox="813 266 917 293">Article 51</p> <p data-bbox="813 351 1393 981">When the Company convenes an annual general meeting, a notice to notify shareholders shall be given no later than twenty business days prior to the date of the meeting; when the Company convenes an extraordinary general meeting, a notice to notify shareholders shall be given no later than fifteen natural days, prior to the date of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend within the time specified in the notice of the meeting. The date of the meeting shall be excluded in the calculation of the aforesaid notice period. A “business day” in the Articles of Association shall mean a day on which the Hong Kong Stock Exchange is open for business for dealing in securities.</p> |

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| <p>Article 69</p> <p>.....</p> <p>When the Company convenes the shareholders' general meeting, the board of directors, the board of supervisors and shareholders, individually or in aggregate, holding more than 3% of shares of the Company shall have the right to propose proposals. The contents of the proposal shall fall within the terms of reference of the shareholders' general meeting and have specified subjects and specific resolutions, in further compliance with the laws and regulations and the Company's Articles of Association.</p> <p>Shareholders individually or in the aggregate holding more than 3% of the Shares of the Company may propose and submit a temporary proposal to the convener in writing ten days prior to date of the meeting. The convener shall dispatch a supplementary notice of the shareholders' general meeting and announce the contents of such temporary proposal within two days upon receipt of the proposal.</p> <p>.....</p> | <p>Article 52</p> <p>.....</p> <p>When the Company convenes the shareholders' general meeting, the board of directors, the audit committee and shareholders, individually or in aggregate, holding more than 1% of shares (excluding treasury shares) of the Company shall have the right to propose proposals. The contents of the proposal shall fall within the terms of reference of the shareholders' general meeting and have specified subjects and specific resolutions, in further compliance with the laws and regulations and the Company's Articles of Association.</p> <p>Shareholders individually or in the aggregate holding more than 1% of the Shares (excluding treasury shares) of the Company may propose and submit a temporary proposal to the convener in writing ten days prior to date of the meeting. The convener shall dispatch a supplementary notice of the shareholders' general meeting and announce the contents of such temporary proposal within two days upon receipt of the proposal, and submit the said temporary proposal to the shareholders' meeting for consideration, unless such temporary proposal violates laws, administrative regulations or provisions of the Articles of Association or is not within the scope of authority of the shareholders' meeting.</p> <p>.....</p> |

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| <p>Article 70</p> <p>The notice of the shareholders' general meeting shall meet the following requirements:</p> <ul style="list-style-type: none"> (i) be in writing; (ii) specify the place, date and period of the meeting; (iii) state the matters to be discussed at the meeting; (iv) provide such information and explanation as are necessary for the shareholders to make a wise decision on the matters to be discussed, including (without limitation) provision of the specific conditions and contracts (if any) for the transactions contemplated and careful explanation of the causes and consequences thereof when the company proposes combination, share repurchase, reorganization of share capital or other restructuring; (v) contain disclosure of the nature and extent, if any, of the material interests of any director, supervisor, president and other senior management officers in the matters to be discussed; and explanation of the difference if the effect which the matters to be discussed will have on such director, supervisor, president and other senior management officers in their capacity as shareholders in so far as it is different from the effect on the shareholders of the same class; (vi) contain the full text of any special resolution to be proposed and adopted at the meeting; | <p>Article 53</p> <p>The notice of the shareholders' general meeting includes the following contents:</p> <ul style="list-style-type: none"> (i) the date, place and term of the meeting; (ii) matters and proposals submitted to the meeting for consideration; (iii) a prominent written statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend at the shareholders' meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his behalf and such proxy is not necessarily being a shareholder of the Company; (iv) specify the record date of registration of shareholders entitled to attend the shareholders' meeting; (v) specify the time and place for delivery of the proxy voting authorization for the meeting; (vi) the name and telephone number of the ordinary contact person for the meeting; (vii) voting time and voting procedure of voting via internet or by other ways. |

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| <p>(vii) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that a proxy does not need not be a shareholder of the Company;</p> <p>(viii) specify the date of registration of equity entitlements for shareholders entitled to attend the general meeting;</p> <p>(ix) specify the time and place for lodging proxy forms for the relevant meeting.</p> | |
| <p>Article 72</p> <p>The notice of the shareholders' general meeting shall be delivered to shareholders (with or without voting rights at the general meeting) personally or by postage prepaid mails at the address of the recipient subject to those recorded in the register of shareholders, or subject to compliance with the applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, be published at the Company' s website and the website designated by the Hong Kong Stock Exchange. If an announcement shall be made to the shareholders of overseas-listed foreign shares pursuant to the Articles of Association, the relevant announcement shall be published in the manner required by the HK Listing Rules. The notice of the shareholders' general meeting to the shareholders of domestic-listed domestic shares may also be made by way of announcement.</p> <p>The term "announcement" referred to in the preceding paragraph shall be published in one or more national newspapers designated by securities regulatory authority under the State Council before the date of the meeting. After the publication of such announcement, all shareholders of domestic-listed domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting.</p> | <p>Article 55</p> <p>The notice of the shareholders' general meeting shall be delivered to shareholders (with or without voting rights at the general meeting) personally or by postage prepaid mails at the address of the recipient subject to those recorded in the register of shareholders, or subject to compliance with the applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, be published at the Company' s website and the website designated by the Hong Kong Stock Exchange. If an announcement shall be made to the shareholders of overseas-listed H Shares pursuant to the Articles of Association, the relevant announcement shall be published in the manner required by the HK Listing Rules. The notice of the shareholders' general meeting to the shareholders of domestic-listed A Shares may also be made by way of announcement.</p> <p>The term "announcement" referred to in the preceding paragraph shall be published in one or more national newspapers designated by securities regulatory authority under the State Council before the date of the meeting. After the publication of such announcement, all shareholders of domestic-listed A Shares shall be deemed to have received the relevant notice of the shareholders' general meeting.</p> |

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| <p>Article 75</p> <p>All ordinary shareholders (including the preference shareholders with voting rights resumed) registered on the date of registration shall have the right to attend , speak and vote at the general meeting in accordance with relevant laws , regulations , the listing rules of the place where the shares of the Company are listed and the Company’s Articles of Association.</p> <p>Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy to attend and vote on his behalf. If a shareholder is a legal person, it may appoint a proxy to attend and vote at the general meeting of the Company. If the legal person does so , it should be regarded as attendance in-person. The appointed proxy shall be entitled to exercise the following rights according to the authorizations from that shareholder:</p> <p>(i) the shareholder’s right to speak at the meeting;</p> <p>(ii) the right to demand or join in demand for a poll; and</p> <p>(iii) unless otherwise prescribed by applicable listing rules or other securities laws and regulations, the right to vote by hands or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll.</p> | <p>Article 58</p> <p>All ordinary shareholders (including the preference shareholders with voting rights resumed) registered on the date of registration shall have the right to attend , speak and vote at the general meeting in accordance with relevant laws , regulations , the listing rules of the place where the shares of the Company are listed and the Company’s Articles of Association.</p> <p>Shareholder may attend the shareholders’ meeting in person, or appoint a proxy to attend or vote on behalf of such shareholder. A shareholder proxy may exercise the shareholder’s right to speak at the shareholders’ meeting in accordance with the shareholder’s authorization.</p> <p>If the shareholder is an accredited clearing house (or its proxy), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders’ general meeting, class meeting or creditors’ meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights (including the right to speak and vote) on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.</p> |

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| <p>If the shareholder is an accredited clearing house (or its proxy), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders' general meeting, class meeting or creditors' meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.</p> | |
| <p>Article 76</p> <p>Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents or stock account card for identification. Proxies attending the meeting shall present their personal identity cards and the proxy statements from the shareholder.</p> <p>Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies authorized to attend the meeting shall present their personal identity cards or the written proxy statement legally issued by the legal representative of the legal person shareholder.</p> | <p>Article 59</p> <p>Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents for identification. Proxies attending the meeting on behalf of others shall present their personal identity cards and the proxy statements from the shareholder.</p> <p>Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies authorized to attend the meeting shall present their personal identity cards or the written proxy statement legally issued by the legal representative of the legal person shareholder.</p> |

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| <p>Article 77</p> <p>If shareholder shall appoint his proxy in writing, such instrument appointing the proxy shall be signed by the appointing shareholder or the proxy who is authorized in writing, or if the appointing shareholder is a legal entity, either affixed with legal person seal or signed by a director, or the duly authorized proxy.</p> <p>The proxy statement issued by shareholders to authorize other persons to attend the general meeting shall clearly state the followings:</p> <p>(i) the name of the proxies;</p> <p>(ii) whether the proxies have the right to vote;</p> <p>(iii) instructions to vote for, against or abstain from voting on each of the items in the agenda of the meeting;</p> <p>(iv) the signing date and the effective period of the proxy statement;</p> <p>(v) signature (or seal) of the appointing shareholders. If the appointing shareholder is a legal entity, such instrument appointing the proxy shall be affixed with legal person seal.</p> | <p>Article 60</p> <p>The proxy statement issued by shareholders to authorize other persons to attend the general meeting shall clearly state the followings:</p> <p>(i) the name of the principal and the class and number of shares held in the Company;</p> <p>(ii) the name of the proxies;</p> <p>(iii) the shareholder's specific instructions, including instructions to vote for, against or abstain from voting on each of the items in the agenda of the meeting;</p> <p>(iv) the signing date and the effective period of the proxy statement;</p> <p>(v) signature (or seal) of the appointing shareholders. If the appointing shareholder is a legal entity, such instrument appointing the proxy shall be affixed with legal person seal or signed by a director or a representative duly authorized. A representative present at a shareholder's meeting shall be deemed to constitute the corporate shareholder as attending the shareholder's meeting in person.</p> |

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| <p data-bbox="204 263 312 293">Article 78</p> <p data-bbox="204 348 785 893">Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting. Where the proxy form is signed by a person under a proxy statement on behalf of the appointer, the proxy statement or other authorization documents authorized to be signed shall be notarized. The notarized proxy statement or other authorization documents shall, together with the proxy form, be maintained at the domicile of the Company or other places specified in the notice of meeting.</p> <p data-bbox="204 949 785 1151">Where the appointer is a legal person, its legal representative or such person as is authorized by resolution of the board of directors or other governing body may attend shareholders' general meetings of the Company as a representative of the appointer.</p> | <p data-bbox="813 263 1273 293">(The article shall be deleted in its entirety)</p> |

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| <p>Article 79</p> <p>Any form issued to a shareholder by the board of directors for appointing a proxy of the shareholder shall allow the shareholder to freely instruct the proxy to cast vote in favor of or against or abstention from, and instruct separately about each resolution dealing with the businesses to be considered at the meeting. Securities depository and clearing institutions shall be the nominal holders of shares under the Interconnection Mechanism for Transactions in the Mainland and Hong Kong Stock Markets, except those declared according to the expression of will of the actual holders. Such proxy statement shall contain a statement that in absence of instructions by the shareholders, his proxy may vote as he thinks fit.</p> <p>.....</p> | <p>Article 61</p> <p>Any form issued to a shareholder by the board of directors for appointing a proxy of the shareholder shall allow the shareholder to freely instruct the proxy to cast vote in favor of or against or abstention from, and instruct separately about each resolution dealing with the businesses to be considered at the meeting. Securities depository and clearing institutions shall be the nominal holders of shares under the Interconnection Mechanism for Transactions in the Mainland and Hong Kong Stock Markets, except those declared according to the expression of will of the actual holders. Such proxy statement shall contain a statement that in absence of specific instructions by the shareholders, whether his proxy may vote as he thinks fit.</p> <p>.....</p> |
| <p>Article 80</p> <p>A vote given by a proxy in accordance with the terms of the proxy statement shall be valid, notwithstanding the death or loss of capacity of the appointer or revocation of the proxy or the authority under which the proxy statement was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of any such matters prior to the commencement of the relevant meeting.</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 81</p> <p>The Company shall be responsible for compiling the attendee register which shall include, among others, the name of attendee (or name of relevant unit), ID number, domicile, the number of shares with voting rights that he holds or represents, and name of the person (or name of relevant unit) who attends the meeting by proxy.</p> | <p>Article 62</p> <p>The Company shall be responsible for compiling the attendee register which shall include, among others, the name of attendee (or name of relevant unit), ID number, the number of shares with voting rights that he holds or represents, and name of the person (or name of relevant unit) who attends the meeting by proxy.</p> |

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| <p>Article 83</p> <p>All directors, supervisors and senior management officers shall be in attendance at the meeting and accept any inquiries by shareholders if so required by the shareholders' general meeting.</p> | <p>Article 64</p> <p>All directors and senior management officers shall be in attendance at the meeting and accept any inquiries by shareholders if so required by the shareholders' general meeting.</p> |
| <p>Article 85</p> <p>.....</p> <p>The board of directors of the Company, independent directors, shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the CSRC may publicly solicit voting rights from the shareholders. Such information as the specific vote intention shall be sufficiently disclosed to the solicited persons in respect of solicitation of the shareholders' right to vote. It is not permitted to solicit the shareholders' right to vote in a chargeable or disguised chargeable manner. The Company shall not require the minimum shareholding limitation on the solicitation of the right to vote.</p> <p>.....</p> <p>If any shareholders should give up the voting right for certain proposal or are restricted to be only able to vote for or against certain proposal in accordance with the provisions of applicable laws and regulations and the listing rules of the stock exchange where the shares of the Company are listed, the votes by those shareholders or their representatives shall not be counted in case of any violation of the relevant provisions or restriction.</p> | <p>Article 66</p> <p>.....</p> <p>The board of directors of the Company, independent directors, shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the CSRC may publicly solicit voting rights from the shareholders. Such information as the specific vote intention shall be sufficiently disclosed to the solicited persons in respect of solicitation of the shareholders' right to vote. It is not permitted to solicit the shareholders' right to vote in a chargeable or disguised chargeable manner. Except for statutory conditions, the Company and the convener of the shareholders' general meeting shall not require the minimum shareholding limitation on the solicitation of the right to vote.</p> <p>.....</p> <p>If any shareholders should give up the voting right for certain proposal or are restricted to be only able to vote for or against certain proposal in accordance with the provisions of applicable laws and regulations and the listing rules at the place where the shares of the Company are listed where the shares of the Company are listed, the votes by those shareholders or their representatives shall not be counted in case of any violation of the relevant provisions or restriction.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Article 86</p> <p>At any shareholders' general meeting, a resolution shall be decided on a show of hands, unless, before or after a vote is carried out by a show of hands, a poll demanded by the following persons or required by relevant regulations of the securities regulatory authority of the place where the shares of the Company are listed:</p> <p>.....</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 87</p> <p>A poll demanded on the election of the chairman of the meeting, or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matter shall be taken as the chairman of the meeting directs, and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution passed at the meeting.</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 88</p> <p>On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes is not required to cast all his votes for or against any proposal on all his votes.</p> <p>At the time of voting at the general meeting, voting on each proposal shall be made one by one.</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 89</p> <p>In the event of an equality of the number of votes for and against a resolution, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to one additional vote.</p> | <p>(The article shall be deleted in its entirety)</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Article 90</p> <p>The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <ul style="list-style-type: none"> (i) work reports of the board of directors and the board of supervisors; (ii) profit distribution plans and plans to cover losses to be formulated by the board of directors; (iii) appointment and removal of members of the board of directors and the board of supervisors, their remuneration and manner of payment; (iv) annual budgets and final accounts, balance sheet, income statement, and other financial statements of the Company; (v) annual report of the Company; (vi) other matters other than those which are required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Company's Articles of Association to be adopted by special resolution. | <p>Article 67</p> <p>The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <ul style="list-style-type: none"> (i) work reports of the board of directors; (ii) profit distribution plans and plans to cover losses to be formulated by the board of directors; (iii) appointment and removal of members of the board of directors, their remuneration and manner of payment; (iv) other matters other than those which are required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Company's Articles of Association to be adopted by special resolution. |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Article 91</p> <p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(iii) division, spin-off, merger, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(iv) amendment of the Articles of Association;</p> <p>(v) the Company's purchase or sale of any material assets or the amount of guarantee, within one year, which exceeds 30% of the total assets of the Company;</p> <p>.....</p> | <p>Article 68</p> <p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(iii) division, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(iv) amendment of the Articles of Association;</p> <p>(v) the Company's purchase or sale of any material assets or the amount of guarantee, within one year, which exceeds 30% of the latest audited period of total assets of the Company;</p> <p>.....</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Article 92</p> <p>.....</p> <p>(iii) If the board of directors disapproves the convening of the extraordinary general meeting or does not reply within ten days upon receiving the request, the shareholders individually or in the aggregate holding more than 10% of the shares of the Company shall have the right to propose the board of supervisors to convene an extraordinary general meeting by way of written request(s).</p> <p>If the board of supervisors approves the convening of the extraordinary general meeting, the notice of convening the extraordinary general meeting shall be issued within five days upon receiving the request, and any changes in the original proposal in the notice shall be subject to the consent of relevant shareholders.</p> <p>Any failure by the board of supervisors to issue the notice of the general meeting within the required period shall be deemed non-convening and presiding over of the general meeting, and the shareholders holding, individually or in the aggregate, more than 10% of the shares of the Company for ninety consecutive days shall have the right to convene and preside over the meeting on their own.</p> <p>.....</p> <p>When independent directors or the board of supervisors request the convening of an extraordinary general meeting, the following procedures shall be followed:</p> <p>.....</p> | <p>Article 69</p> <p>.....</p> <p>(iii) If the board of directors disapproves the convening of the extraordinary general meeting or does not reply within ten days upon receiving the request, the shareholders individually or in the aggregate holding more than 10% of the shares of the Company shall have the right to propose the audit committee to convene an extraordinary general meeting by way of written request(s).</p> <p>If the audit committee approves the convening of the extraordinary general meeting, the notice of convening the extraordinary general meeting shall be issued within five days upon receiving the request, and any changes in the original proposal in the notice shall be subject to the consent of relevant shareholders.</p> <p>Any failure by the audit committee to issue the notice of the general meeting within the required period shall be deemed non-convening and presiding over of the general meeting, and the shareholders holding, individually or in the aggregate, more than 10% of the shares of the Company for ninety consecutive days shall have the right to convene and preside over the meeting on their own.</p> <p>.....</p> <p>When independent directors or the audit committee request the convening of an extraordinary general meeting, the following procedures shall be followed:</p> <p>.....</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>(iv) If the board of directors disapproves the proposal of the board of supervisor for convening of the extraordinary general meeting, or does not reply within ten days upon receiving the request, it shall be deemed that the board of directors is unable to perform or does not perform the duties for convening the shareholders' general meeting, and the board of supervisors may convene and preside over the meeting on its own initiative.</p> <p>If the board of supervisors or the shareholders decide to convene the shareholders' general meeting on their own initiative, they shall notify the board of directors in writing and file with the Shenzhen Stock Exchanges. The board of supervisors and the shareholders convening the shareholders' general meeting shall at the time when an notice of the shareholders' general meeting is issued and the resolution of the shareholders' general meeting is announced, submit relevant supporting documents to the Shenzhen Stock Exchange.</p> <p>With regard to the shareholders' general meeting convened by the board of supervisors or shareholders on their own initiative, the board of directors and the secretary to the board of directors shall provide assistance. The board of directors shall provide the register of shareholders as of the date of registration of shares. The Company shall bear costs and expenses necessary for the shareholders' general meetings convened by the board of supervisors or shareholders on their own initiative.</p> | <p>(iv) If the board of directors disapproves the proposal of the audit committee for convening of the extraordinary general meeting, or does not reply within ten days upon receiving the request, it shall be deemed that the board of directors is unable to perform or does not perform the duties for convening the shareholders' general meeting, and the audit committee may convene and preside over the meeting on its own initiative.</p> <p>If the audit committee or the shareholders decide to convene the shareholders' general meeting on their own initiative, they shall notify the board of directors in writing and file with the Shenzhen Stock Exchanges. The audit committee and the shareholders convening the shareholders' general meeting shall at the time when an notice of the shareholders' general meeting is issued and the resolution of the shareholders' general meeting is announced, submit relevant supporting documents to the Shenzhen Stock Exchange.</p> <p>With regard to the shareholders' general meeting convened by the audit committee or shareholders on their own initiative, the board of directors and the secretary to the board of directors shall provide assistance. The board of directors shall provide the register of shareholders as of the date of registration of shares. The Company shall bear costs and expenses necessary for the shareholders' general meetings convened by the audit committee or shareholders on their own initiative.</p> |

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| Original Articles | Amended Articles |
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| <p>Article 93</p> <p>The shareholders' general meeting shall be convened by the board of directors, and the chairman of the board of directors shall act as the chairman of the meeting; if the chairman of the board of directors is unable or fails to perform the duties, the vice chairman of the board of directors shall convene the meeting and act as the chairman of the meeting; if the vice chairman of the board of directors is unable or fails to perform the duties, a majority of directors shall jointly elect a director to convene the meeting and act as the chairman of the meeting.</p> <p>If the board of directors is unable or fails to perform the duties for convening the shareholders' general meeting, the board of supervisors shall timely convene and preside over the meeting; if the board of supervisors does not convene and preside over the meeting, the shareholders holding, individually or in the aggregate, more than 10% of the shares of the Company for ninety consecutive days may convene and preside over the meeting on their own initiative.</p> <p>The shareholders' general meeting convened by the board of supervisors on its own initiative shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform his duties, the meeting shall be presided over by a supervisor jointly elected by a majority of the supervisors.</p> | <p>Article 70</p> <p>The shareholders' general meeting shall be convened by the board of directors, and the chairman of the board of directors shall act as the host of the meeting; if the chairman of the board of directors is unable or fails to perform the duties, the vice chairman of the board of directors shall convene the meeting and act as the host of the meeting; if the vice chairman of the board of directors is unable or fails to perform the duties, a majority of directors shall jointly elect a director to convene the meeting and act as the host of the meeting.</p> <p>If the board of directors is unable or fails to perform the duties for convening the shareholders' general meeting, the audit committee shall timely convene and preside over the meeting; if the audit committee does not convene and preside over the meeting, the shareholders holding, individually or in the aggregate, more than 10% of the shares of the Company for ninety consecutive days may convene and preside over the meeting on their own initiative.</p> <p>The shareholders' general meeting convened by the audit committee on its own initiative shall be presided over by the chairman of the audit committee. If the chairman of the audit committee is unable or fails to perform his duties, the meeting shall be presided over by a member jointly elected by a majority of the members of the audit committee.</p> |

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| <p>The shareholders' general meeting convened by shareholders on their own initiative shall be presided over by the representative elected by the convener. If the chairman of the meeting is not elected, the shareholders present at the meeting may elect a person to act as the chairman; if, for any reason whatsoever, the shareholders are unable to elect the chairman, the shareholder (including his proxy) that is present at the meeting and holds the most voting shares shall act as the chairman of the meeting.</p> <p>.....</p> | <p>The shareholders' general meeting convened by shareholders on their own initiative shall be presided over by the convener or representative elected by the convener. If the host of the meeting is not elected, the shareholders present at the meeting may elect a person to act as the host; if, for any reason whatsoever, the shareholders are unable to elect the host, the shareholder (including his proxy) that is present at the meeting and holds the most voting shares shall act as the host of the meeting.</p> <p>.....</p> |
| <p>Article 94</p> <p>The Company shall formulate the procedural rules of the shareholders' general meeting which shall set out in detail the procedures of convention and voting in respect of the shareholders' general meeting, including notices, registration, consideration and approval for proposals, voting, vote counting, announcement on voting results, formation of the resolution, meeting minutes and signing, announcements and other contents, and the principles of authorization granted to the board of directors at the shareholders' general meeting. The scope of authorization shall be specified in details. The procedural rules of the shareholders' general meeting shall be prepared by the board of directors, approved at the shareholders' general meeting and attached to the Articles of Association as an appendix.</p> | <p>Article 71</p> <p>The Company shall formulate the procedural rules of the shareholders' general meeting which shall set out in detail the procedures of notice, convention and voting in respect of the shareholders' general meeting, including notices, registration, consideration and approval for proposals, voting, vote counting, announcement on voting results, formation of the resolution, meeting minutes and signing, announcements and other contents, and the principles of authorization granted to the board of directors at the shareholders' general meeting. The scope of authorization shall be specified in details. The procedural rules of the shareholders' general meeting shall be prepared by the board of directors, approved at the shareholders' general meeting and attached to the Articles of Association as an appendix.</p> |

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| <p>Article 96</p> <p>Directors, supervisors and senior management officers shall at the shareholders' general meeting make explanation and statement on the inquiries and suggestions from shareholders.</p> | <p>Article 73</p> <p>Directors and senior management officers shall at the shareholders' general meeting make explanation and statement on the inquiries and suggestions from shareholders.</p> |
| <p>Article 97</p> <p>Prior to voting, the chairman of the meeting shall announce the number of shareholders and proxies present and the total number of voting shares held by them. The number of shareholders and proxies present and the total number of voting shares held by them shall be subject to the meeting registration.</p> | <p>Article 74</p> <p>Prior to voting, the host of the meeting shall announce the number of shareholders and proxies present and the total number of voting shares held by them. The number of shareholders and proxies present and the total number of voting shares held by them shall be subject to the meeting registration.</p> |

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| <p>Article 101</p> <p>.....</p> <p>The shareholders' general meeting shall prepare meeting minutes regarding the resolutions on the matters discussed at the meeting, for which the secretary to the board of directors shall be responsible, to be signed by the present directors, supervisors, secretary to the board of directors, the convener or its representative, and the chairman of the meeting thereon, and shall ensure the trueness, accuracy and completeness of the meeting minutes. The meeting minutes shall, together with the signature book of shareholders attending the meeting and proxy statement, be kept at the domicile of the Company for at least ten years.</p> <p>The meeting minutes shall include:</p> <p>(i) time, place and agenda of the meeting and name of the convener;</p> <p>(ii) name of the chairman of the meeting and directors, supervisors, president and other senior management officers present or in attendance at the meeting;</p> <p>.....</p> | <p>Article 78</p> <p>.....</p> <p>The shareholders' general meeting shall prepare meeting minutes regarding the resolutions on the matters discussed at the meeting, for which the secretary to the board of directors shall be responsible, to be signed by the present directors, supervisors, secretary to the board of directors, the convener or its representative, and the host of the meeting thereon, and shall ensure the trueness, accuracy and completeness of the meeting minutes. The meeting minutes shall, together with the signature book of shareholders attending the meeting and proxy statement, as well as the voting situation through online and other means, be kept at the domicile of the Company for at least ten years.</p> <p>The meeting minutes shall include:</p> <p>(i) time, place and agenda of the meeting and name of the convener;</p> <p>(ii) name of the host of the meeting and directors, president and other senior management officers present or in attendance at the meeting;</p> <p>.....</p> |

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| <p>Article 106</p> <p>The resolutions of the shareholders’ general meeting shall be announced promptly in accordance with the relevant laws, regulations, rules, normative documents, the relevant requirements of the securities regulatory authority and the stock exchange at the place where the shares of the Company are listed or the Articles of Association, specifying the number of shareholders present in person and by proxy at the meeting, the total number of voting shares held by them, the percentage of such voting shares in the total number of the voting shares of the Company, the voting methods, the voting result of each proposal, and details of each resolution that are passed at the meeting.</p> <p>Copies of the meeting minutes of any shareholders’ general meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests a copy of such minutes from the Company, the Company shall send a copy of such minutes within seven days after receipt of reasonable fees thereof.</p> | <p>Article 83</p> <p>The resolutions of the shareholders’ general meeting shall be announced promptly in accordance with the relevant laws, regulations, rules, normative documents, the relevant requirements of the securities regulatory authority and the stock exchange at the place where the shares of the Company are listed or the Articles of Association, specifying the number of shareholders present in person and by proxy at the meeting, the total number of voting shares held by them, the percentage of such voting shares in the total number of the voting shares of the Company, the voting methods, the voting result of each proposal, and details of each resolution that are passed at the meeting.</p> |

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| <p>Article 107</p> <p>If the proposal on election of new directors and supervisors for a new session is adopted at the shareholders' general meeting, the time for directors and supervisors for the new session to take the position shall be calculated from the date when the resolution is adopted at the shareholders' general meeting.</p> | <p>Article 84</p> <p>If the proposal on election of new directors for a new session is adopted at the shareholders' general meeting, the time for directors for the new session to take the position shall be calculated from the date when the resolution is adopted at the shareholders' general meeting.</p> |
| <p>Article 114</p> <p>Where the Company convenes a class meeting of shareholders, it shall issue written notices in accordance with the time limit for notice of the convening of a shareholders' general meeting specified under Article 69 of the Articles of Association. Written notices shall be given to all shareholders who are registered as holders of that class in the register of shareholders, specifying the matters to be considered at such meeting and the date and place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company within the time specified in the notice of the meeting.</p> | <p>Article 92</p> <p>Where the Company convenes a class meeting of shareholders, it shall issue written notices in accordance with the time limit for notice of the convening of a shareholders' general meeting specified under Article 51 of the Articles of Association. Written notices shall be given to all shareholders who are registered as holders of that class in the register of shareholders, specifying the matters to be considered at such meeting and the date and place of the class meeting.</p> |

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| <p>Article 116</p> <p>Apart from the shareholders of other classes of shares, the shareholders of the domestic-listed domestic shares and shareholders of overseas-listed foreign shares shall be deemed to be holders of different classes of shares.</p> <p>The special procedures for voting by a class of shareholders shall not apply under the following circumstances:</p> <p>(i) where the Company issues, upon the approval by special resolution of its shareholders at the shareholders' meeting, either separately or concurrently once every twelve months, not more than 20% of each of its existing issued and outstanding domestic-listed domestic shares and overseas-listed foreign shares; or</p> <p>(ii) where the Company's plan to issue domestic-listed domestic shares and overseas-listed foreign shares at the time of its establishment is carried out within fifteen months from the date of approval of the securities regulatory authority under the State Council;</p> <p>(iii) Where a holder of Domestic-Invested Shares transfers its shares to a foreign investor with approval of the securities regulatory authority under the State Council and such shares are listed in an overseas stock exchange.</p> | <p>Article 93</p> <p>Apart from the shareholders of other classes of shares, the shareholders of the domestic-listed A Shares and shareholders of overseas-listed H Shares shall be deemed to be holders of different classes of shares.</p> <p>The special procedures for voting by a class of shareholders shall not apply under the following circumstances:</p> <p>(i) where the Company issues, upon the approval by special resolution of its shareholders at the shareholders' meeting, either separately or concurrently issued domestic-listed A Shares and overseas-listed H Shares once every twelve months, not more than 20% of total issued shares of the Company; or</p> <p>(ii) where the Company's plan to issue domestic-listed A Shares and overseas-listed H Shares at the time of its establishment is carried out within fifteen months from the date of approval of the securities regulatory authority under the State Council;</p> <p>(iii) Where a holder of A Shares transfers its shares to a foreign investor with approval of the securities regulatory authority under the State Council and such shares are listed in an overseas stock exchange.</p> |

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| <p>Article 117</p> <p>Directors shall be elected at the shareholders' meeting and a director's term of office shall be three years. The term of office of a Director may be renewed upon reelection when it expires. The shareholders' meeting may not remove any director without cause before the expiration of his term of office.</p> <p>.....</p> | <p>Article 94</p> <p>Directors shall be elected at the shareholders' meeting and a director's term of office shall be three years. The term of office of a Director may be renewed upon reelection when it expires. The shareholders' meeting may not remove any director without cause before the expiration of his term of office.</p> <p>A company with more than three hundred employees shall include employee representative(s) in its board of directors. The employee representative(s) on the board of directors shall be democratically elected by the company's employees through staff representative assemblies, general staff meetings or other appropriate means, and such appointment shall not require approval by the shareholders' meeting.</p> <p>.....</p> |

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| <p>Article 120</p> <p>A director may resign before expiry of his term of office, subject to submission of a written resignation report to the board of directors. The board of directors shall make disclosure of relevant information within two days.</p> <p>If the number of the directors of the Company is less than the quorum due to a director's resignation, the resignation report of such director shall take effect only after the successor director fills up the vacancy arising from his resignation. Subject to the relevant laws and regulations and regulatory rules of the place where the share of the Company are listed, if the board of directors (to the extent permitted by applicable laws and regulations) appoints a new director to fill up the temporary vacancy of the board of director or add the number of directors, the term of office of the director so appointed shall end only upon the first annual general meeting of the Company after his /her appointment , and the said director shall be qualified for reelection and renewal. All directors appointed to fill up the temporary vacancy shall accept the election by shareholders at the first annual general meeting after acceptance of appointment.</p> <p>If the proportion of independent directors on the Board of the Company or its special committees does not comply with laws and regulations or the provisions of the Articles of Associations, or lack of accounting professionals among the independent directors due to that an independent director resigns, the independent director who intends to resign shall continue to perform his/her duties until the date of appointment of a new independent director. The Company shall complete the election to fill up the vacancies within 60 days from the date of the occurrence of such incident.</p> | <p>Article 97</p> <p>A director may resign before expiry of his term of office, subject to submission of a written resignation report to the board of directors. The resignation shall take effect on the day when the Company receives the resignation report, and Company shall make disclosure of relevant information within two business days.</p> <p>If the member of the Company's board of directors falls below the minimum statutory requirement due to the expiry of directors' term without timely re-election or the resignation of directors during their terms, the former directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected directors.</p> <p>The Company shall complete a by-election within 60 days after a director tenders his resignation to ensure that the composition of the board of directors and its special committees is in compliance with laws and regulations as well as the listing rules of the place where the shares of the Company are listed and the Articles of Association. The removal of directors may be resolved at the shareholders' meeting, with such removal taking effect on the date of the resolution being passed.</p> |

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| <p>Article 122</p> <p>If a director violates laws, administrative regulations, departmental rules, regulatory documents, the relevant requirements of the securities regulatory authority at the place where the shares of the Company are listed or the Articles of Association when performing his duties in the Company, such director shall indemnify the Company against losses arising therefrom.</p> | <p>Article 99</p> <p>If a director causes damage to others when performing his duties, the Company shall be liable for compensation; if a director acts with willful or gross negligence, he shall also be liable for compensation.</p> <p>If a director violates laws, administrative regulations, departmental rules, regulatory documents, the relevant requirements of the securities regulatory authority at the place where the shares of the Company are listed or the Articles of Association when performing his duties in the Company, such director shall indemnify the Company against losses arising therefrom.</p> |
| | <p>(The article shall be added in its entirety)</p> <p>Article 100</p> <p>The removal of directors may be resolved at the shareholders' meeting, with such removal taking effect on the date of the resolution being passed. Where a director is removed prior to the expiry of his term without proper cause, such director may claim against the Company for compensation.</p> |
| <p>Article 124</p> <p>If no reelection is made timely upon expiration of the term of office of a director, or the number of members of the board of directors is less than the quorum due to any director's resignation during his term of office, before the re-elected director takes office, the original director shall still perform his duties as a director in accordance with the laws, administrative regulations, relevant requirements of the securities regulatory authority at the place where the shares of the Company are listed and the Articles of Association.</p> | <p>(The article shall be deleted in its entirety)</p> |

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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 348 932 378">Article 102</p> <p data-bbox="810 434 1390 638">The Company has established a management system for director resignations, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters.</p> <p data-bbox="810 693 1390 1149">When a director’s resignation takes effect or his term of service expires, the director shall complete all transfer procedures with the Board. His duty of loyalty towards the Company and the shareholders do not necessarily cease after the end of his term of service, which shall still be effective within the reasonable duration specified by the Articles of Association. The responsibility that a director bears during his office due to the performance of his duties shall not be waived or terminated upon leaving office.</p> <p data-bbox="810 1204 1390 1364">Directors shall continue to comply with the duty of loyalty prescribed in the Articles of Association for a period of two years after their resignation takes effect or their terms expire.</p> |

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| <p>Article 125</p> <p>The directors shall observe laws, administrative regulations and the Articles of Association, and assume the duties of loyalty to the Company as follows:</p> <p>(i) not to accept any bribery or other illegal income by using his powers and position, nor seize the assets of the Company in any manner;</p> <p>(ii) not to misappropriate the funds of the Company;</p> <p>(iii) not to open accounts in his own name or another individual's name for deposit of the Company's assets or funds;</p> <p>(iv) not to loan the funds of the Company to others or use the assets of the Company as security for others without the approval of the shareholders' meeting or the board of directors in violation of the provisions of the Articles of Association;</p> | <p>Article 103</p> <p>The directors shall observe laws, administrative regulations and the Articles of Association, and assume the duties of loyalty to the Company, and shall take measures to avoid conflicts between their personal interests and the interests of the Company, and shall not abuse their authority to obtain improper benefits.</p> <p>Directors shall perform the following duties of loyalty to the Company:</p> <p>(i) not to embezzle any of the property of the Company or misappropriate the funds of the Company;</p> <p>(ii) not to deposit funds of the Company into accounts held in their own names or in the name of any other individual;</p> <p>(iii) not to abuse their authority by receiving any bribe or other illegal income;</p> <p>(iv) not to seek business opportunities which should have belonged to the Company for himself or others by making use of his powers and position, 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;</p> |

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| <p>(v) not to enter into contracts or conduct transactions with the Company in violation of the provisions of the Articles of Association or without the approval of the shareholders' meeting;</p> <p>(vi) not to, without approval of the shareholders' meeting, seek business opportunities which should have belonged to the Company for himself or others by making use of his powers and position, or run the same businesses as those of the Company for himself or for others;</p> <p>(vii) not to accept commissions relating to the transactions of the Company and appropriate to himself;</p> <p>.....</p> | <p>(v) not to directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the board of directors or the shareholders' meeting and obtaining approval through a resolution of the board of directors or the shareholders' meeting in accordance with the provisions of the Articles of Association;</p> <p>(vi) not to, without reporting to the board of directors or the shareholders' meeting and obtaining approval through a resolution of the board of directors, run the same businesses as those of the Company for himself or for others;</p> <p>(vii) not to accept commissions relating to the transactions of the Company and appropriate to others;</p> <p>.....</p> <p>The close family members of the directors and senior management, enterprises directly or indirectly controlled by the directors and senior management or their close family members, as well as connected persons with other connections to the directors and senior management, shall be subject to the provisions of item (v) of paragraph 2 of this Article when entering into contracts or conducting transactions with the Company.</p> |

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| <p>Article 126</p> <p>Directors shall observe laws, administrative regulations and the Articles of Association and shall assume the following duties of due diligence to the Company:</p> <p>.....</p> <p>(v) to faithfully furnish related information and materials to the board of supervisors, and not to interfere with the board of supervisors or the supervisors in exercising its/their powers;</p> <p>(vi) other duties of due diligence as prescribed by laws, administrative regulations, departmental rules and the Articles of Association.</p> | <p>Article 104</p> <p>Directors shall observe laws, administrative regulations and the Articles of Association and shall assume the duties of due diligence to the Company, in performing their obligations, and directors shall exercise the reasonable care that a manager should typically have for the Company's best interests.</p> <p>Directors shall assume the following duties of due diligence to the Company</p> <p>.....</p> <p>(v) to faithfully furnish related information and materials to the audit committee, and not to interfere with the audit committee in exercising its/their powers;</p> <p>(vi) other duties of due diligence as prescribed by laws, administrative regulations, departmental rules and the Articles of Association.</p> |
| <p>Article 127</p> <p>Independent directors mean such directors as serve no other positions in the Company other than directors, members of special committee of the board of directors or chairman and have no relationship with the Company and major shareholders which may affect their independent and objective judgment. Independent directors shall account for at least one third of the number of members of the board of directors, and be no less than three. At least one of the independent directors of the Company shall have suitable professional qualification or have suitable accounting expertise, and there shall be at least one independent director who generally resides in Hong Kong.</p> <p>.....</p> | <p>Article 105</p> <p>Independent directors mean such directors as serve no other positions in the Company other than directors, members of special committee of the board of directors or manager and have no relationship with the Company and major shareholders which may affect their independent and objective judgment. Independent directors shall account for at least one third of the number of members of the board of directors, and be no less than three. At least one of the independent directors of the Company shall have suitable professional qualification or have suitable accounting expertise, and there shall be at least one independent director who generally resides in Hong Kong.</p> <p>.....</p> |

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| <p data-bbox="204 263 320 289">Article 128</p> <p data-bbox="204 346 783 500">Independent directors shall qualify for position and have independence as prescribed by laws and regulations and the listing rules of the place where the shares of the Company are listed.</p> | <p data-bbox="813 263 930 289">Article 106</p> <p data-bbox="813 346 1393 542">Independent directors shall qualify for position and have independence as prescribed by laws and regulations and the listing rules of the place where the shares of the Company are listed. None of the following persons shall act as independent directors:</p> <ul style="list-style-type: none"> <li data-bbox="813 597 1393 917">(i) persons employed by the Company or its subsidiaries and their immediate family members and major social connections (immediate family members mean spouse, parents and children, etc. and major social connections mean siblings, parents-in-law, sons/daughters-in-law, spouse of siblings, siblings of spouse, etc.); <li data-bbox="813 972 1393 1125">(ii) natural person shareholders who directly or indirectly hold 1% or more of the Company's issued shares or who are top ten shareholders and their immediate family members; <li data-bbox="813 1181 1393 1376">(iii) persons employed by the shareholder company who directly or indirectly hold 5% or more of the Company's issued shares or who are top five shareholders and their immediate family members; <li data-bbox="813 1432 1393 1585">(iv) persons as well as their spouses, parents and children employed by the subsidiary of the Company's controlling shareholder and de facto controller; <li data-bbox="813 1640 1393 1915">(v) persons who have material business transactions with the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, or persons employed by such entities and their controlling shareholders or de facto controllers that have material business transactions with the same; |

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| | <p>(vi) persons who provide financial, legal, consulting, recommendation and other services for the Company, its controlling shareholders, actual controllers or their respective subsidiaries, including but not limited to all personnel of the project team, reviewers at all levels, personnel signing the report, partners, directors, senior management and principal responsible persons of the intermediary institutions providing services;</p> <p>(vii) persons who have satisfied the conditions stated in Item (i) to Item (vi) in the latest 12 months;</p> <p>(viii) other persons without independence as stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>The subsidiaries of the controlling shareholders and de facto controllers of the listed company mentioned in Items (iv) to (vi) of the preceding subparagraphs do not include the enterprises controlled by the same state-owned assets management institution as the Company and not forming a connected relationship with the Company according to relevant regulations.</p> <p>Independent directors shall conduct self-examination on their independence every year and submit the self-examination results to the board of directors. The board of directors shall evaluate the independence of the independent directors in office and issue special opinions every year, which shall be disclosed together with the annual report.</p> |

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| | <p>(The article shall be added in its entirety)</p> <p>Article 107</p> <p>The independent directors shall meet the following conditions:</p> <ul style="list-style-type: none"> (i) having the qualifications required to serve as a director of a listed company, as provided for by laws, regulations and other relevant regulations; (ii) having the independence required by the securities regulatory authority of the place where the shares of the Company are listed; (iii) having basic knowledge of the operations of listed companies and being conversant with the relevant laws, regulations, ordinances and rules; (iv) having not less than five years of work experience in law, accounting and economics or other work experience necessary for performing the duties as an independent director; (v) having good personal morality and having no record in material dishonesty and other misconducts; (vi) other conditions as prescribed by the laws, administrative regulations, departmental rules, the CRSC, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association. |

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| <p>Article 131</p> <p>Independent directors shall perform their duties in accordance with the laws and regulations and the listing rules of the place where the shares of the Company are listed.</p> <p>The Company shall convene the special meeting of independent Directors on a regular or irregular basis and consider the following matters:</p> <ol style="list-style-type: none"> 1) independently engaging intermediaries to audit, consult or verify specific matters of the Company; 2) proposing to the Board with respect to the holding of extraordinary shareholders' meetings; 3) proposing the holding of Board meetings; 4) connected transactions that should be disclosed; 5) proposals for changes to or waivers of undertakings by the listed company and its related parties; 6) decisions made and measures taken by the board of directors of the acquired listed company in relation to the acquisition; 7) other matters prescribed by laws, administrative regulations, the CSRC and the Articles of Association. <p>The special meeting of independent Directors shall be convened and presided over by an independent Director jointly elected by a majority of the independent Directors; in the event that the convener fails to or is unable to perform his/her duties, two or more independent Directors may convene and elect a representative to preside over the meeting on their own.</p> | <p>Article 110</p> <p>Independent directors, as members of the board of directors, shall owe a duty of loyalty and diligence to the Company and all shareholders and shall prudently perform the following duties:</p> <ol style="list-style-type: none"> 1) participating in the decision-making of the board of directors and expressing a clear opinion on the matters under consideration; 2) supervising potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management, so as to protect the legitimate rights and interests of minority shareholders; 3) providing professional and objective advice on the Company's operation and development, and promoting the enhancement of decision-making level of the board of directors; 4) other matters prescribed by laws, administrative regulations, the CSRC and the Articles of Association. |

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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 346 932 376">Article 111</p> <p data-bbox="810 429 1390 502">Independent Directors shall exercise the following special powers and functions:</p> <ul style="list-style-type: none"> <li data-bbox="810 555 1390 670">(i) independently appointing intermediaries to audit, consult or verify specific matters of the Company; <li data-bbox="810 723 1390 838">(ii) proposing to the board of directors that an extraordinary shareholders' meeting shall be convened; <li data-bbox="810 891 1390 963">(iii) proposing that a board meeting shall be convened; <li data-bbox="810 1017 1390 1089">(iv) publicly soliciting shareholders' rights in accordance with the laws; <li data-bbox="810 1142 1390 1257">(v) expressing independent opinions on matters that may harm the interests of the Company or minority shareholders; <li data-bbox="810 1310 1390 1506">(vi) other powers and functions prescribed by laws, administrative regulations, the requirements of the CRSC, the listing rules of the place where the shares of the Company are listed, and the Articles of Association. <p data-bbox="810 1559 1390 1915">Independent directors shall exercise the powers and functions listed in the aforesaid Items (i) to (iii) with the consent of half of all independent directors. The Company shall disclose in a timely manner any exercise of the powers and functions listed in the first paragraph by independent directors. If the above powers and functions cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</p> |

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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 348 932 378">Article 112</p> <p data-bbox="810 434 1396 591">The following matters shall be submitted to the board of directors for consideration after obtaining the consent of the majority of all independent directors of the Company:</p> <ul style="list-style-type: none"> <li data-bbox="810 646 1396 719">(i) related party transactions that shall be disclosed; <li data-bbox="810 774 1396 889">(ii) plans for changes or exemptions of commitments by the Company and related parties; <li data-bbox="810 944 1396 1059">(iii) decisions made and measures taken by the board of directors of the acquired listed company in response to the acquisition; <li data-bbox="810 1115 1396 1229">(iv) other matters as stipulated by laws, administrative regulations, the requirements of the CRSC and the Articles of Association. |

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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 348 932 378">Article 113</p> <p data-bbox="810 434 1390 766">The Company shall establish a mechanism for special meetings composed entirely of independent directors. Matters reviewed by the board of directors regarding related-party transactions and other matters shall be subject to prior approval by the special meeting of independent directors. The Company shall hold a special meeting of independent directors on a regular or irregular basis.</p> <p data-bbox="810 821 1390 1064">Matters listed in Items (i) to (iii) of the first paragraph of Article 111 and Article 112 under the Articles of Association shall be considered at a special meeting of independent directors. The special meeting of independent directors may examine and discuss other matters of the Company as needed.</p> <p data-bbox="810 1119 1390 1451">Special meeting of independent directors shall be convened and presided over by an independent director jointly elected by majority of the independent directors; in the event that the convener fails to or is unable to perform his duties, two or more independent directors may convene and elect a representative to preside over the meeting on their own.</p> <p data-bbox="810 1506 1390 1749">Minutes shall be prepared for special meetings of independent directors in accordance with the relevant requirements, and the opinions of independent directors shall be clearly recorded in the minutes. Independent directors shall sign to confirm the minutes.</p> <p data-bbox="810 1804 1390 1919">The Company shall facilitate and support the convening of special meeting of independent directors.</p> |

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| <p>Article 134</p> <p>The Company shall have a board of directors, consisting of 10 directors, and shall have one chairman and one vice chairman. The independent directors shall account for at least one third of the number of directors, and at least one of them shall major in accounting.</p> <p>Independent directors may directly report to the shareholders' meeting, the China Security Regulatory Commission and other competent regulatory authorities.</p> | <p>Article 116</p> <p>The Company shall have a board of directors, consisting of 11 directors, and shall have one chairman, one vice chairman and one employee representative director. The independent directors shall account for at least one third of the number of directors, and at least one of them shall major in accounting.</p> |
| <p>Article 135</p> <p>The board of directors shall be accountable to the shareholders' meeting, and shall exercise the following powers:</p> <p>.....</p> <p>(iv) to formulate the Company's plans for annual financial budgets and final accounts;</p> <p>(v) to formulate the Company's profit distribution plans and plans to cover losses;</p> <p>(vi) to formulate the plans for the increase or reduction of the Company's registered capital and for the issuance of the Company's bonds or other securities as well as the listing plans;</p> | <p>Article 117</p> <p>The board of directors shall be accountable to the shareholders' meeting, and shall exercise the following powers:</p> <p>.....</p> <p>(iv) to formulate the Company's profit distribution plans and plans to cover losses;</p> <p>(v) to formulate the plans for the increase or reduction of the Company's registered capital and for the issuance of the Company's bonds or other securities as well as the listing plans;</p> <p>(vi) to draft the plans for major acquisition, purchase of the shares of the Company, merger, division, dissolution or change of the corporate form of the Company;</p> |

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| <p>(vii) to draft the plans for major acquisition, purchase of the shares of the Company, merger, division, dissolution or change of the corporate form of the Company;</p> <p>(viii) to determine, to the extent authorized by the shareholders' meeting, on such matters as the external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted financing and related transactions and external donation of the Company;</p> <p>.....</p> <p>(x) to appoint or remove the Company's president, and, according to the nomination of the president, to appoint or remove the vice president, financial controller and other senior management officers and decide on their remuneration;</p> <p>.....</p> <p>(xv) to exercise any other powers granted by the laws, regulations, the listing rules of the stock exchange at the place where the shares of the company are listed, the shareholders' meeting and the articles of association.</p> <p>Other than the board of directors' resolutions in respect of the matters specified in Items (vi), (vii) and (xii) of this article which shall be passed by the affirmative votes of more than two-thirds of all directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative votes of a majority of all the directors. The board of directors shall perform duties in accordance with the laws, administrative regulations, the listing rules of the place where the shares of the company are listed, the Articles of Association and the resolutions of the shareholders' meeting.</p> | <p>(vii) to acquire shares of the Company</p> <p>(viii) to determine, to the extent authorized by the shareholders' meeting, on such matters as the external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted financing and related transactions and external donation of the Company;</p> <p>.....</p> <p>(x) to appoint or remove the Company's president and the secretary of the board of directors, and deciding on their remuneration and rewards and punishments. According to the nomination of the president, to appoint or remove the vice president, financial controller and other senior management officers and decide on their remuneration and rewards and punishments;</p> <p>.....</p> <p>(xv) listen to the work report of the Company's president and inspect the president's work;</p> <p>(xvi) to exercise any other powers granted by the laws, regulations, the listing rules of the stock exchange at the place where the shares of the company are listed, the shareholders' meeting and the articles of association.</p> <p>Other than the board of directors' resolutions in respect of the matters specified in Items (vi), (vii), (viii) and (xii) of this article which shall be passed by the affirmative votes of more than two-thirds of all directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative votes of a majority of all the directors. The board of directors shall perform duties in accordance with the laws, administrative regulations, the listing rules of the place where the shares of the company are listed, the Articles of Association and the resolutions of the shareholders' meeting.</p> <p>Matters beyond the authorized scope of the shareholders' general meeting shall be submitted for consideration and approval by the shareholders' general meeting.</p> |

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| <p>Article 141</p> <p>The following related transactions shall be submitted to the board of directors for consideration and approval, and timely disclosed:</p> <p>(i) any related transaction between the Company and the related person amounting to more than RMB300,000;</p> <p>(ii) any related transaction between the Company and the related legal person amounting to more than RMB3 million, accounting for more than 0.5% of the absolute value of the latest audited net assets of the Company;</p> | <p>Article 123</p> <p>The following related transactions shall be submitted to the board of directors for consideration and approval, and timely disclosed:</p> <p>Any related transaction between the Company and the related person amounting to over RMB300,000;</p> <p>Any related transaction between the Company and the related legal person amounting to more than RMB3 million, accounting to over 0.5% of the absolute value of the latest audited net assets of the Company;</p> |
| <p>Article 142</p> <p>At the time of disposal of the fixed assets, the board of directors shall not, without the approval of shareholders' meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the fixed assets to be disposed of, and the value derived from the fixed assets which have been disposed of within four months immediately preceding the proposed disposition, exceeds 33% of the value of the fixed assets as shown in the latest balance sheet which was considered by the shareholders' meeting.</p> <p>.....</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 143</p> <p>.....</p> <p>The vice chairman of the board of directors shall assist works of the chairman. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman shall perform such duties; if the vice chairman of the board of directors is unable or fails to perform his duties, a director elected by more than half of the directors shall perform such duties.</p> | <p>Article 124</p> <p>.....</p> <p>The vice chairman of the board of directors shall assist works of the chairman. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman shall perform such duties; if the vice chairman of the board of directors is unable or fails to perform his duties, a director elected by a majority of the directors shall perform such duties.</p> |

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| <p>Article 144</p> <p>.....</p> <p>An interim meeting of the board of directors may be convened under any of the following circumstances:</p> <p>.....</p> <p>(iii) the board of supervisors proposes to hold such meeting;</p> <p>(iv) the chairman of the board of directors considers necessary to hold such meeting;</p> <p>(v) more than one half of independent directors propose to hold such meeting;</p> <p>(vi) the president proposes to hold such meeting.</p> <p>The chairman of the board of directors shall convene and preside over the meetings of the board of directors within ten days of receipt of the proposal.</p> | <p>Article 125</p> <p>.....</p> <p>An interim meeting of the board of directors may be convened under any of the following circumstances:</p> <p>.....</p> <p>(iii) the audit committee proposes to hold such meeting;</p> <p>(iv) more than one half of independent directors propose to hold such meeting;</p> <p>The chairman of the board of directors shall convene and preside over the meetings of the board of directors within ten days of receipt of the proposal.</p> |
| <p>Article 147</p> <p>Each director shall have one vote. Any resolutions of the board of directors must be subject to adoption by a majority of all directors unless otherwise specified herein. Where there is an equality of votes both for and against a resolution, the chairman of the board of directors shall have another casting vote.</p> | <p>Article 128</p> <p>Each director shall have one vote. Any resolutions of the board of directors must be subject to adoption by a majority of all directors unless otherwise specified herein.</p> |

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| <p>Article 151</p> <p>The board of directors shall have the audit committee, the strategy committee, the remuneration committee, the nomination committee and sustainable development committee, and formulate corresponding implementation rules to specify the main duties, decision procedures and rules of procedures of each special committee. The board of directors shall be responsible for amendment and interpretation of the implementation rules of each special committee.</p> <p>.....</p> | <p>Article 132</p> <p>The board of directors of the Company shall establish an audit committee to exercise the duties of the board of supervisor as stipulated in the Company Law.</p> |
| | <p>(The article shall be added in its entirety)</p> <p>Article 133</p> <p>The audit committee consists of three non-executive directors who do not hold senior management positions in the Company, of which at least two are independent directors, with the accounting professionals among the independent directors serving as the convener.</p> |

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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 348 932 378">Article 134</p> <p data-bbox="810 434 1390 761">The audit committee shall be responsible for reviewing the Company’s financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the board of directors for consideration after the approval by a majority of all members of the audit committee:</p> <ul style="list-style-type: none"> <li data-bbox="810 817 1390 932">(i) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports; <li data-bbox="810 987 1390 1102">(ii) appointment or dismissal of the accounting firm that undertake the Company’s auditing business; <li data-bbox="810 1157 1390 1238">(iii) appointment or dismissal of the listed company’s chief financial officer; <li data-bbox="810 1293 1390 1451">(iv) changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards; <li data-bbox="810 1506 1390 1706">(v) other matters as provided by laws, administrative regulations, the CRSC, the listing rules of the places where the shares of the Company are listed and the Articles of Association. |

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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 348 932 378">Article 135</p> <p data-bbox="810 434 1390 680">The audit committee shall hold at least one meeting every quarter, and may hold an extraordinary meeting when two or more members propose, or when the convener deems it necessary. The quorum of the meeting of the audit committee shall be more than two-thirds of the members are present.</p> <p data-bbox="810 736 1390 851">Decisions made by the audit committee shall be approved by more than half of the members of the audit committee.</p> <p data-bbox="810 906 1390 978">The voting on the resolution of the audit committee shall be one person, one vote.</p> <p data-bbox="810 1034 1390 1191">The audit committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the audit committee attending the meeting shall sign on the meeting minutes.</p> <p data-bbox="810 1247 1390 1361">The board of directors shall be responsible for formulating the working procedures of the audit committee.</p> |

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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 348 932 378">Article 136</p> <p data-bbox="810 434 1390 808">The board of directors shall have the strategic committee, remuneration and appraisal committee, nomination committee and sustainable development committee, and formulate corresponding implementation rules to specify the main duties, decision procedures and rules of procedures of each special committee. The board of directors shall be responsible for amendment and interpretation of the implementation rules of each special committee.</p> <p data-bbox="810 863 1390 1064">All members of the special committees shall be directors, with independent directors constituting a majority in the nomination committee and the remuneration and appraisal committee and serving as conveners.</p> |

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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 348 932 378">Article 137</p> <p data-bbox="810 434 1396 723">The nomination committee shall be responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for office, and making recommendations to the board of directors on the following matters:</p> <ul style="list-style-type: none"> <li data-bbox="810 778 1267 808">(i) nominating or removing directors; <li data-bbox="810 863 1385 893">(ii) appointing or dismissing senior management; <li data-bbox="810 949 1396 1149">(iii) other matters as provided by laws, administrative regulations, the CRSC, the listing rules of the places where the shares of the Company are listed and the Articles of Association. <p data-bbox="810 1204 1396 1451">If the board of directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinion of the nomination committee and the specific reasons for not adopting in the resolution of the board of directors and disclose the same.</p> |

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| | <p>(The article shall be added in its entirety)</p> <p>Article 138</p> <p>The remuneration and appraisal committee shall be responsible for formulating the evaluation criteria for directors and senior management and conducting the evaluation, preparing and reviewing the remuneration policies and programs for directors and senior management such as the mechanism for determining the remuneration of directors and senior management, the decision-making process, and the arrangements for the payment and stoppage of recourse, and making recommendations to the board of directors on the following matters:</p> <ul style="list-style-type: none"> (i) the remuneration of directors and senior management; (ii) formulating or changing the share incentive scheme and employee share ownership scheme, granting of rights and benefits to the targets of the incentives and fulfillment of the conditions for exercising the rights and benefits; (iii) arranging share ownership schemes for directors and senior management in the subsidiaries proposed to be spun off; (iii) other matters as provided by laws, administrative regulations, the CRSC, the listing rules of the places where the shares of the Company are listed and the Articles of Association. <p>If the board of directors does not adopt or does not fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinion of the remuneration and appraisal committee and the specific reasons for not adopting in the resolution of the board of directors and disclose the same.</p> |

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| | <p data-bbox="810 266 1262 295">(The article shall be added in its entirety)</p> <p data-bbox="810 351 932 380">Article 139</p> <p data-bbox="810 438 1394 851">The strategic committee under the board of directors shall be primarily responsible for formulating the Company’s medium and long-term strategic objectives and development plans, reviewing the medium and long-term strategic objectives and development plans for each business segment and management segment, overseeing the implementation of corporate strategy, reporting its work to the board of directors, and being accountable to the board of directors.</p> |
| | <p data-bbox="810 883 1262 912">(The article shall be added in its entirety)</p> <p data-bbox="810 968 932 998">Article 140</p> <p data-bbox="810 1055 1394 1340">The sustainable development committee under the board of directors shall be primarily responsible for formulating the Company’s sustainability goals and development plans, supervising the operation of sustainability systems across all business segments, and providing recommendations and solutions to enhance the Company’s sustainability performance.</p> |

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| <p>Article 156</p> <p>The Company shall have one president, who shall be appointed or dismissed by the board of directors.</p> <p>The Company shall have several vice presidents, who shall be appointed or dismissed by the board of directors. The board of directors may decide on the issue that a member of the board of directors may serve as the president concurrently. The term of office of the president shall be three years, renewable upon re-appointment.</p> <p>The provisions of Article 127 hereof concerning the loyalty obligations of directors and Items (iv) through (vi) of Article 128 hereof concerning the due diligence obligation of directors, shall also apply to the president and other senior management officers</p> <p>Any persons working in the controlling shareholder or actual controller of the Company other than as a director shall not serve as senior management officers of the Company.</p> <p>A senior management officer shall only receive remuneration from the Company instead of being paid by the controlling shareholder.</p> | <p>Article 145</p> <p>The Company shall have one president, whose appointment and dismissal shall be decided by the board of directors.</p> <p>The Company shall have several vice presidents, whose appointment and dismissal shall be decided by the board of directors. The board of directors may decide on the issue that a member of the board of directors may serve as the president concurrently. The term of office of the president shall be three years, renewable upon re-appointment.</p> <p>The provisions of the Articles of Association hereof concerning the loyalty obligations of directors and the due diligence obligation of directors, shall also apply to the president and other senior management officers.</p> <p>Any persons working in the controlling shareholder or actual controller of the Company other than as a director or supervisor shall not serve as senior management officers of the Company.</p> <p>A senior management officer shall only receive remuneration from the Company instead of being paid by the controlling shareholder.</p> |

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| <p>Article 160</p> <p>The president shall formulate working rules of the president, which shall be implemented after being approved by the board of directors, including:</p> <p>.....</p> <p>(iii) use of funds and assets of the Company, scope of authorization to enter into significant contracts and policies regarding reporting to the board of directors and the board of supervisors;</p> <p>(iv) other matters which the board of directors deems necessary.</p> | <p>Article 149</p> <p>The president shall formulate working rules of the president, which shall be implemented after being approved by the board of directors, including:</p> <p>.....</p> <p>(iii) use of funds and assets of the Company, scope of authorization to enter into significant contracts and policies regarding reporting to the board of directors;</p> <p>(iv) other matters which the board of directors deems necessary.</p> |
| <p>Article 161</p> <p>The president may resign before expiration of his term of office. The specific procedures and methods for the resignation of the president shall be specified in the employment contract between the president and the Company.</p> | <p>Article 161</p> <p>The president may resign before expiration of his term of office. The specific procedures and methods for the resignation of the president shall be specified in the employment contract between the president and the Company.</p> |
| Chapter 14 Board of Supervisors | (The chapter shall be deleted in its entirety) |
| <p>Chapter 15</p> <p>Qualifications and Duties of Directors, Supervisors, President and Other Senior Management Officers of the Company</p> | <p>Chapter 13</p> <p>Qualifications and Duties of Directors, President and Other Senior Management Officers of the Company</p> |

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| <p>Article 176</p> <p>No one shall be a director, supervisor, president or other senior management officer of the Company if falling under any of the following circumstances:</p> <p>(i) being without civil capacity or having limited civil capacity;</p> <p>(ii) having been penalized or sentenced due to an offence of corruption, bribery, encroachment on property, misappropriation of property or disruption of the socialist market economy order, or having been deprived of political rights due to the committing of any crime, and in each case, five years not having elapsed since the completion of the relevant penalty, sentence or deprivation;</p> <p>(iii) having been a director, factory director or manager of a company or enterprise which had been bankrupt and liquidated due to improper operation and management whereby such person was personally liable for the bankruptcy of such company or enterprise, and three years not having elapsed since the date of completion of the liquidation of the company or enterprise;</p> <p>(iv) having been the legal representative of a company or enterprise whose business license was revoked due to violation of laws whereby such person was personally liable, and three years not having elapsed since the date of revocation of the business license of the company or enterprise;</p> <p>(v) being a debtor personally liable for a relatively large debt which has not been paid as it fell due;</p> | <p>Article 153</p> <p>No one shall be a director, president or other senior management officer of the Company if falling under any of the following circumstances:</p> <p>(i) being without civil capacity or having limited civil capacity;</p> <p>(ii) having been penalized or sentenced due to an offence of corruption, bribery, encroachment on property, misappropriation of property or disruption of the socialist market economy order, five years not having elapsed since the completion of the relevant penalty, sentence or deprivation, or less than two years since the date of the completion of the probation period in case of a suspended sentence;</p> <p>(iii) having been a director, factory director or manager of a company or enterprise which had been bankrupt and liquidated whereby such person was personally liable for the bankruptcy of such company or enterprise, and three years not having elapsed since the date of completion of the liquidation of the company or enterprise;</p> <p>(iv) having been the legal representative of a company or enterprise whose business license was revoked due to violation of laws whereby such person was personally liable, and three years not having elapsed since the date of revocation of the business license of the company or enterprise ordered to close down;</p> <p>(v) being a debtor who has been listed as a dishonest debtor by the People's Court due to him being personally liable for a relatively large debt which has not been paid as it fell due;</p> |

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| <p>(vi) having been subject to an investigation by judicial authorities for criminal offences, and such investigation not having come to an end;</p> <p>(vii) being banned from being leaders of enterprises by laws and regulations;</p> <p>(viii) being a non-natural person;</p> <p>(ix) having been adjudged by the relevant competent authorities of violations of relevant securities laws which involves fraud or dishonesty, and five years not having elapsed since the date of the judgment;</p> <p>(x) the circumstances specified by the listing rules or relevant laws and regulations of the place where the shares of the Company are listed.</p> <p>Any election, appointment or employment by the Company of any directors, supervisors or senior management officers in violation of the preceding paragraph shall be invalid.</p> <p>Any director, supervisor or senior management officer who falls under the circumstances as set out in Paragraph (i) of this Article shall be removed from office by the Company.</p> | <p>(vii) being subject to the securities market access prohibition measures imposed by the CSRC prohibiting from acting as a director and senior management of a listed company for a period which has not yet expired;</p> <p>(vii) being publicly identified by the stock exchange as being unsuitable to serve as directors or senior management of listed companies for a period which has not yet expired;</p> <p>(viii) the circumstances specified by the listing rules or relevant laws and regulations of the place where the shares of the Company are listed.</p> <p>Any election, appointment or employment by the Company of any directors or senior management officers in violation of the preceding paragraph shall be invalid.</p> <p>Any director or senior management officer who falls under the circumstances as set out in Paragraph (i) of this Article shall be removed from office by the Company.</p> |
| <p>Article 178</p> <p>In addition to the obligations imposed by laws, administrative regulations or the listing rules of the securities exchange on which the shares of the Company are listed, each of the Company's directors, supervisors, president and other senior management officers shall have the following obligations to each shareholder, in the exercise their powers conferred by the Company:</p> <p>.....</p> | <p>Article 155</p> <p>In addition to the obligations imposed by laws, administrative regulations or the listing rules of the securities exchange on which the shares of the Company are listed, each of the Company's directors, president and other senior management officers shall have the following obligations to each shareholder, in the exercise their powers conferred by the Company:</p> <p>.....</p> |

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| <p>Article 179</p> <p>Each of the Company’s directors, supervisors, president and other senior management officers shall be obligated, in the exercise of his powers or performance of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise under similar circumstances.</p> | <p>Article 156</p> <p>Each of the Company’s directors, president and other senior management officers shall be obligated, in the exercise of his powers or performance of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise under similar circumstances.</p> |
| <p>Article 180</p> <p>Each of the Company’s directors, supervisors, president and other senior management officers shall perform his duties in accordance with fiduciary principles; and shall not put himself in a position where his duty and his interest may conflict. These principles include (without limitation):</p> <p>.....</p> <p>(xii) not to divulge the confidential information relating to the Company received during his term of office, unless approved by the shareholders’ meeting with full knowledge; and not to use such information unless for the purpose of the Company’s interests; however, to be allowed to disclose such information to a court or other governmental authorities under the following circumstances:</p> <ol style="list-style-type: none"> 1. as prescribed by law; 2. as required for the purpose of public interest; 3. as required for the purpose of such director’s, supervisor’s, president’s and other senior management officers’ own interests. | <p>Article 157</p> <p>Each of the Company’s directors, president and other senior management officers shall perform his duties in accordance with fiduciary principles; and shall not put himself in a position where his duty and his interest may conflict. These principles include (without limitation):</p> <p>.....</p> <p>(xii) not to divulge the confidential information relating to the Company received during his term of office, unless approved by the shareholders’ meeting with full knowledge; and not to use such information unless for the purpose of the Company’s interests; however, to be allowed to disclose such information to a court or other governmental authorities under the following circumstances:</p> <ol style="list-style-type: none"> 1. as prescribed by law; 2. as required for the purpose of public interest; 3. as required for the purpose of such director’s, president’s and other senior management officers’ own interests. |

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| <p>Article 181</p> <p>Directors, supervisors, president and other senior management officers of the Company shall not direct the following persons or organizations (“Relevant Persons”) to engage in activities prohibited for directors, supervisors, president and other senior management officers of the Company:</p> <p>(i) spouses or underage children of directors, supervisors, president and other senior management officers of the Company;</p> <p>(ii) trustors of directors, supervisors, president and other senior management officers of the Company or of such persons as described in Item (i) of this Article;</p> <p>(iii) partners of directors, supervisors, president and other senior management officers of the Company or of such persons as described in Item (i) or (ii) of this Article;</p> <p>(iv) company which a director, supervisor, president and any other senior management officer of the Company has de facto single control over or joint control over with such persons as described in Item (i), (ii), (iii) or</p> <p>(v) Directors, supervisors, president and other senior management officers of the controlled company referred to in Item (iv) of this Article.</p> | <p>Article 158</p> <p>Directors, president and other senior management officers of the Company shall not direct the following persons or organizations (“Relevant Persons”) to engage in activities prohibited for directors, president and other senior management officers of the Company:</p> <p>(i) spouses or underage children of directors, president and other senior management officers of the Company;</p> <p>(ii) trustors of directors, president and other senior management officers of the Company or of such persons as described in Item (i) of this Article;</p> <p>(iii) partners of directors, president and other senior management officers of the Company or of such persons as described in Item (i) or (ii) of this Article;</p> <p>(iv) company which a director, president and any other senior management officer of the Company has de facto single control over or joint control over with such persons as described in Item (i), (ii), (iii) or</p> <p>(v) Directors, president and other senior management officers of the controlled company referred to in Item (iv) of this Article.</p> |

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| <p>Article 182</p> <p>The fiduciary duty of a director, supervisor, president and any other senior management officer of the Company may not necessarily cease upon the conclusion of his term of office, their obligations to keep confidential the business secrets of the Company shall survive since the conclusion of his term of office. The duration of the other obligations and duties shall be determined in accordance with the principle of fairness, depending upon the time of length between the occurrence of the relevant event and the time when he leaves the office, and the situation and the circumstances and terms under which his relationship with the Company is ended.</p> | <p>Article 159</p> <p>The fiduciary duty of a director, president and any other senior management officer of the Company may not necessarily cease upon the conclusion of his term of office, their obligations to keep confidential the business secrets of the Company shall survive since the conclusion of his term of office. The duration of the other obligations and duties shall be determined in accordance with the principle of fairness, depending upon the time of length between the occurrence of the relevant event and the time when he leaves the office, and the situation and the circumstances and terms under which his relationship with the Company is ended.</p> |
| <p>Article 183</p> <p>The shareholders' meeting with full knowledge of the relevant circumstances may relieve the liability of a director, supervisor, president and any other senior management officer of the Company as a result of his violation of any specific duty, subject to the circumstances as set out in Article 58 of the Articles of Association.</p> | <p>Article 160</p> <p>The shareholders' meeting with full knowledge of the relevant circumstances may relieve the liability of a director, president and any other senior management officer of the Company as a result of his violation of any specific duty.</p> |

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| <p>Article 184</p> <p>A Director, supervisor, president and any other senior management officer of the Company who directly or indirectly has material interests in any contracts, transactions, or arrangements that are being planned or have already been concluded by the Company (except for the employment contracts between the directors, supervisors, president and other senior management officers and the Company), shall, as soon as possible, disclose to the board of directors the nature and extent of his interests, regardless of whether or not the relevant matters require the approval of the board of directors under the circumstances.</p> <p>Any director who has related party relationship with the enterprise involved by the matters subject to resolution at the meeting of the board of directors shall not exercise the voting right on such resolution, nor exercise the voting right on behalf of another director and shall withdraw from voting. Such meeting of the board of directors may be held only if a majority of the directors without related party relationship are present at the meeting, and the resolutions of the meeting of the board of directors shall be approved by a majority of the directors without related party relationship. If the number of the directors without related party relationship present at the meeting is less than three, such matters shall be submitted to the shareholders' meeting of the listed company for consideration.</p> <p>.....</p> <p>Unless the interested directors, supervisors, president and other senior management officers of the Company have made such disclosure to the board of directors as required by the first paragraph of this Article, and the relevant matter has been approved by the board of directors at the meeting of the board of directors where such directors, supervisors, president or other senior management officers have not been counted as part of the quorum and voted thereat, the Company shall be entitled to cancel such contracts, transactions, or arrangements, except for any other party which is a bona fide party without knowledge of the violation of duties on the part of such directors, supervisors, president and other senior management officers.</p> | <p>Article 161</p> <p>A Director, president and any other senior management officer of the Company who directly or indirectly has material interests in any contracts, transactions, or arrangements that are being planned or have already been concluded by the Company (except for the employment contracts between the directors, president and other senior management officers and the Company), shall, as soon as possible, disclose to the board of directors the nature and extent of his interests, regardless of whether or not the relevant matters require the approval of the board of directors under the circumstances.</p> <p>Any director who has related party relationship with the enterprise involved by the matters subject to resolution at the meeting of the board of directors shall not exercise the voting right on such resolution, nor exercise the voting right on behalf of another director and shall withdraw from voting. Such meeting of the board of directors may be held only if a majority of the directors without related party relationship are present at the meeting, and the resolutions of the meeting of the board of directors shall be approved by a majority of the directors without related party relationship. If the number of the directors without related party relationship present at the meeting is less than three, such matters shall be submitted to the shareholders' meeting of the listed company for consideration.</p> <p>.....</p> <p>Unless the interested directors, president and other senior management officers of the Company have made such disclosure to the board of directors as required by the first paragraph of this Article, and the relevant matter has been approved by the board of directors at the meeting of the board of directors where such directors, supervisors, president or other senior management officers have not been counted as part of the quorum and voted thereat, the Company shall be entitled to cancel such contracts, transactions, or arrangements, except for any other party which is a bona fide party without knowledge of the violation of duties on the part of such directors, president and other senior management officers.</p> |

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| Where the Relevant Persons or associates of the directors, supervisors , president and other senior management officers of the Company have interests in certain contracts, transactions or arrangements, such directors, supervisors , president and other senior management officers shall also be deemed to be interested. | Where the Relevant Persons or associates of the directors, president and other senior management officers of the Company have interests in certain contracts, transactions or arrangements, such directors, president and other senior management officers shall also be deemed to be interested. |
| <p>Article 185</p> <p>If, prior to the Company's initial consideration of relevant contracts, transactions, or arrangements, a director, supervisor, president and any other senior management officer of the Company has delivered a written notice to the board of directors, which contains the statement that he has interests in the contracts, transactions, or arrangements to be entered into by the Company in the future due to the contents specified in the notice, such director, supervisor, president and other senior management officer shall be deemed to have made the disclosure stipulated by the preceding Article in respect of the statement contained in the notice.</p> | <p>Article 162</p> <p>If, prior to the Company's initial consideration of relevant contracts, transactions, or arrangements, a director, president and any other senior management officer of the Company has delivered a written notice to the board of directors, which contains the statement that he has interests in the contracts, transactions, or arrangements to be entered into by the Company in the future due to the contents specified in the notice, such director, president and other senior management officer shall be deemed to have made the disclosure stipulated by the preceding Article in respect of the statement contained in the notice.</p> |
| <p>Article 186</p> <p>The Company shall not, in any manner, pay taxes for its directors, supervisors, president and other senior management officers.</p> | <p>Article 163</p> <p>The Company shall not, in any manner, pay taxes for its directors, president and other senior management officers.</p> |

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| <p>Article 187</p> <p>The Company shall not, directly or indirectly, make a loan to or provide a loan guarantee to any director, supervisor, president and other senior management officer of the Company and of the Company's parent company or any of the Relevant Persons of the foregoing.</p> <p>The preceding provision shall not apply to the following circumstances:</p> <p>(i) the provision by the Company of a loan or loan guarantee to its subsidiaries;</p> <p>(ii) the provision by the Company of a loan or loan guarantee or any other funds available to any of its directors, supervisors, president and other senior management officers to meet expenditures incurred or to be incurred by him for the purpose of the Company or for the purpose of enabling him to perform his duties in accordance with the employment contract approved by the shareholders' meeting; and</p> <p>(iii) if the ordinary course of the business of the Company includes the provision of a loan or loan guarantee, the Company may provide a loan or loan guarantee to the relevant directors, supervisors, president and other senior management officers and the Relevant Persons thereof, provided that they are on normal commercial terms.</p> | <p>Article 164</p> <p>The Company shall not, directly or indirectly, make a loan to or provide a loan guarantee to any director, president and other senior management officer of the Company and of the Company's parent company or any of the Relevant Persons of the foregoing.</p> <p>The preceding provision shall not apply to the following circumstances:</p> <p>(i) the provision by the Company of a loan or loan guarantee to its subsidiaries;</p> <p>(ii) the provision by the Company of a loan or loan guarantee or any other funds available to any of its directors, president and other senior management officers to meet expenditures incurred or to be incurred by him for the purpose of the Company or for the purpose of enabling him to perform his duties in accordance with the employment contract approved by the shareholders' meeting; and</p> <p>(iii) if the ordinary course of the business of the Company includes the provision of a loan or loan guarantee, the Company may provide a loan or loan guarantee to the relevant directors, president and other senior management officers and the Relevant Persons thereof, provided that they are on normal commercial terms.</p> |

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| <p data-bbox="204 263 320 293">Article 189</p> <p data-bbox="204 348 785 506">The loan guarantee which has been provided by the Company in breach of the preceding Article 187 (i) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p data-bbox="204 561 785 851">(i) the guarantee was provided in connection with a loan which was made to a Relevant Person of any of the directors, supervisors, president and other senior management officers of the Company or the Company's parent company and the lender of such funds did not know of the relevant circumstances at the time of the loan;</p> <p data-bbox="204 906 785 1021">(ii) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p> | <p data-bbox="813 263 930 293">Article 166</p> <p data-bbox="813 348 1394 506">The loan guarantee which has been provided by the Company in breach of the preceding Article 164 (i) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p data-bbox="813 561 1394 851">(i) the guarantee was provided in connection with a loan which was made to a Relevant Person of any of the directors, president and other senior management officers of the Company or the Company's parent company and the lender of such funds did not know of the relevant circumstances at the time of the loan;</p> <p data-bbox="813 906 1394 1021">(ii) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p> |

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| <p>Article 191</p> <p>When a director, supervisor, president and other senior management officer of the Company breaches the duties which he owes to the Company, in addition to any rights and remedies provided by laws, administrative regulations and the listing rules of the place where the shares of the Company are listed, the Company shall be entitled:</p> <p>(i) to demand relevant director, supervisor, president and other senior management officer to compensate for the losses sustained by it as a result of such breach of duty;</p> <p>(ii) to rescind any contract or transaction entered into between the Company and relevant director, supervisor, president and other senior management officer and between the Company and a third party (where such party knew or should have known that such director, supervisor, president and other senior management officer representing the Company has been in breach of his duty owed to the Company);</p> <p>(iii) to demand relevant director, supervisor, president and other senior management officer to deliver the proceeds as result of the breach of his duty;</p> <p>(iv) to recover any money which shall have been received by the Company but were received by relevant director, supervisor, president and other senior management officer instead, including (without limitation) any commissions;</p> <p>(v) to demand repayment of any interests earned or which may have been earned by relevant director, supervisor, president and other senior management officer on moneys which shall have been received by the Company.</p> | <p>Article 168</p> <p>When a director, president and other senior management officer of the Company breaches the duties which he owes to the Company, in addition to any rights and remedies provided by laws, administrative regulations and the listing rules of the place where the shares of the Company are listed, the Company shall be entitled:</p> <p>(i) to demand relevant director, president and other senior management officer to compensate for the losses sustained by it as a result of such breach of duty;</p> <p>(ii) to rescind any contract or transaction entered into between the Company and relevant director, president and other senior management officer and between the Company and a third party (where such party knew or should have known that such director, president and other senior management officer representing the Company has been in breach of his duty owed to the Company);</p> <p>(iii) to demand relevant director, president and other senior management officer to deliver the proceeds as result of the breach of his duty;</p> <p>(iv) to recover any money which shall have been received by the Company but were received by relevant director, president and other senior management officer instead, including (without limitation) any commissions;</p> <p>(v) to demand repayment of any interests earned or which may have been earned by relevant director, president and other senior management officer on moneys which shall have been received by the Company.</p> |

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| <p>Article 192</p> <p>The Company shall enter into a written contract with each director, supervisor and senior management officer, at least including the following provisions:</p> <p>(i) the director, supervisor or senior management officer shall undertake to the Company, to comply with the Company Law, the Special Regulations, the Articles of Association and the Codes on Takeovers and Mergers and the Codes on Share Repurchases (as amended from time to time) approved by the Securities and Futures Commission and other regulations of the Hong Kong Stock Exchange, and agree that the Company will be entitled to the remedies as specified in the Articles of Association, and such contract and his position shall not be transferred;</p> <p>(ii) the director, supervisor or senior management officer shall undertake to the company representing each shareholder, to comply with and perform the duties that he shall perform to the shareholders as required by the Articles of Association;</p> <p>(iii) the arbitration provisions as specified in Article 246 hereof.</p> | <p>Article 169</p> <p>The Company shall enter into a written contract with each director, and senior management officer, at least including the following provisions:</p> <p>(i) the director, supervisor or senior management officer shall undertake to the Company, to comply with the Company Law, the Special Regulations, the Articles of Association and the Codes on Takeovers, Mergers and Share Repurchases (as amended from time to time) approved by the Securities and Futures Commission and other regulations of the Hong Kong Stock Exchange, and agree that the Company will be entitled to the remedies as specified in the Articles of Association, and such contract and his position shall not be transferred;</p> <p>(ii) the director or senior management officer shall undertake to the company representing each shareholder, to comply with and perform the duties that he shall perform to the shareholders as required by the Articles of Association;</p> |

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| <p>Article 193</p> <p>The Company shall, with the prior approval of the shareholders' meeting, enter into a written contract with any director or supervisor in respect of his remuneration. The aforesaid remuneration may include:</p> <p>(i) remuneration in respect of his service as director, supervisor or senior management officer of the Company;</p> <p>.....</p> <p>(iv) payment by way of compensation for loss of office or for or in connection with the retirement of such director or supervisor from office.</p> <p>No proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to any contract described above.</p> | <p>Article 170</p> <p>The Company shall, with the prior approval of the shareholders' meeting, enter into a written contract with any director in respect of his remuneration. The aforesaid remuneration may include:</p> <p>(i) remuneration in respect of his service as director, or senior management officer of the Company;</p> <p>.....</p> <p>((iv) payment by way of compensation for loss of office or for or in connection with the retirement of such director from office.</p> <p>No proceedings may be brought by a director against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to any contract described above.</p> |

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| <p>Article 194</p> <p>Any contracts for remuneration between the Company and its directors or supervisors shall provide that in the event that the Company is to be acquired by others, the Company's directors and supervisors shall, subject to the prior approval of the shareholders' meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement.</p> <p>For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following:</p> <p>(i) an acquisition offer made by any person to all the shareholders; or</p> <p>(ii) an acquisition offer made by any person with a view to enable the offeror to become a "controlling shareholder", which has the same meaning as that prescribed in Article 59 of the Articles of Association.</p> <p>If the relevant director or supervisor does not comply with this article, any sum so received by him shall belong to those persons who have sold their shares as a result of acceptance such offer. The expenses incurred for distributing such sum on a pro rata basis amongst such persons shall be borne by such director or supervisor and shall not be paid out of such sum.</p> | <p>Article 171</p> <p>Any contracts for remuneration between the Company and its directors shall provide that in the event that the Company is to be acquired by others, the Company's directors shall, subject to the prior approval of the shareholders' meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement.</p> <p>For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following:</p> <p>(i) an acquisition offer made by any person to all the shareholders; or</p> <p>(ii) an acquisition offer made by any person with a view to enable the offeror to become a "controlling shareholder".</p> <p>If the relevant director does not comply with this article, any sum so received by him shall belong to those persons who have sold their shares as a result of acceptance such offer. The expenses incurred for distributing such sum on a pro rata basis amongst such persons shall be borne by such director and shall not be paid out of such sum.</p> |

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| <p>Article 196</p> <p>The Company shall submit its annual financial and accounting reports to China Securities Regulatory Commission and stock exchanges within four months after the end of each accounting year; the semi-annual financial and accounting report to the agency of China Securities Regulatory Commission and stock exchanges within two months after the end of the first six months of each accounting year; as well as the quarterly financial and accounting report to the agency of China Securities Regulatory Commission and stock exchanges within one month after the end of the first three months and the first nine months of each accounting year, respectively.</p> <p>The aforementioned financial and accounting reports shall be prepared in accordance with relevant laws, administrative regulations and departmental rules.</p> | <p>Article 173</p> <p>The Company shall submit its annual financial and accounting reports to the agency of China Securities Regulatory Commission and stock exchanges of the place where the shares of the Company are listed within four months after the end of each accounting year; the semi-annual financial and accounting report to the agency of China Securities Regulatory Commission and stock exchanges within two months after the end of the first six months of each accounting year; as well as the quarterly financial and accounting report to the agency of China Securities Regulatory Commission and stock exchanges of the place where the shares of the Company are listed within one month after the end of the first three months and the first nine months of each accounting year, respectively.</p> <p>The aforementioned financial and accounting reports shall be prepared in accordance with relevant laws, administrative regulations and regulations of stock exchanges of the place where the shares of the Company are listed.</p> |
| <p>Article 197</p> <p>The board of directors of the Company shall present to the shareholders, at every annual shareholders' meeting, such financial reports as are required to be prepared by the Company in accordance with the relevant laws, administrative regulations, regulatory documents promulgated by local government and competent governmental authorities and the listing rules of the place where the shares of the Company are listed.</p> | <p>(The article shall be deleted in its entirety)</p> |

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| <p>Article 198</p> <p>The Company’s financial reports shall be maintained at the Company for shareholders’ inspection twenty days before the date of the annual shareholders’ meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>.....</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 199</p> <p>The financial statements of the Company shall, in addition to being prepared in accordance with accounting standards and regulations of China, be prepared in accordance with either international accounting standards, or those of the place outside the PRC where the shares of the Company are listed. If there is any material discrepancy between the financial statements prepared in accordance with the two accounting standards, such discrepancy shall be stated in the notes to financial statements. In distributing its after-tax profits for relevant accounting year, the lower of the after-tax profits presented in the aforesaid two financial statements shall prevail.</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 200</p> <p>Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with accounting standards and regulations of China, as well as either international accounting standards, or those of the place outside the PRC where the shares of the Company are listed.</p> | <p>(The article shall be deleted in its entirety)</p> |

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| <p>Article 202</p> <p>The Company shall not establish accounting book other than those required by law. No assets of the Company shall be deposited in any account opened in the name of any individual.</p> | <p>Article 175</p> <p>The Company shall not establish accounting book other than those required by law. No funds of the Company shall be deposited in any account opened in the name of any individual.</p> |
| <p>Article 203</p> <p>The capital reserve fund includes the following:</p> <p>(i) any premium from share issuance at the price higher than the par value of shares;</p> <p>(ii) any other income designated for the capital reserve fund as required by the competent finance authority under the State Council.</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 204</p> <p>The reserve funds of the Company shall be used to cover Company's losses, expand its production and operation, or be converted to the Company's increased capital. The reserve funds of the Company shall be used to:</p> <p>(i) cover losses, and the capital reserve funds shall not be used to cover losses.</p> <p>(ii) be converted into the increased capital. Where the statutory reserve fund is to be converted into capital by capitalization, the retained reserve fund may not fall below 25% of the registered capital of the Company before such conversion.</p> <p>(iii) expand production and operation of the Company.</p> | <p>Article 176</p> <p>The reserve funds of the Company shall be used to cover Company's losses, expand its production and operation, or be converted to the Company's increased registered capital. To cover the Company's losses, the voluntary reserve and statutory reserve fund shall be used first. If the losses cannot be fully covered thereafter, the capital reserve fund may be used in accordance with applicable regulations. When funds in the statutory reserve fund are converted into additional registered capital, the remaining portion of the fund shall not be less than 25% of the registered share capital of the Company before the capitalization.</p> |

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| <p>Article 205</p> <p>The board of directors, the board of supervisors and the shareholders' meeting shall fully consider the opinions of independent directors, external supervisors and small and medium shareholders in the process of decision-making and demonstration of the profit distribution policy of the Company.</p> <p>.....</p> <p>The Company generally makes profit distribution on an annual basis. If it is allowable under the conditions, the board of directors may propose that the Company make profit distribution for the interim period.</p> <p>3. Proportion of cash dividends: To the extent that the requirements for funds for the Company's normal production and operation are satisfied, the Company is profitable in the current year and the cumulative undistributed profits are positive, dividends may be distributed in cash. The profits distributed in cash each year shall not be less than 10% of distributable profits realized in the year.</p> <p>.....</p> | <p>Article 177</p> <p>The board of directors and the shareholders' meeting shall fully consider the opinions of independent directors and small and medium shareholders in the process of decision-making and demonstration of the profit distribution policy of the Company.</p> <p>.....</p> <p>The Company generally makes profit distribution on an annual basis. If it is allowable under the conditions, the board of directors may propose that the Company make profit distribution for the interim period.</p> <p>Where conditions for cash dividends are met, profit distribution shall be adopted through cash dividends. Where stock dividends are used for profit distribution, factors, including the Company's development stage, growth potential, dilution of net assets per share, and major capital expenditure arrangements, shall be taken into consideration.</p> <p>3. Proportion of cash dividends: To the extent that the requirements for funds for the Company's normal production and operation are satisfied, the Company is profitable in the current year and the cumulative undistributed profits are positive, dividends may be distributed in cash. The profits distributed in cash each year shall not be less than 10% of distributable profits realized in the year.</p> <p>.....</p> |

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| <p>4. The profits accumulatively distributed by the Company in cash over the last three years are not less than 30% of the annual average distributable profits realized in the last three years.</p> <p>.....</p> <p>(ii) The differentiated cash dividend policy of the Company:</p> <p>The board of directors of the Company shall take into comprehensive consideration such factors as the characteristics of the industry of the company, development stage, own operating model, profitability, and whether there are major capital expenditure arrangements. The board of directors shall distinguish the following conditions and propose a differentiated cash dividend policy in accordance with the procedures stipulated in the Articles of Association:</p> <p>1. If the Company is in the mature development stage and there are no major capital expenditure arrangements, when profit distribution is carried out, cash dividends shall be at least 80% in the profit distribution;</p> <p>2. If the Company is in the mature development stage and there are major capital expenditure arrangements, when profit distribution is carried out, cash dividends shall be at least 40% in the profit distribution;</p> <p>3. If the Company is in the growth development stage and there are major capital expenditure arrangements, when profit distribution is carried out, cash dividends shall be at least 20% in the profit distribution.</p> | <p>4. The profits accumulatively distributed by the Company in cash over the last three years are not less than 30% of the annual average distributable profits realized in the last three years. When considering the annual profit distribution plan at the annual general meetings of the Company, the conditions, proportion caps and amount caps of interim cash distribution for the coming year can also be considered and approved. The upper cap of interim profit distribution for the coming year as considered at the annual general meetings shall not exceed the net profit attributable to shareholders of the Company for the respective period. The board of directors shall formulate specific interim profit distribution plan based on the resolution of the shareholders' meeting upon fulfillment of profit distribution conditions.</p> <p>.....</p> <p>(ii) The differentiated cash dividend policy of the Company:</p> <p>The board of directors of the Company shall take into comprehensive consideration such factors as the characteristics of the industry of the company, development stage, own operating model, profitability, debt repayment ability and whether there are major capital expenditure arrangements and investor returns. The board of directors shall distinguish the following conditions and propose a differentiated cash dividend policy in accordance with the procedures stipulated in the Articles of Association:</p> |

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| <p>This provision shall apply if the board of directors of the Company considers that the development stage of the Company is not easy to be differentiated but there are major capital expenditure arrangements.</p> | <ol style="list-style-type: none"> 1. If the Company is in the mature development stage and there are no major capital expenditure arrangements, when profit distribution is carried out, cash dividends shall be at least 80% in the profit distribution; 2. If the Company is in the mature development stage and there are major capital expenditure arrangements, when profit distribution is carried out, cash dividends shall be at least 40% in the profit distribution; 3. If the Company is in the growth development stage and there are major capital expenditure arrangements, when profit distribution is carried out, cash dividends shall be at least 20% in the profit distribution. <p>This provision shall apply if the board of directors of the Company considers that the development stage of the Company is not easy to be differentiated but there are major capital expenditure arrangements.</p> |

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| <p>(iii) Procedures for considering the profit distribution:</p> <p>1. The management and the board of directors of the Company, in combination of the Company's profitability and funding requirements, make reasonable proposals for dividends and plans. The board of directors of the Company must fully discuss with the supervisors in the process of demonstration of the profit distribution plan, and fully listen to the views of the small and medium shareholders through various channels, and form the profit distribution plan on the basis of considering the continuous, stable, and scientific return to all shareholders.</p> <p>When the board of directors considers the profit distribution plan, it must be approved by a majority of the votes of all directors, when the board of supervisors considers the profit distribution plan, it must be approved by a majority of the votes of all supervisors. The profit distribution plan shall be submitted to the shareholders' meeting for consideration only after consideration and approval by the board of directors and the board of supervisors, and must be approved by 2/3 or more of the voting rights of the shareholders present at the shareholders' meeting.</p> | <p>(iii) Procedures for considering the profit distribution:</p> <p>1. The management and the board of directors of the Company, in combination of the Company's profitability and funding requirements, make reasonable proposals for dividends and plans. The board of directors of the Company must fully discuss with the audit committee in the process of demonstration of the profit distribution plan, and fully listen to the views of the small and medium shareholders through various channels, and form the profit distribution plan on the basis of considering the continuous, stable, and scientific return to all shareholders.</p> <p>When the board of directors considers the profit distribution plan, it must be approved by a majority of the votes of all directors. The profit distribution plan shall be submitted to the shareholders' meeting for consideration only after consideration and approval by the board of directors and the board of supervisors, and must be approved by 2/3 or more of the voting rights of the shareholders present at the shareholders' meeting.</p> |

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| <p>The Company shall practically ensure the right of shareholders of social shares to participate in the shareholders' meeting, and the board of directors, the independent directors and the shareholders satisfying certain conditions may solicit the right to vote at the shareholders' meeting from the shareholders of the listed company.</p> <p>2. If the Company does not make payment of cash dividends under the special circumstances as set out in Paragraph (i)3 of this Article, the board of directors shall make specific explanations on the specific reasons for nonpayment of cash dividends, the actual use of the Company's retained earnings, and projected investment income, and submit to the shareholders' meeting for consideration and make disclosure in the media designated by the Company;</p> <p>3. The board of supervisors shall supervise the implementation of the Company's profit distribution policy and decision-making procedures by the board of directors and management, and issue special explanations on the implementation of relevant policies in the event that there are profits in the year but no profit distribution plan is proposed;</p> | <p>The Company shall practically ensure the right of shareholders of social shares to participate in the shareholders' meeting, and the board of directors, the independent directors and the shareholders satisfying certain conditions may solicit the right to vote at the shareholders' meeting from the shareholders of the listed company.</p> <p>Independent directors shall be entitled to express their independent opinions if they are of the view that the specific cash distribution proposal may undermine the interests of the Company or minority shareholders. If the board of directors does not accept or fully accept the opinions of independent directors, the board of directors shall record the opinions of independent directors and specific reasons for not accepting such opinions under the board resolution, and make relevant disclosures.</p> <p>In considering the specific cash dividend plan at the shareholders' meeting, a number of channels shall be adopted to actively communicate and exchange information with the shareholders, especially minority shareholders, by various means, take into full account the opinions and requests of minority shareholders and address their concerns in a timely manner.</p> |

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| <p>4. After a resolution of the profit distribution plan is adopted at the shareholders' meeting of the company, the board of directors of the Company must complete the distribution of dividends (or shares) within two months after the shareholders' meeting is held.</p> <p>.....</p> <p>With respect to the Company's adjustment of the profit distribution policy, the board of directors shall make a special discussion, explain the adjustment reason in detail, and form a written argumentation report, which shall be submitted to the shareholders' meeting for approval by special resolution. When considering the changes in the Company's profit distribution policy, the Company shall make online voting available for shareholders.</p> | <p>2. If the Company does not make payment of cash dividends under the special circumstances as set out in Paragraph (i)3 of this Article, the board of directors shall make specific explanations on the specific reasons for nonpayment of cash dividends, the actual use of the Company's retained earnings, and projected investment income, and submit to the shareholders' meeting for consideration and make disclosure in the media designated by the Company;</p> <p>3. After a resolution of the profit distribution plan is adopted at the shareholders' meeting of the company, the board of directors of the Company must complete the distribution of dividends (or shares) within two months after the shareholders' meeting is held.</p> <p>.....</p> <p>With respect to the Company's adjustment of the profit distribution policy, the board of directors shall make a special discussion, explain the adjustment reason in detail, and form a written argumentation report, which shall be submitted to the shareholders' meeting for approval by special resolution. When considering the changes in the Company's profit distribution policy, the Company shall make online voting available for shareholders.</p> |

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| | <p>(v) Implementation of the profit distribution plan of the Company</p> <p>The Company's board of directors shall be responsible for implementing the profit distribution plan. The Company's audit committee shall oversee the execution of the its profit distribution policy and shareholder return plan, as well as the decision-making procedures.</p> |
| <p>Article 206</p> <p>.....</p> <p>After allocation to the statutory reserve fund has been made from the after-tax profits of the Company, allocation may be made to discretionary reserve fund if a resolution is adopted at the shareholders' meeting.</p> <p>If the shareholders' meeting or the board of directors, in violation of the previous paragraph, distributes profits to shareholders before covering losses of the Company and making allocation to the Company's statutory reserve fund, the profits so distributed shall be returned by the shareholders to the Company.</p> <p>The shares of the Company held by the Company may not be applied to profit distribution.</p> | <p>Article 178</p> <p>.....</p> <p>After allocation to the statutory reserve fund has been made from the after-tax profits of the Company, allocation may be made to discretionary reserve fund if a resolution is adopted at the shareholders' meeting.</p> <p>If the shareholders' meeting, in violation of the Company Law, distributes profits to the shareholders, they shall return the profits distributed in violation of the provision to the Company. In the event of any loss caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.</p> <p>The shares of the Company held by the Company may not be applied to profit distribution.</p> |

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| <p>Article 207</p> <p>The Company shall appoint one or more receiving agents for the shareholders of the overseas-listed foreign shares. Such receiving agents shall on behalf of such shareholders receive dividends distributed by the Company in respect of the overseas-listed foreign shares and all other amounts payable, hold in custody such amounts on behalf of such shareholders of overseas-listed foreign shares, to be paid to such holders.</p> <p>The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place or the relevant requirements of the stock exchange at the place where the shares of the Company are listed.</p> <p>.....</p> | <p>Article 179</p> <p>The Company shall appoint one or more receiving agents for the shareholders of the overseas-listed H Shares. Such receiving agents shall on behalf of such shareholders receive dividends distributed by the Company in respect of the overseas-listed H Shares and all other amounts payable, hold in custody such amounts on behalf of such shareholders of overseas-listed H Shares, to be paid to such holders.</p> |
| <p>Article 208</p> <p>The Company shall implement an internal auditing system and appoint full time auditors to carry out internal auditing and supervision of the Company's incomes and expenses and economic activities.</p> | <p>Article 180</p> <p>The Company shall implement an internal auditing system, clarifying the leadership system, responsibility authorities, personnel allocation, funding assurance, audit result application, and accountability of internal audit work.</p> <p>The Company's internal auditing system shall be implemented after being approved by the board of directors and disclosed to the public.</p> |

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| <p>Article 209</p> <p>The Company’s internal auditing system and the responsibilities of the auditors shall be carried out after obtaining approval of the board of directors. The audit leader shall be accountable and report to the board of directors.</p> | <p>Article 181</p> <p>The internal audit institution of the Company shall supervise and inspect the business activities, risk management, internal control, financial information and other matters of the Company.</p> <p>The internal audit institution shall maintain its independence, be staffed with full-time auditors, and shall not be placed under the leadership of the finance department or co-located with the finance department.</p> |
| | <p>(The article shall be added in its entirety)</p> <p>Article 182</p> <p>The internal audit institution shall be accountable to the board of directors.</p> <p>During the process of supervising and inspecting the Company’s business activities, risk management, internal control, and financial information, the internal audit institution shall accept the supervision and guidance of the audit committee. Where the internal audit institution discovers relevant significant issues or leads, it shall immediately report directly to the audit committee.</p> |
| | <p>(The article shall be added in its entirety)</p> <p>Article 183</p> <p>The specific organization and implementation of the Company’s internal control evaluation shall be the responsibilities of the internal audit institution. The Company issues an annual internal control evaluation report based on evaluation reports and relevant information issued by the internal audit institution and considered by the audit committee.</p> |

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| | <p>(The article shall be added in its entirety)</p> <p>Article 184</p> <p>When the audit committee communicates with external audit firms such as accounting firm and national audit institution, the internal audit institution shall actively cooperate with them, providing necessary support and collaboration.</p> <p>The audit management committee shall participate in the evaluation of the person in charge of internal audit.</p> |
| <p>Article 211</p> <p>The term of the accounting firm engaged by the Company shall commence from the conclusion of the annual shareholders' meeting and expire at the conclusion of the next annual shareholders' meeting; the accounting firm may be re-engaged upon expiration of the term.</p> | <p>Article 186</p> <p>The term of the accounting firm engaged by the Company shall commence from the conclusion of the annual shareholders' meeting and expire at the conclusion of the next annual shareholders' meeting; the accounting firm may be re-engaged upon expiration of the term.</p> |
| <p>Article 213</p> <p>If there is a vacancy in the position of accounting firm of the Company, the board of directors may engage an accounting firm to fill such vacancy, the accounting firm filling vacancy shall hold office until the immediately following annual general meeting. Any other accounting firm which has been engaged by the Company may continue to act during the period during which a vacancy exists.</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 214</p> <p>The shareholders' meeting may by ordinary resolution remove any accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the accounting firm. However, the accounting firm's right to claim for damages which arise from its removal shall not be affected thereby.</p> | <p>(The article shall be deleted in its entirety)</p> |

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| <p data-bbox="204 266 319 293">Article 217</p> <p data-bbox="204 351 782 553">The Company’s engagement, removal or discontinuance of engagement of an accounting firm shall be resolved by the shareholders’ meeting by ordinary resolution. Such resolution shall be filed with the securities regulatory authority under the State Council.</p> <p data-bbox="204 612 252 634">.....</p> | <p data-bbox="813 266 928 293">Article 190</p> <p data-bbox="813 351 1391 595">The Company’s engagement, removal or discontinuance of engagement of an accounting firm shall be resolved by the shareholders’ meeting by ordinary resolution. The board of directors shall not appoint an accounting firm before the decision of the shareholders’ meeting.</p> |
| <p data-bbox="204 668 319 695">Article 218</p> <p data-bbox="204 753 782 1083">When the Company intends to remove or do not renew the engagement of an accounting firm, it shall notify the said firm thirty days in advance. The accounting firm shall have the right to state its opinions to the shareholders’ meeting. Where the accounting firm proposes for resignation, it shall state to the shareholders’ meeting whether or not there is anything improper in the Company.</p> <p data-bbox="204 1142 252 1164">.....</p> | <p data-bbox="813 668 928 695">Article 191</p> <p data-bbox="813 753 1391 1083">When the Company intends to remove or do not renew the engagement of an accounting firm, it shall notify the said firm thirty days in advance. The accounting firm shall have the right to state its opinions to the shareholders’ meeting. Where the accounting firm proposes for resignation, it shall state to the shareholders’ meeting whether or not there is anything improper in the Company.</p> |

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| <p data-bbox="204 266 320 293">Article 219</p> <p data-bbox="204 351 783 895">In the event of the merger or division of the Company, a plan shall be presented by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association, the Company shall then handle the relevant approval procedures according to the law. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire its shares at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders.</p> <p data-bbox="204 953 783 1104">The abovementioned documents shall also be served by mail on each shareholder of overseas-listed foreign shares at the address registered in the register of shareholders.</p> | <p data-bbox="813 266 930 293">Article 192</p> <p data-bbox="813 351 1393 597">In the event of the merger or division of the Company, a plan shall be presented by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association, the Company shall then handle the relevant approval procedures according to the law.</p> <p data-bbox="813 655 1393 853">Where the price paid by the Company for a merger does not exceed 10% of the Company’s net assets, the merger may be effected without a resolution of the shareholders’ meeting, unless otherwise provided for in the Articles of Association.</p> <p data-bbox="813 910 1393 1066">Where the Company mergers pursuant to the aforesaid provision without a resolution of the shareholders’ meeting, it shall be resolved by the board of directors.</p> |

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| <p>Article 220</p> <p>The merger of the Company may take the form of either merger by absorption and merger by consolidation.</p> <p>In the event of merger of the Company, the parties to such merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days of, and make announcement in the Securities Times within thirty (30) days of, the date of the Company's resolution for merger. A creditor may, within thirty days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five days of the date of announcement, require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>After merger, any creditor's rights and indebtedness of the merged parties shall be assumed by the Company which survives the merger or the newly established company.</p> | <p>Article 193</p> <p>The merger of the Company may take the form of either merger by absorption and merger by consolidation.</p> <p>In the event of merger of the Company, the parties to such merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days of, and make announcement in the website of the Shenzhen Stock Exchange, website of Cninfo (http://www.cninfo.com.cn), the website of HKEX news of Stock Exchange of Hong Kong Limited (https://www.hkexnews.hk) and other media that meet the requirements set by the securities regulatory authority of the State Council within thirty (30) days of, the date of the Company's resolution for merger. A creditor may, within thirty days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five days of the date of announcement, require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>After merger, any creditor's rights and indebtedness of the merged parties shall be assumed by the Company which survives the merger or the newly established company.</p> |

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| <p>Article 221</p> <p>In the event of division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within then days of, and make announcement in the Securities Times within thirty days, of the date of the Company’s division resolution.</p> <p>.....</p> | <p>Article 194</p> <p>In the event of division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within then days of, and make announcement in the website of the Shenzhen Stock Exchange, website of Cninfo (http://www.cninfo.com.cn), the website of HKEX news of Stock Exchange of Hong Kong Limited (https://www.hkexnews.hk)and other media that meet the requirements set by the securities regulatory authority of the State Council within thirty days, of the date of the Company’s division resolution.</p> <p>.....</p> |

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| <p>Article 222</p> <p>.....</p> <p>The Company shall notify its creditors within ten days of, and make announcement in the Securities Times within thirty days, of the date of the Company's resolution for reduction of capital. A creditor may, within thirty days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five days of the date of announcement, require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>The Company's registered capital must not, after the reduction in capital, be less than the minimum amount required by law.</p> | <p>Article 195</p> <p>.....</p> <p>The Company shall notify its creditors within ten days of, and make announcement in the website of the Shenzhen Stock Exchange, website of Cninfo (http://www.cninfo.com.cn), the website of HKEX news of Stock Exchange of Hong Kong Limited (https://www.hkexnews.hk) and other media that meet the requirements set by the securities regulatory authority of the State Council within thirty days, of the date of the Company's resolution for reduction of capital. A creditor may, within thirty days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five days of the date of announcement, require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>When the Company proposes to reduce its registered capital, it shall correspondingly reduce the amount of capital contribution or shares held by shareholders in proportion to their shareholdings, unless otherwise stipulated by law or the Articles of Association.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 348 932 378">Article 196</p> <p data-bbox="810 434 1390 804">Where the Company still incurs losses after making up its losses in accordance with Article 176 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on share.</p> <p data-bbox="810 859 1390 1451">The provisions of the paragraph 2 of Article 213 under the Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. The Company shall publish an announcement on the websites of the Shenzhen Stock Exchange, Cninfo (http://www.cninfo.com.cn), and The Stock Exchange of Hong Kong Limited (https://www.hkexnews.hk), as well as media outlets meeting the conditions specified by the securities regulatory authority under the State Council, or on the National Enterprise Credit Information Publicity System within thirty days from the date of the resolution on the reduction of its registered capital at shareholders' meeting.</p> <p data-bbox="810 1506 1390 1749">After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of its statutory reserve fund and discretionary reserve fund reaches 50% of its registered capital.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| | <p data-bbox="810 263 1262 293">(The article shall be added in its entirety)</p> <p data-bbox="810 348 932 378">Article 197</p> <p data-bbox="810 434 1390 761">If the reduction of the registered capital is in violation of the Company Law and other relevant regulations, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and senior management shall be liable for compensation.</p> |
| | <p data-bbox="810 795 1262 825">(The article shall be added in its entirety)</p> <p data-bbox="810 880 932 910">Article 198</p> <p data-bbox="810 966 1390 1208">Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless otherwise stipulated in the Articles of Association or the shareholders' meeting resolves that the shareholders shall have pre-emptive right.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Article 224</p> <p>The Company may be dissolved and go into liquidation in accordance with the law in any of the following circumstances:</p> <p>.....</p> <p>(ii) where the shareholders' meeting has adopted a resolution for dissolution;</p> <p>(iii) where dissolution is required due to merger or division of the Company;</p> <p>(iv) where the Company is declared bankrupt in accordance with the law due to its inability to pay the debts that are due;</p> <p>(v) where the business license of the Company is revoked, or the Company is ordered to close down or cancelled in accordance with the law;</p> <p>(vi) where the Company runs deep into difficulties in operation and management, its continuous existence may cause material losses to shareholders' interests, and such difficulties cannot be dealt with in other ways, the shareholders holding 10% or more of votes of all shareholders of the Company may file an application to the People's Court to dissolve the Company.</p> | <p>Article 200</p> <p>The Company may be dissolved and go into liquidation in accordance with the law in any of the following circumstances:</p> <p>.....</p> <p>(ii) where the shareholders' meeting has adopted a resolution for dissolution;</p> <p>(iii) where dissolution is required due to merger or division of the Company;</p> <p>(iv) where the business license of the Company is revoked, or the Company is ordered to close down or cancelled in accordance with the law;</p> <p>(v) where the Company runs deep into difficulties in operation and management, its continuous existence may cause material losses to shareholders' interests, and such difficulties cannot be dealt with in other ways, the shareholders holding 10% or more of votes of all shareholders of the Company may file an application to the People's Court to dissolve the Company.</p> <p>If the Company encounters the grounds for dissolution as stipulated in the preceding paragraph, it shall publicly announce the grounds for dissolution through the National Enterprise Credit Information Publicity System within ten days.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Article 225</p> <p>In the circumstance as set out in the Item (i) of the preceding article, the Company may continue to exist by amending the Articles of Association. Where the Company is dissolved pursuant to the items (i), (ii) and (vi) of the preceding article, a liquidation team shall be established within 15 days, and members thereof shall be determined by the shareholders' meeting by ordinary resolution.</p> <p>Where the Company is dissolved pursuant to the Item (iv) of the preceding article, the People's Court shall, according to provisions of relevant laws, organize the shareholders, the relevant authorities and related professionals to form a liquidation team to carry out liquidation.</p> <p>Where the Company is dissolved pursuant to the Item (v) of the preceding article, the competent authority shall organize the shareholders, the relevant authorities and related professionals to form a liquidation team to carry out liquidation.</p> <p>In case no liquidation team is established within the specified period to carry out liquidation, the creditors may file an application to the People's Court to designate relevant persons to form a liquidation team to carry out liquidation. The People's Court shall accept such application, and timely organize the liquidation team to carry out liquidation.</p> | <p>Article 201</p> <p>In the circumstance as set out in the Items (i) and (ii) of the preceding article, and no property has been distributed to its shareholders, the Company may continue to exist by amending the Articles of Association or resolutions made by the shareholders' meeting.</p> <p>Amendments to the Articles of Association or resolutions made by the shareholders' meeting in accordance with preceding paragraph shall be passed by a vote representing more than two-thirds of the voting rights of the shareholders present at the shareholders' meeting.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| | <p data-bbox="810 266 1262 295">(The article shall be added in its entirety)</p> <p data-bbox="810 351 927 380">Article 202</p> <p data-bbox="810 436 1394 725">Should the Company dissolve due to reasons stipulated in the Items (i), (ii), (iv) and (v) of Article 200 under the Articles of Association, it shall be liquidated. The directors, who are the liquidation obligors of the Company, shall set up a liquidation group to carry out liquidation within fifteen days after the occurrence of the dissolution event.</p> <p data-bbox="810 780 1394 938">The liquidation group shall consist of the directors, unless otherwise provided for in the Articles of Association or another person resolved to be elected at the shareholders' meeting.</p> <p data-bbox="810 993 1394 1151">Where the liquidation obligors fail to fulfil their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p data-bbox="204 263 320 289">Article 226</p> <p data-bbox="204 348 785 766">Where the board of directors proposes to liquidate the Company (for any reason other than the Company’s declaration of its insolvency), the board of directors shall include a statement in its notice convening the shareholders’ meeting for such purpose, after making full investigation over the conditions of the Company, in the opinion of the board of directors, the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p data-bbox="204 825 785 978">Upon the adoption of the resolution for the liquidation of the Company by the shareholders’ meeting, all powers of the board of directors shall cease immediately.</p> <p data-bbox="204 1038 785 1364">The liquidation team shall act in accordance with the instructions of the shareholders’ meeting to make a report at least once every year to the shareholders’ meeting on the liquidation team’s incomes and expenses, the business of the Company and the progress of the liquidation, and present a final report to the shareholders’ meeting upon completion of the liquidation.</p> | <p data-bbox="813 263 1273 289">(The article shall be deleted in its entirety)</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Article 227</p> <p>The liquidation team shall notify the creditors within 10 days of, and make announcements in the Securities Times within 60 days, of the date of its establishment. A creditor shall, within 30 days of receipt of the notice, or in the case of failure to receive the notice, within 45 days of the date of the announcement, claim its rights to the liquidation team.</p> <p>.....</p> | <p>Article 203</p> <p>The liquidation team shall notify the creditors within 10 days of, and make announcements in the website of the Shenzhen Stock Exchange, website of Cninfo (http://www.cninfo.com.cn), the website of HKEX news of stock exchange of Hong Kong Limited (https://www.hkexnews.hk) and other media that meet the requirements set by the securities regulatory authority of the State Council within 60 days, of the date of its establishment. A creditor shall, within 30 days of receipt of the notice, or in the case of failure to receive the notice, within 45 days of the date of the announcement, claim its rights to the liquidation team.</p> <p>.....</p> |
| <p>Article 228</p> <p>During the liquidation period, the liquidation team shall exercise the following functions and powers;</p> <p>.....</p> <p>(vi) to deal with the remaining assets after the Company's debts have been paid;</p> <p>(vii) to represent the Company in any civil proceedings.</p> | <p>Article 204</p> <p>During the liquidation period, the liquidation team shall exercise the following functions and powers;</p> <p>.....</p> <p>(vi) to allocate the remaining assets after the Company's debts have been paid;</p> <p>(vii) to represent the Company in any civil proceedings.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Article 230</p> <p>If, liquidation occurs due to dissolution of the Company, and after liquidation of the Company's assets and preparation of a balance sheet and an inventory of assets, the liquidation team discovers that the Company's assets are insufficient to pay the Company's debts in full, the liquidation team shall immediately file an application to the People's Court for declaration of bankruptcy.</p> <p>After the Company is declared bankrupt pursuant to the adjudication of the People's Court, the liquidation team shall transfer all matters relating to the liquidation to the People's Court.</p> | <p>Article 206</p> <p>If, liquidation occurs due to dissolution of the Company, and after liquidation of the Company's assets and preparation of a balance sheet and an inventory of assets, the liquidation team discovers that the Company's assets are insufficient to pay the Company's debts in full, the liquidation team shall immediately file an application to the People's Court for declaration of bankruptcy and liquidation.</p> <p>After the People's Court accepts a bankruptcy petition, the liquidation group shall turn over liquidation matters to the bankruptcy administrator appointed by the People's Court.</p> |
| <p>Article 232</p> <p>Members of the liquidation team shall faithfully perform their duties and perform their liquidation obligations in accordance with the law. Members of the liquidation team may not, by abusing their authorities, accept bribes or receive other illegal income, nor misappropriate the Company's assets. Any member of the liquidation team who causes losses to the Company or its creditors due to his intentional misconduct or gross negligence shall be liable for damages.</p> | <p>Article 208</p> <p>Members of the liquidation team shall perform their liquidation duties and bear the duties of loyalty and diligence.</p> <p>Any member of the liquidation group who neglects to fulfill his liquidation duties, thus causing any loss to the Company shall be liable for compensation; and any member of the liquidation group who cause any loss to any creditor due to his intentional or gross negligence shall be liable for compensation.</p> |
| <p>Article 235</p> <p>Any amendment of the Articles of Association shall, if involving the contents in the Prerequisite Clauses, become effective after approved by the company approval authority authorized by the State Council and the securities regulatory authority under the State Council; if there is any change relating to the registered particulars of the Company, the procedures for change registration shall be handled in accordance with the law.</p> | <p>Article 211</p> <p>If the amendment to the Articles of Association passed by a resolution of the shareholders' meeting requires approval by the competent authority, it shall be submitted to the competent authority for approval; if there is any change relating to the registered particulars of the Company, the procedures for change registration shall be handled in accordance with the law.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Article 237</p> <p>Any and all notices of the Company shall be delivered as follows:</p> <p>.....</p> <p>The term “announcement” as mentioned herein, unless otherwise stated in the context, for purposes of the announcement made to the shareholders of domestic-listed domestic shares or which shall be made within PRC in accordance with the relevant regulations and the Articles of Association, means publication of announcement in the newspapers and periodicals of China. The relevant newspapers and periodicals shall be those prescribed by the laws and regulations of China, or designated, agreed or permitted by the securities regulatory authority under the State Council; for purposes of the announcement made to the shareholders of H-shares of the Company or which shall be made in Hong Kong in accordance with the relevant regulations and the Articles of Association, such announcement must be published in the newspapers and periodicals and/or other designated media (including the website of the Hong Kong Stock Exchange and the Company) as required by the HK Listing Rules.</p> | <p>Article 213</p> <p>Any and all notices of the Company shall be delivered as follows:</p> <p>.....</p> <p>The term “announcement” as mentioned herein, unless otherwise stated in the context, for purposes of the announcement made to the shareholders of domestic-listed domestic shares or which shall be made within PRC in accordance with the relevant regulations and the Articles of Association, means publication of announcement in the newspapers and periodicals of China. The relevant newspapers and periodicals shall be those prescribed by the laws and regulations of China, or designated, agreed or permitted by the securities regulatory authority under the State Council; for purposes of the announcement made to the shareholders of H-shares of the Company or which shall be made in Hong Kong in accordance with the relevant regulations and the Articles of Association, such announcement must be published in the designated media (including the websites of the Hong Kong Stock Exchange and the Company) as required by the HK Listing Rules.</p> |

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| Original Articles | Amended Articles |
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| <p>Unless otherwise specified herein, if any notice issued to the shareholders of H-shares of the Company is delivered by announcement, according to the requirements of the HK Listing Rules, one the same day, the electronic version available for publication immediately shall be submitted to the Hong Kong Stock Exchange via the electronic system of the Hong Kong Stock Exchange, for publication on the website of the Hong Kong Stock Exchange, or announcement shall be published in the newspapers (including publication of advertisements in the newspapers). The announcement must also be posted on the Company's website. In addition, unless otherwise provided in the Articles of Association, the notice must be delivered personally or by postage prepaid mail at the address registered in the register of shareholders of each shareholder of overseas-listed foreign shares, so that the shareholder may have sufficient notice and enough time to exercise its rights or act upon the terms notified.</p> <p>.....</p> <p>If a shareholder or director intends to prove that he has served a notice, document, information or written statement on the Company, he must provide the evidence to prove that the relevant notice, document, information or written statement has been served in the usual manner within the time specified or by postage prepaid mail mailed to the correct address.</p> | <p>Unless otherwise specified herein, if any notice issued to the shareholders of H-shares of the Company is delivered by announcement, according to the requirements of the HK Listing Rules, one the same day, the electronic version available for publication immediately shall be submitted to the Hong Kong Stock Exchange via the electronic system of the Hong Kong Stock Exchange, for publication on the website of the Hong Kong Stock Exchange. The announcement must also be posted on the Company's website, so that the shareholder may have sufficient notice and enough time to exercise its rights or act upon the terms notified.</p> <p>In respect of the manner in which the Company provides and/or distributes corporate communications to shareholders of H-shares in accordance with requirements of such listing rules, subject to compliance with the listing rules of the place where the shares of the Company are listed, the Company may also send or make available the corporate communications to shareholders of H Shares by electronic means or by publishing on the Company's website or the website of the stock exchange of the place where the shares of the Company are listed.</p> <p>.....</p> <p>If a shareholder or director intends to prove that he has served a notice, document, information or written statement on the Company, he must provide the evidence to prove that the relevant notice, document, information or written statement has been served in the usual manner within the time specified or by postage prepaid mail mailed to the correct address.</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Even if the foregoing provision expressly requires the provision and/or distribution of company communications to shareholders in writing, for purposes of the means for provision and/or distribution of company communications to shareholders according to the requirements of the HK Listing Rules, the Company may, with the prior written consent or implicit consent of the shareholders in accordance with the relevant laws and regulations and relevant requirements of the HK Listing Rules amended from time to time, send or provide company communications to shareholders of the Company by electronic means or by posting information on the Company's website. Company communications include, but are not limited to, circulars, annual reports, mid-year reports, notices of the shareholders' meeting, and other company communications listed in the HK Listing Rules.</p> | |
| <p>Article 240</p> <p>The notice of holding the meetings of the board of supervisors shall be sent by means as set out in Article 239 hereof.</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Article 243</p> <p>The Company designates the Securities Times and http://www.cninfo.com.cn as the media for publication of the announcement for the Company's A-shares and other information to be disclosed.</p> | <p>(The article shall be deleted in its entirety)</p> |
| <p>Chapter 22 Settlement of Disputes</p> | <p>(The chapter shall be deleted in its entirety)</p> |

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Original Articles | Amended Articles |
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| <p>Article 245</p> <p>The phrases “more than”, “within” and “less than” herein for the numbers shall include the numbers indicated themselves, while the phrases “exceed”, “beyond” and “over” shall exclude the numbers indicated themselves.</p> <p>The meaning of the accounting firm as used herein shall be the same as the “auditor”.</p> <p>The term “related party relationship” means the relationship between the Company and the related party as defined in the listing rules of the place where the shares of the Company are listed.</p> | <p>Article 218</p> <p>The phrases “more than”, “within” and “less than” herein for the numbers shall include the numbers indicated themselves, while the phrases “exceed”, “beyond” and “over” shall exclude the numbers indicated themselves.</p> <p>The term “related party relationship” means the relationship between the Company and the related party as defined in the listing rules of the place where the shares of the Company are listed.</p> |
| <p>Article 246</p> <p>.....</p> <p>The matters not covered herein shall be governed by the relevant laws and regulations, rules, regulatory documents and the listing rules of the stock exchange at the place where the shares of the Company are listed.</p> | <p>Article 219</p> <p>.....</p> <p>The matters not covered herein shall be governed by the relevant laws and regulations, rules, regulatory documents and the listing rules of the stock exchange at the place where the shares of the Company are listed (including but not limited to the Company Law, Securities Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, Guidelines for Articles of Association, and Hong Kong Listing Rules) .</p> |

Note:

The proposed amendments to the Articles of Association involve a number of articles. In all relevant provisions, the expression “shareholders’ meeting” (股東大會) shall be replaced by “shareholders’ meeting” (股東會). For the avoidance of doubt, where the addition or deletion of articles results in consequential changes to the numbering of articles, the table of contents and numbering in the revised Articles of Association shall be adjusted accordingly, and any cross-references among provisions shall be updated as appropriate. Save for such consequential amendments, such adjustments have not been set out separately.

Details of the proposed amendments to the Rules of Procedures of the General Meeting are as follows (deleted texts are presented in strikethrough and additional texts are presented in bold):

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| Article 1 | To safeguard the legitimate rights and interests of shareholders, further clarify the responsibilities and powers of the shareholders' general meeting of Ganfeng Lithium Group Co., Ltd. (hereinafter referred to as the "Company"), regulate its organization and activities, and ensure the shareholders' general meeting to exercise its functions and powers according to law and the normal order and consideration efficiency of the shareholders' general meeting, the Company has formulated the Rules in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China, the Articles of Association of Ganfeng Lithium Group Co., Ltd. (hereinafter referred to as the "Articles of Association"), the Rules of Shareholders' General Meetings of Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") in combination with the actual conditions of the Company. |
| Article 2 | The Rules shall be applicable to the shareholders' general meeting and shall have binding effect on shareholders, shareholder proxies, and directors, supervisors and senior management members attending shareholders' general meetings. |
| Article 3 | Shareholders may attend in person the shareholders' general meeting which is composed of all shareholders, or appoint proxies to attend and vote on their behalf within definite authorisations. Persons attending the shareholders' general meeting shall include: directors, supervisors , senior management members, and any other persons deemed necessary by the board of directors to attend the shareholders' general meeting. |

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| Article 5 | <p>The shareholders' general meeting shall exercise the following powers as the governing institution:</p> <ul style="list-style-type: none">(i) to decide on the operating guidelines and investment plans of the Company;(ii) to elect and replace the directors who are not representatives of the staff, and decide on matters relating to the remuneration of the directors;(iii) to elect and replace the supervisors who are not representatives of the staff, and decide on matters relating to the remuneration of the supervisors;(iv) to consider and approve reports of the board of directors;(v) to consider and approve reports of the board of supervisors;(vi) to consider and approve the Company's annual financial budgets and final accounts;(vii) to consider and approve the Company's profit distribution plans and plans for making up losses;(viii) to decide on increases or reductions in the Company's registered capital;(ix) to decide on merger, division, dissolution, liquidation or change of corporate form, etc.;(x) to decide on the issuance of bonds, other securities by the Company and on the listing;(xi) to decide on the Company's appointment, removal or non-reappointment and remuneration of accounting firms;(xii) to amend the Articles of Association; |
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| | <p>(xiii) to examine the proposals of the shareholders, individually or in the aggregate, holding 3% or more of the voting shares of the Company;</p> <p>(xiv) to consider and approve the provision of guarantees under Article 64;</p> <p>(xv) to examine matters relating to the purchases, disposals of the Company's material assets, or amount of guarantee within one year, which exceed 30% of the Company's total assets;</p> <p>(xvi) to consider and approve matters relating to changes in the use of funds raised;</p> <p>(xvii) to examine the Company's share incentive schemes and employee share ownership schemes;</p> <p>(xviii) to examine other matters required by laws, administrative regulations, the listing rules of the stock exchange at the place where the shares of the Company are listed and the Articles of Association, to be resolved by the shareholders' general meeting.</p> <p>(i) to elect and replace the directors and decide on matters relating to the remuneration of the directors;</p> <p>(ii) to consider and approve reports of the board of directors;</p> <p>(iii) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(iv) to decide on increases or reductions in the Company's registered capital;</p> <p>(v) to decide on the issuance of bonds, other securities by the Company and on the listing;</p> <p>(vi) to decide on merger, division, dissolution, liquidation or change of corporate form, etc.;</p> <p>(vii) to amend the Articles of Association;</p> |
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| | <p>(viii) to decide on the Company's appointment, removal or non-reappointment and remuneration of accounting firms responsible for the Company's audit business;</p> <p>(ix) to examine the proposals of the shareholders, individually or in the aggregate, holding 1% or more of the voting shares of the Company;</p> <p>(x) to consider and approve the provision of guarantees under Article 8;</p> <p>(xi) to consider and approve matters relating to changes in the use of funds raised;</p> <p>(xii) to examine the Company's share incentive schemes and employee share ownership schemes;</p> <p>(xiii) to examine matters relating to the purchases, disposals of the Company's material assets, or amount of guarantee within one year, which exceed 30% of the Company's total assets;</p> <p>(xiv) to examine other matters required by laws, administrative regulations, the listing rules at the place where the shares of the Company are listed and the Articles of Association, to be resolved by the shareholders' general meeting.</p> <p>The shareholders' general meeting may authorize the board of directors to make resolutions on the issuance of company bonds.</p> |
| Article 6 | <p>If any transaction of the Company (except for the provision of guarantee and provision of financial assistance cash assets gifted to the Company) satisfies any of the following standards, the Company shall, in addition to timely disclosure in accordance with relevant laws and regulations and the listing rules at the place where the shares of the Company are listed Trading Rules of Shenzhen Stock Exchange, also submit to the shareholders' general meeting for examination:</p> <p>.....</p> |
| Article 7 | <p>.....</p> <p>Complying with the article of 10.2.11 of listing rules at the place where the shares of the Company are listed Trading Rules of Shenzhen Stock Exchange, the subject matter of transaction in connection with the related party transaction associated with the ordinary operation, may not be audited or evaluated.</p> |

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| Article 8 | <p>The following external guarantees of the Company shall be subject to consideration and approval by the shareholders' general meeting:</p> <ul style="list-style-type: none"> (i) any guarantee provided after the total amount of external guarantee provided to third parties by the Company and its controlled subsidiaries has reached or exceeded 50% of the latest audited net assets of the Company; (ii) any guarantee provided after the total amount of external guarantee provided to third parties by the Company and its controlled subsidiaries has reached or exceeded 30% of latest audited total assets of the Company; (iii) any guarantee to be provided to a party which has an asset-liability ratio in excess of 70% as shown in the latest financial statement data; (iv) a single guarantee for amount in excess of 10% of the latest audited net assets; (v) any guarantee exceeding 30% of the Company's latest audited total assets within the past twelve months; (vi) any guarantee exceeding 50% of the Company's latest audited net assets within the past twelve months and the absolute amount exceeds RMB 50 million; <p>.....</p> |
| Article 11 | <p>The Company shall hold an extraordinary general meeting within two months under any of the following circumstances:</p> <p>.....</p> <ul style="list-style-type: none"> (ii) the uncovered losses are in excess of one-third of the Company's total paid-in share capital; <p>.....</p> <ul style="list-style-type: none"> (iv) the board of directors considers it necessary or the board of supervisors audit committee proposes to hold such a meeting; (v) such other circumstances as provided for by laws, regulation, the listing rules of place where the shares of the Company are listed and the Articles of Association. |

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| Article 12 | <p>.....</p> <p>If a shareholders' general meeting is convened by the board of supervisors audit committee, the chairman of the board of supervisors audit committee shall preside over the meeting. If the chairman of the board of supervisors audit committee is unable or fails to discharge his/her duties, the vice chairman of the board of supervisors shall preside over the meeting. If the vice chairman of the board of supervisors is unable or fails to discharge his/her duties, a majority of supervisors the audit committee shall designate a supervisor member of the audit committee to preside over the meeting.</p> <p>.....</p> |
| Article 16 | <p>When the Company convenes an annual general meeting, a notice to notify shareholders shall be given no later than twenty working days prior to the date of the meeting; when the Company convenes an extraordinary general meeting, a notice to notify shareholders shall be given no later than ten business days or fifteen days, whichever is longer, prior to the date of the meeting, notify all registered shareholders of the matters to be discussed at the meeting, as well as the date and location of the meeting.</p> <p>.....</p> |

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| Article 17 | <p>The notice of the shareholders' general meeting shall meet the following requirements includes the following contents:</p> <ul style="list-style-type: none"> (i) the date, place and term of the meeting; (ii) matters and proposals submitted to the meeting for consideration; (iii) a prominent written statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend at the shareholders' meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his behalf and such proxy is not necessarily being a shareholder of the Company; (iv) specify the record date of registration of shareholders entitled to attend the shareholders' meeting; provide such information and explanation as are necessary for the shareholders to make a wise decision on the matters to be discussed, including (without limitation) provision of the specific conditions and contracts (if any) for the transactions contemplated and careful explanation of the causes and consequences thereof when the company proposes combination, share repurchase, reorganization of share capital or other restructuring; (v) specify the time and place for delivery of the proxy voting authorization for the meeting; where the independent directors are required to express their opinions on the matters to be discussed, the notice or the supplementary notice of the shareholders' general meeting shall also disclose the views and reasons of the independent directors at the same time; (vi) specify name and phone number of the appointed contact person for the meeting if any director, supervisor, president and other senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such director, supervisor, chief executive officer and other senior management members in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be specified; |
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| | <p>(vii) specify the voting times and procedures by network or other means—it shall contain the full text of any special resolution proposed to be adopted at the meeting.</p> <p>(viii) it shall contain a conspicuous statement that shareholders entitled to attend and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;</p> <p>(ix) it shall contain the record date for shareholders who are entitled to attend the shareholders' general meeting. The interval between the record date and the date of the meeting shall not be more than seven (7) business days. The record date shall not be changed once confirmed;</p> <p>(x) it shall state the time and place for delivery of the meeting's proxy forms;</p> <p>(xi) it shall specify name and phone number of the appointed contact person for the meeting;</p> <p>.....</p> |
| Article 18 | <p>If the election of directors and supervisors is proposed to be discussed on the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the details of the candidates for directors and supervisors in accordance with laws and regulations, regulated documents or the requirements of securities regulatory authorities of the place where the Company's stock is listed, and shall at least include the following content:</p> <p>.....</p> <p>Except the adoption of cumulative voting to elect directors and supervisors, the election of each director and supervisor shall be proposed through a single proposal.</p> |
| Article 19 | <p>.....</p> <p>The shareholders' general meeting shall be held in the form of an on-site meeting, and shall facilitate shareholders' participation in and voting at the shareholders' general meeting through safe, economical, and convenient online and other means in accordance with the provisions of laws, administrative regulations, securities supervision rules of the place where the Company's shares are listed China Securities Regulatory Commission, or the Company's Articles of Association. Shareholders who participate in the shareholders' general meeting through the above means shall be deemed to be present.</p> |

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| Article 21 | <p>Shareholders may attend the shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. Directors, supervisors, secretary to the board of directors and attorneys engaged by the Company shall attend such meeting. The president and other senior management members shall present at such meeting. All shareholders or their proxies registered in the register on the shareholding record date have the rights to attend the shareholders' general meeting. The Company and the board of directors shall not reject them by any reason.</p> <p>.....</p> <p>Shareholders' proxy arrangements shall comply with the provisions of Articles 23, 24, and 25 of the Articles of Association.</p> |
| Article 23 | <p>The proxy statement issued by shareholders to authorize other persons to attend the general meeting shall clearly state the followings:</p> <ul style="list-style-type: none"> (i) the name of the principal and the class and number of shares held in the Company;the name of the proxies; (ii) the name of the proxies; whether the proxies have the right to vote; (iii) the shareholder's specific instructions, including instructions to vote for, against or abstain from voting on each of the items in the agenda of the meeting; instructions to vote for, against or abstain from voting on each of the items in the agenda of the meeting; (iv) whether or not the proxy has the right to vote in connection with the extraordinary resolution which may be put on the agenda of the shareholders' general meeting and, if so, specific instructions on how to exercise such voting right; (iv) the signing date and the effective period of the proxy statement; (v) signature (or seal) of the principal, where the principal is a legal person, the official stamp of such legal person or the signature of its director or its duly appointed proxies. |

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| Article 24 | <p>Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting. Where the proxy form is signed by a person under a proxy statement on behalf of the appointer, the proxy statement or other authorization documents authorized to be signed shall be notarized. The notarized proxy statement or other authorization documents shall, together with the proxy form, be maintained at the domicile of the Company or other places specified in the notice of meeting.</p> |
| Article 25 | <p>A registration book for attending the shareholders' general meeting shall be prepared by the secretary to the board of directors. The registration book shall set forth the names of attendees (or the attending units), their identity card numbers, residential address, number of voting shares held or represented, and name of the appointer (or the appointing unit), etc.</p> |
| Article 26 | <p>When independent directors or the board of supervisors audit committee request the convening of an extraordinary general meeting, the following procedures shall be followed:</p> <p>.....</p> <p>(iv) If the board of directors disapproves the proposal of the board of supervisors audit committee for convening of the extraordinary general meeting, or does not reply within ten days upon receiving the request, it shall be deemed that the board of directors is unable to perform or does not perform the duties for convening the shareholders' general meeting, and the board of supervisors audit committee may convene and preside over the meeting on its own initiative.</p> |

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| Article 27 | <p>Where the shareholders holding, individually or in the aggregate, more than 10% of the total voting shares of the Company request the convening of an extraordinary general meeting or class meeting of shareholders, the following procedures shall be followed:</p> <p>.....</p> <p>(iii) If the board of directors disapproves the convening of the extraordinary general meeting or does not reply within ten days upon receiving the request, the shareholders individually or in the aggregate holding more than 10% of the shares of the Company shall have the right to propose the board of supervisors audit committee to convene an extraordinary general meeting by way of written request(s).</p> <p>If the board of supervisors audit committee approves the convening of the extraordinary general meeting, the notice of convening the extraordinary general meeting shall be issued within five days upon receiving the request, and any changes in the original proposal in the notice shall be subject to the consent of relevant shareholders.</p> <p>Any failure by the board of supervisors audit committee to issue the notice of the general meeting within the required period shall be deemed non-convening and presiding over of the general meeting, and the shareholders holding, individually or in the aggregate, more than 10% of the shares of the Company for ninety consecutive days shall have the right to convene and preside over the meeting on their own.</p> <p>.....</p> |
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| Article 28 | <p>If the board of supervisors audit committee or the shareholders decide to convene the shareholders' general meeting on their own initiative, they shall notify the board of directors in writing and file with the Shenzhen Stock Exchanges. The board of supervisors audit committee and the shareholders convening the shareholders' general meeting shall at the time when an notice of the shareholders' general meeting is issued and the resolution of the shareholders' general meeting is announced, submit relevant supporting documents to the Shenzhen Stock Exchange.</p> <p>With regard to the shareholders' general meeting convened by the board of supervisors audit committee or shareholders on their own initiative, the board of directors and the secretary to the board of directors shall provide assistance. The board of directors shall provide the register of shareholders as of the date of registration of shares. If the board of directors fails to provide the register of members, the convener may apply to the securities registration and settlement institution for it with the relevant announcement of the notice of the shareholders' general meeting convened by the shareholders. The shareholder register obtained by the convener shall not be used for any purpose other than convening the shareholders' general meeting.</p> <p>The Company shall bear costs and expenses necessary for the shareholders' general meetings convened by the board of supervisors audit committee or shareholders on their own initiative.</p> |
| Article 30 | <p>When the Company convenes the shareholders' general meeting, the board of directors, board of supervisors audit committee and shareholders, individually or in aggregate, holding more than 1% of shares of the Company shall have the right to propose proposals.</p> <p>.....</p> |
| Article 31 | <p>While the Company elected directors, supervisors directors who are not the employee representative or midway changed of directors, supervisors directors who are not the employee representative, the board of directors, the board of supervisors audit committee, and shareholder(s) individually or jointly holding more than 1% of the Company's shares may nominate candidates in accordance with the provisions of the preceding article. The aforesaid nominations shall be submitted to the shareholders' general meeting for voting by means of proposals. The nomination committee shall make recommendations to the board of directors on candidates for directors. The Company shall publish the procedures for shareholders to nominate candidates for election as directors on its website.</p> |
| Article 36 | <p>At the annual shareholders' general meeting, the board of directors and the board of supervisors shall report to the shareholders' general meeting on its work in the past year. Each independent director shall also make a work report.</p> |

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| Article 43 | <p>.....</p> <p>In reviewing and considering material matters that could affect the interest of minority investors at a shareholders' general meeting, the votes of minority investors shall be counted separately. The results of such separate vote counting shall be disclosed promptly.</p> <p>The board of directors, independent directors, shareholders holding more than 1% of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the securities regulatory authority under the State Council may act as proxy solicitors and, by themselves or through their appointed securities companies or securities service institutions, publicly invite the shareholders of the Company to entrust them to attend the shareholders' general meetings and exercise the rights of shareholders, such as to propose and vote on resolutions, on their behalf, but it is not permitted to solicit the right of shareholders in a chargeable or disguised chargeable manner.</p> <p>If the rights of shareholders are solicited in accordance with the preceding paragraph, the solicitors shall disclose the solicitation documents and the Company shall cooperate.</p> |
| Article 44 | <p>When the shareholders' general meeting votes on election of directors or supervisors, the cumulative voting system may be adopted according to the Articles of Association or the resolution of the shareholders' general meeting.</p> <p>Cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a shareholders' general meeting, each ordinary share (including preference shares with restored voting rights) has as many voting rights as the number of directors or supervisors to be selected, and the shareholders' voting rights may be used in a collective manner</p> |

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| Article 46 | <p>Voting at shareholders' general meetings shall be conducted by show of hands, unless the following persons require ballot voting before or after voting by show of hands or relevant regulations of securities regulatory authority at the location where the shares of the Company are listed require ballot voting:</p> <p>(i) — the chairman of the meeting;</p> <p>(ii) — at least two shareholders with voting rights or proxies thereof; or</p> <p>(iii) — one or more shareholders present in person or by proxy and representing 10% or more of all shares carrying the right to vote, individually or jointly, at the meeting.</p> <p>Unless the said persons require voting by ballot, the presider shall announce the result of voting by show of hands on proposals, which result shall be recorded in the minutes as final evidence, without specifying the number or percentage of pros for or cons against the resolutions adopted at the meeting.</p> <p>The request for ballot voting can be withdrawn by the proposer.</p> <p>Where ballot voting is required by relevant regulations of securities regulatory authority at the location where the shares of the Company are listed, the presider may, in the spirit of fairness and honesty, allow voting by show of hands with respect to resolutions relating merely to procedure or administrative issues.</p> <p>In the case of voting by ballot, the Company shall appoint a supervisor for counting votes in accordance with the listing rules of place where the shares of the Company are listed and shall disclose relevant votes voted as required by laws, administrative regulations, relevant regulatory authority or the Hong Kong Listing Rules.</p> |
| Article 47 | <p>Before the shareholders' general meeting votes on the proposal, the following persons shall be recommended to participate in the counting and monitoring of votes:</p> <p>(i) two shareholder representatives;</p> <p>(ii) — a supervisor representative; and</p> <p>(ii) one or more of the Company's auditors, the share registrar(s) served for overseas listed foreign shares listed in Hong Kong, or the Company's external accountants qualified as auditors.</p> <p>.....</p> |

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| Article 53 | <p>Shareholders may query the Company during the shareholders' general meeting. The directors,supervisors or senior management members shall respond to or provide explanations or descriptions in connection with queries raised by shareholders, except questions relating to the commercial secrets of the Company which shall not be disclosed during the shareholders' general meeting.</p> <p>Should shareholders raise questions with directors,supervisors or senior management members, the aforementioned individuals shall respond to shareholders' enquiries in a conscientious and responsible manner.</p> |
| Article 59 | <p>The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <ul style="list-style-type: none"> (i) work reports of the board of directors and the board of supervisors; (ii) profit distribution plans and plans to cover losses to be formulated by the board of directors; (iii) appointment and removal of members of the board of directors and the board of supervisors, their remuneration and manner of payment; (iv) annual budgets and final accounts, balance sheet, income statement, and other financial statements of the Company; (v) annual report of the Company; and (vi)(iv) other matters other than those which are required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Company's Articles of Association to be adopted by special resolution. |

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| Article 60 | <p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(iii) division, spin-off, merger, dissolution; and liquidation or change of the corporate form of the Company;</p> <p>(iv) amendment of the Articles of Association;</p> <p>(v) purchase or disposal of material assets or any guarantee made provided for others within a year, and the amount of which exceeds 30% of the latest audited total assets of the Company any other matter considered at a shareholders' general meeting by way of an ordinary resolution, which may have a material impact on the Company and which is necessary to be adopted by a special resolution;</p> <p>(vi) share incentive schemes;</p> <p>(vii) the Company's purchase or disposal of major assets within one year or matters with the amount guaranteed exceeding 30% of the total assets of the Company; and</p> <p>(viii)(vii) matters as required by the Articles of Association and the listing rules of the place where the shares of the Company are listed , as well as any other matter, being considered at a shareholders' general meeting by way of an ordinary resolution, which may have a material impact on the Company and which is necessary to be adopted by a special resolution.</p> |
| Article 62 | <p>The list of candidates for directors and supervisors shall be proposed to the shareholders' general meeting for voting by way of proposal.</p> |

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| Article 65 | <p>Minutes of a shareholders' general meeting shall be kept by the secretary to the board of directors. The minutes shall set out:</p> <p>.....</p> <p>(iv) the names of the presider, and the directors, supervisors, secretary to the board of directors, president and other senior management attending or present at the meeting;</p> <p>.....</p> <p>(vii) the inquiries and suggestions of shareholders and the responses or explanations made by the board of directors or the board of supervisors;</p> <p>.....</p> |
| Article 68 | <p>If a proposal relating to the election of directors is adopted at a shareholders' general meeting, the newly elected directors and supervisors shall assume office in accordance with the Articles of Association.</p> |
| Article 75 | <p>The Rules constitutes an appendix to the Articles of Association, having been drafted by the board of directors and approved by the shareholders' general meeting, with any amendments following the same procedure. The Rules shall take effect from the date of listing of the Company's H-shares on The Stock Exchange of Hong Kong Limited approval by a resolution at the shareholders' general meeting. The original Rules of Procedures of the General Meeting of the Company shall automatically become null and void from the effective date of the Rules.</p> |

Details of the proposed amendments to the Rules of Procedures of the Board are as follows (deleted texts are presented in strikethrough and additional texts are presented in bold):

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| Article 1 | <p>Purpose</p> <p>In order to further standardize the procedural methods and decision-making procedures of the board of directors of Ganfeng Lithium Group Co., Ltd. (hereinafter referred to as “the Company”)</p> |
| Article 3 | <p>Board of Directors Authority</p> <p>The board of directors shall be accountable to the shareholders’ meeting, and shall exercise the following powers:</p> <ul style="list-style-type: none"> (i) to convene the shareholders’ meeting and to report on its work to the shareholders’ meeting; (ii) to implement the resolutions adopted by the shareholders’ meeting; (iii) to determine the Company’s business plans and investment plans; (iv) to formulate the Company’s plans for annual financial budgets and final accounts; (iv) to formulate the Company’s profit distribution plans and plans to cover losses; (v) to formulate the plans for the increase or reduction of the Company’s registered capital and for the issuance of the Company’s bonds or other securities as well as the listing plans; (vi) to draft the plans for major acquisition, purchase of the shares of the Company, merger, division, dissolution or change of the corporate form of the Company; (vii) to acquire shares of the Company <p>.....</p> |

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| | <p>(x) to appoint or remove the Company's president and the secretary of the board of directors, and deciding on their remuneration and rewards and punishments. According to the nomination of the president, to appoint or remove the vice president, financial controller and other senior management officers and decide on their remuneration and rewards and punishments;</p> <p>.....</p> <p>(xv) listen to the work report of the Company's president and inspect the president's work;</p> <p>(xvi) to exercise any other powers granted by the laws, regulations, the listing rules of the stock exchange at the place where the shares of the company are listed, the shareholders' meeting and the articles of association.</p> <p>Other than the board of directors' resolutions in respect of the matters specified in Items (vi), (vii), (viii) and (xii) of this article which shall be passed by the affirmative votes of more than two-thirds of all directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative votes of a majority of all the directors. The board of directors shall perform duties in accordance with the laws, administrative regulations, the listing rules of the place where the shares of the company are listed, the Articles of Association and the resolutions of the shareholders' meeting.</p> <p>Matters beyond the authorized scope of the shareholders' general meeting shall be submitted for review by the shareholders' general meeting.</p> |
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| Article 4 | <p>Specialized committees of the Board</p> <p>The Board has 5 specialized committees, including the Strategy Committee, Nomination Committee, Audit Committee, Remuneration Committee, and Sustainable Development Committee. The qualifications for appointment and deliberation procedures of members of each specialized committee shall be implemented in accordance with the rules of each specialized committee.</p> <p>The strategic committee under the board of directors shall be primarily responsible for formulating the Company's medium-and long-term strategic objectives and development plans, reviewing the medium-and long-term strategic objectives and development plans for each business segment and management segment, overseeing the implementation of corporate strategy, reporting its work to the board of directors, and being accountable to the board of directors.</p> <p>The audit committee exercise the duties of the board of supervisor as stipulated in the Company Law, it shall be responsible for reviewing the Company's financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls reviewing the effectiveness of the Company's internal controls and their implementation, as well as the communication, supervision, and verification of internal and external audits.</p> <p>The nomination committee shall be responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for office.</p> <p>The remuneration and appraisal committee shall be responsible for formulating the evaluation criteria for directors and senior management and conducting the evaluation, preparing and reviewing the remuneration policies and programs for directors and senior management such as the mechanism for determining the remuneration of directors and senior management, the decision-making process, and the arrangements for the payment and stoppage of recourse.</p> <p>The sustainable development committee under the board of directors shall be primarily responsible for formulating the Company's sustainability goals and development plans, supervising the operation of sustainability systems across all business segments, and providing recommendations and solutions to enhance the Company's sustainability performance.</p> |
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| Article 7 | <p>Interim meeting</p> <p>An interim meeting of the board of directors shall be convened under any of the following circumstances:</p> <p>.....</p> <p>(iii) the board of supervisors audit committee proposes to hold such meeting;</p> <p>(iv) the chairman of the board of directors considers necessary to hold such meeting;</p> <p>(v) more than one half of independent directors propose to hold such meeting;</p> <p>(vi) the president proposes to hold such meeting.</p> <p>.....</p> |
| Article 10 | <p>Notice of meeting</p> <p>To convene regular and extraordinary meetings of the board of directors, the office of the board of directors shall provide written meeting notices stamped with the seal of the board of directors fourteen and five days in advance (or at other agreed times), respectively, to all directors and supervisors, as well as the president and the secretary of the board of directors, through personal delivery, email, fax or telephone, or other means. For non direct delivery, confirmation should also be made over the phone and corresponding records should be kept.</p> <p>.....</p> |
| Article 13 | <p>.....</p> <p>Supervisors may attend board meetings as observers; If the president and the secretary of the board of directors do not concurrently serve as directors, they shall attend board meetings as observers. The meeting moderator may notify other relevant personnel to attend the board meeting as necessary.</p> |

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| Article 15 | <p>Restrictions on proxy attendance</p> <p>Attendance at board meetings by proxy shall comply with the following principles:</p> <p>.....</p> <p>(iii) A director shall not grant or accept a proxy that lacks specific voting instructions, constitutes a blanket proxy, or has an ambiguous scope of authorization; A director shall not grant a blanket proxy to another Director to attend a meeting without stating his/her personal opinion and voting intention on the proposals. Similarly, a Director shall not accept a blanket proxy or a proxy with ambiguous authorization</p> <p>(iv) A director shall not accept proxies from more than two other directors at a single board meeting. Nor shall a director grant a proxy to a director who has already accepted proxies from two other directors.</p> |
| Article 17 | <p>.....</p> <p>For proposals that require prior consideration and pre-approval by the special meeting of independent directors pursuant to the relevant provisions, the presiding person shall, before discussing the relevant proposal, designate an independent director to read out the written approval opinion reached by the resolution of the special meeting of independent directors.</p> <p>.....</p> |
| Article 20 | <p>After the directors have completed their voting, the Securities Affairs Representative and relevant staff of the board office shall promptly collect the voting ballots of the directors and submit them to the secretary of the board of directors for statistics under the supervision of a supervisor or an independent director.</p> <p>.....</p> |

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| Article 35 | <p>Supplementary Provisions</p> <p>.....</p> <p>The Rules are formulated by the board of directors and shall take effect upon the listing of the Company's overseas-listed foreign shares (H Shares) on The Stock Exchange of Hong Kong Limited after being approved by the shareholders' meeting of the Company. The Company's original Rules of Procedure for Board shall be automatically repealed as of the effective date of these Rules.</p> <p>.....</p> |
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APPENDIX IV PROPOSED AMENDMENTS TO THE INDEPENDENT DIRECTORS SYSTEM

Details of the proposed amendments to the Independent Directors System are as follows (deleted texts are presented in strikethrough and additional texts are presented in bold):

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| Article 3 | <p>.....</p> <p>The Company can establish specialized committees for Nomination, Remuneration and Assessment, strategy, etc. in the board of directors as needed. More than half of the independent directors in the Nomination Committee and the Remuneration and Assessment Committee shall serve as conveners.</p> |
| Article 9 | <p>The board of directors, the board of supervisors, and shareholders holding more than 1% of the issued shares of the Company individually or jointly may propose independent director candidates, which shall be decided by the shareholders' meeting.</p> |

Details of the proposed amendments to the External Guarantee System are as follows (deleted texts are presented in strikethrough and additional texts are presented in bold):

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| Article 1 | <p>In order to protect the legal interests of investors, regulate the external guarantees of Ganfeng Lithium Group Co., Ltd. (hereinafter referred to as the “Company”), effectively prevent risks on external guarantees of the Company and ensure the safety of the Company’s assets, the Company has formulated the System in accordance with the Company Law of the People’s Republic of China, the Civil Code Guaranty Law of the People’s Republic of China, the Regulatory Guidelines for Listed Companies No. 8 – Regulatory Requirements for Capital Transaction and External Security the Notification on Standardizing External Guarantee Behavior of Listed Companies, the Notification on Standardizing the Capital Transfer between Listed Companies and Related Parties and on Certain Issues of External Guarantee of Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and other laws, regulations and regulatory documents as well as the Articles of Association of the Company (hereinafter referred to as the “Articles of Association”) in combination with the actual conditions of the Company.</p> |
| Article 18 | <p>External guarantees that should be approved by the shareholders’ meeting must be reviewed and approved by the board of directors before being submitted for approval by the shareholders’ meeting. External guarantees that require approval from the shareholders’ meeting include but are not limited to the following situations:</p> <ul style="list-style-type: none"> (i) any guarantee provided after the total amount of external guarantee provided to third parties by the Company and its controlled subsidiaries has exceeded 50% of the latest audited net assets; (ii) accumulated guarantee amount exceeding 30% of the Company’s latest audited total assets within the past twelve months; (iii) any guarantee to be provided to a party which has an asset-liability ratio in excess of 70%; (iv) a single guarantee for amount in excess of 10% of the latest audited net assets; (v) any guarantee provided after the total a guarantee amount within 12 consecutive months of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the latest audited net assets of the Company and with an absolute amount exceeding RMB50 million; (vi) any guarantee to be provided to shareholders, de facto controllers and their related parties; <p>.....</p> |

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| Article 21 | The Company shall enter into guarantee contracts and counter-guarantee contracts in respect of external guarantees in writing. The guarantee contracts and the counter-guarantee contracts shall include contents as required by such laws and regulations as the Civil Code Guarantee Law of the People's Republic of China and the Contract Law of the People's Republic of China . |
| Article 30 | In the process of contract management, if any abnormal contract is found that has not been approved by the board of directors or shareholders' meeting, it should be reported to the board of directors and the audit committee the board of supervisors in a timely manner. |
| Article 36 | The finance department should take effective measures based on possible other risks, propose corresponding handling methods for approval by the responsible leaders, and submit them to the board of directors and the audit committee the board of supervisors according to the situation. |

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| APPENDIX VI | PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT SYSTEM FOR DIRECTORS AND SENIOR MANAGEMENT |
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Details of the proposed amendments to the Remuneration Management System for Directors and Senior Management are as follows (deleted texts are presented in strikethrough and additional texts are presented in bold):

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| Article 1 | In order to further improve the remuneration management of the directors, supervisors , and senior management of the Company, establish a scientific and effective incentive and restraint mechanism, effectively mobilize the work enthusiasm directors, supervisors , and senior management of the Company, and enhance the company's management efficiency, this compensation management system is formulated in accordance with relevant national laws and regulations and the articles of association of the Company. |
| Article 2 | The directors; supervisors , and senior management subject to this system include: internal directors, supervisors (referring to directors and supervisors who hold positions other than directors and supervisors), external directors, supervisors , independent directors, and senior management of the Company. |
| Article 3 | The remuneration of directors; supervisors , and senior management is combined with the long-term development of the Company and the interests of shareholders to ensure the long-term stable development of the Company. The remuneration of directors; supervisors , and senior management is closely linked to the Company's efficiency and work goals, while also complying with the laws of market value. The Company's remuneration system follows the following principles: |
| Article 4 | The Remuneration Committee Remuneration and Assessment Committee of the Board of Directors is a management body that assesses and determines the remuneration of directors and senior management. |
| Article 5 | The Remuneration Committee Remuneration and Assessment Committee of the board of directors has the authority to verify whether the actual salaries paid to senior management of the company are implemented in accordance with the remuneration plan determined by the board of directors. |
| Article 6 | The remuneration of directors; supervisors , and senior management of the Company consists of basic annual salary and performance-based annual salary. Basic salary is the annual basic remuneration, and performance-based annual salary is mainly linked to the Company's operating performance, that is, the realization level of performance-based annual salary is determined based on the annual operating performance assessment results. |

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| Article 7 | Based on the responsibilities, risks, and pressures borne by directors, supervisors, and senior management, different basic annual salary standards are determined. Directors and supervisors who hold positions in the Company but are not senior management personnel are generally paid according to their job level, without considering their status as directors or supervisors of the Company. |
| Article 8 | The performance-based annual salary of senior management in the company is linked to the Company's profit completion rate and target responsibility system assessment results. The specific implementation shall be carried out in accordance with the implementation measures approved by the Remuneration Committee Remuneration and Assessment Committee of the board of directors each year. |
| Article 10 | The basis for adjusting the remuneration of Company directors, supervisors, and senior management is: |

The proposed amendments to the Regulations on the Management of Raised Funds are detailed below (deleted text is shown in strikethrough, added text is shown in bold):

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| Article 1 | <p>Ganfeng Lithium Group Co., Ltd. (the “Company”) formulates these regulations for the purpose of strengthening and standardizing the management of the Company’s raised funds, improving the efficiency and effectiveness of fund usage, and adhering to the principle of being responsible to all shareholders, in accordance with the relevant provisions of the China Securities Regulatory Commission, the Rules on the Supervision of Funds Raised by Listed Companies the Regulatory Guidelines for Listed Companies No.2 – Regulatory Requirements for the Management and Use of Funds Raised by Listed Companies, the Administration Rules for Proceeds of Companies Listed on the Small and Medium-sized Enterprise Board issued by the Shenzhen Stock Exchange, the Guidance No. 1 of Shenzhen Stock Exchange on Self-regulation by Listed Companies – the Standardized Operation of Listed Companies on the Main Board, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), and other applicable laws, regulations, as well as the Articles of Association of Ganfeng Lithium Group Co., Ltd., and in light of the Company’s actual circumstances.</p> |
| Article 4 | <p>The board of directors and the board of supervisors of the Company should strengthen the inspection of the use of raised funds, ensure that the funds are invested in accordance with the commitments in the fundraising prospectus or approved by the shareholders’ meeting, and check whether the progress and effectiveness of investment projects meet the level predicted in the fundraising prospectus. Independent directors should fulfill their necessary responsibilities regarding whether the allocation and management of funds raised by the Company are beneficial to the interests of the Company and investors. The audit institution of the Company should pay attention to whether the storage and use of the raised funds are consistent with the Company’s information disclosure.</p> |

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| Article 6 | <p>The Company shall sign a tripartite regulatory agreement (hereinafter referred to as the “Agreement”) with the sponsor institution and the commercial bank where the raised funds are deposited (hereinafter referred to as the “Commercial Bank”) within one month after the funds are raised. The agreement should at least include the following contents:</p> <ol style="list-style-type: none">1. The Company should concentrate the raised funds in a dedicated account;2. The special account for fundraising, the fundraising projects involved in the special account, and the amount deposited;3. Where the amount withdrawn by the Company from the special account in a single instance or cumulatively within a 12-month period exceeds RMB150 million or five percent of the net amount of the total 20% of the net raised funds (after deducting issuance expenses), both the Company and the Commercial Bank shall promptly notify the sponsor;4. The Commercial Bank shall provide monthly bank statements to the Company and simultaneously send copies to the sponsor;5. The sponsor may, at any time, request to review the special account records at the Commercial Bank;6. The supervisory responsibilities of the sponsor, the notification and cooperation obligations of the Commercial Bank, and the manner in which the sponsor and the Commercial Bank shall supervise the use of the Company’s raised;7. The liability for breach of contract by the Company, the Commercial Bank, and the sponsor;8. If the Commercial Bank fails on three occasions to promptly provide bank statements to the sponsor or to notify the sponsor of large-value withdrawals from the special account, or fails to cooperate with the sponsor’s review or investigation of the special account records, the Company may terminate the Agreement and close the special account for fundraising. |
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| | <p>The Company shall promptly report to the relevant stock exchange where the Company's stock is listed for filing and announce the main content of the agreement after all agreements are signed.</p> <p>If the Company implements a fundraising investment project through its holding subsidiary, a tripartite agreement shall be jointly signed by the Company, the controlled subsidiary implementing the fundraising investment project, the Commercial Bank, and the sponsor or independent financial advisor. The Company and its controlled subsidiary shall be considered as a joint party.</p> <p>.....</p> |
| Article 7 | <p>(The article shall be deleted in its entirety)</p> <p>The Company should actively urge commercial banks to fulfill the agreement. If a commercial bank fails to provide timely statements or notify the sponsor of large withdrawals from the special account for three consecutive times, or fails to cooperate with the sponsor's inquiry and investigation of the special account information, the Company may terminate the agreement and cancel the fundraising special account.</p> |
| Article 8 | <p>The company shall use the raised funds prudently, ensure that the use of the raised funds is consistent with the commitments in the issuance application documents, and shall not change the direction of the raised funds without authorization. The Company shall use the raised funds in accordance with the investment plan promised in the issuance application documents. When there is a situation that seriously affects the normal operation of the fundraising investment plan, the Company shall promptly report to the relevant stock exchange where the Company's stock is listed and make an announcement in accordance with the listing rules of the Company's stock listing location. The Company shall truthfully, accurately, and completely disclose the actual use of the raised funds. When there is a situation that seriously affects the normal operation of the fundraising investment plan, it should be announced in a timely manner.</p> |
| Article 9 | <p>The raised funds should generally be used for the company's main business. Except for financial enterprises, the raised funds shall not be used for high-risk investments such as securities investment and derivative trading, or for providing financial assistance to others. They shall also not directly or indirectly invest in companies whose main business is buying and selling securities. Fundraising investment projects shall not involve holding trading financial assets, available for sale financial assets, lending to others, entrusting wealth management, or other financial investments. They shall not directly or indirectly invest in companies whose main business is buying and selling securities.</p> |

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| Article 14 | <p>Where any of the following circumstances occurs with respect to the fundraising projects, the Company shall re-evaluate conduct a review of the feasibility and expected returns of the project, and decide whether to continue its implementation; and disclose in the next periodic report the progress of the project, the reasons for any anomalies, and the adjusted investment plan for the raised funds:</p> <ol style="list-style-type: none"> 1. Significant changes occur in the market environment related to the fundraising projects; 2. The fundraising projects have been suspended for more than one year after the raised funds have been received; 3. The previous investment plan's completion deadline has been exceeded, and the amount of raised funds invested is less than 50% of the planned amount; 4. Other abnormal circumstances occur in relation to the fundraising projects. <p>If the Company encounters the situations specified in the preceding paragraph, it shall disclose them in a timely manner. The Company shall disclose the progress of the project, the reasons for any abnormalities, and the specific circumstances re-evaluated during the reporting period in the latest periodic report. If it is necessary to adjust the fundraising investment plan, the adjusted fundraising investment plan shall be disclosed at the same time.</p> |
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| Article 15 | <p>(The article shall be added in its entirety)</p> <p>When the Company uses the raised funds for the following purposes, it shall be reviewed and approved by the board of directors, and timely disclosed after the sponsor institution expresses clear opinions:</p> <ol style="list-style-type: none">(1) exchange the self owned funds that have been pre invested in the fundraising investment project with the raised funds;(2) use temporarily idle raised funds for cash management;(3) use temporarily idle raised funds to temporarily supplement working capital;(4) change the purpose of fundraising;(5) change the implementation location of the fundraising investment project;(6) utilize surplus funds to raise funds;(7) the excess funds will be used for ongoing and new projects, repurchase of the company's shares, and cancellation in accordance with the law. <p>If the Company changes the purpose of raising funds, uses excess funds, or uses surplus raised funds to meet the standards for review by the shareholders' meeting, it shall also be approved by the shareholders' meeting.</p> |
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| Article 16 | <p>If the Company replaces self raised funds that have been pre-invested in investment projects with raised funds, it shall be reviewed and approved by the company's board of directors, and the sponsor shall express clear opinions. The Company shall promptly disclose relevant information. In principle, the company should implement the replacement within six months after the raised funds are transferred to the special account.</p> <p>In the process of implementing investment projects with raised funds, it is generally necessary to pay directly with raised funds. If it is difficult to pay personnel salaries, purchase overseas products and equipment directly with raised funds, replacement can be implemented within six months after self raised funds are used.</p> <p>If the Company has disclosed in the issuance application documents that it intends to exchange the raised funds for self raised funds that have been pre invested and the amount of pre investment is determined, it shall make a public announcement before the implementation of the exchange.</p> <p>The Company may use the raised funds to replace the self raised funds that have been pre invested in the raised funds investment project within 6 months after the funds are received. If the raised funds are used to replace the self raised funds that have been pre invested in the raised funds investment project, it shall be subject to the approval of the board of directors of the company, the special audit of the accounting firm, and the explicit consent of the sponsor institution before implementation, except for the issuance application documents that have disclosed the intention to use the raised funds to replace the pre invested self raised funds and the pre investment amount is determined.</p> |
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| Article 17 | <p>The Company may conduct cash management on temporarily idle raised funds, which should be implemented through a dedicated fundraising account or a publicly disclosed product specific settlement account. If cash management is implemented through a product specific settlement account, the account shall not store non raised funds or be used for other purposes. The implementation of cash management shall not affect the normal operation of the fundraising investment plan. The Company shall promptly announce the opening or cancellation of a product specific settlement account.</p> <p>Cash management products shall meet the following conditions:</p> <ol style="list-style-type: none">(1) Products with high security, such as structured deposits and large denomination certificates of deposit, shall not be non-guaranteed;(2) Good liquidity, product term shall not exceed twelve months;(3) Cash management products cannot be pledged. <p>If the Company changes the implementation location and method of the fundraising investment project, it shall be approved by the board of directors and reported to the relevant stock exchange where the company's stock is listed within 2 trading days, and the reasons for the change shall be announced.</p> |
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| Article 18 | <p>(The article shall be added in its entirety)</p> <p>If the Company uses temporarily idle raised funds for cash management, it shall promptly announce the following contents after the board meeting:</p> <ol style="list-style-type: none">(1) the basic information of the funds raised this time, including the time of receipt of the raised funds, the amount of the raised funds, the net amount of the raised funds, the investment plan, etc;(2) the use of raised funds and the reasons for idle raised funds;(3) the amount and duration of cash management, whether there are any disguised changes in the use of raised funds, and measures to ensure that they do not affect the normal operation of investment projects with raised funds;(4) the profit distribution method, investment scope, safety analysis provided by the issuer of cash management products, and risk control measures taken by the company to ensure the safety of funds;(5) opinions issued by the sponsor or independent financial advisor. <p>The Company shall promptly disclose risk warning announcements to the public and explain the risk control measures taken by the company to ensure the safety of funds in the event of significant risks such as the deterioration of the financial situation of the issuing entity of cash management products or the loss of invested products.</p> |
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| Article 19 | <p>(The article shall be added in its entirety)</p> <p>If the Company uses idle raised funds to temporarily supplement working capital, it shall implement it through a special account for raised funds, limited to production and operation activities related to its main business, and shall meet the following conditions:</p> <ol style="list-style-type: none">(1) it is not allowed to indirectly change the purpose of the raised funds or affect the normal operation of the investment plan of the raised funds;(2) the previously raised funds for temporary replenishment of working capital have been returned;(3) the duration of a single temporary replenishment of working capital shall not exceed twelve months;(4) do not use idle raised funds directly or indirectly for high-risk investments such as securities investment and derivative trading. |
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| Article 20 | <p>(The article shall be added in its entirety)</p> <p>If the Company uses idle raised funds to temporarily supplement working capital, it shall promptly announce the following contents after being reviewed and approved by the board of directors:</p> <ol style="list-style-type: none"> (1) the basic information of the funds raised this time, including the time of receipt of the raised funds, the amount of the raised funds, the net amount of the raised funds, and the investment plan, etc; (2) the use of raised funds; (3) the amount and deadline for supplementing working capital with idle raised funds; (4) the expected amount of financial cost savings from supplementing working capital with idle raised funds, the reasons for insufficient working capital, whether there is any disguised change in the use of raised funds, and measures to ensure that it does not affect the normal operation of investment projects with raised funds; (5) opinions issued by the sponsoring institution; (6) other requirements from the exchange. <p>Before the expiration date of the supplementary working capital, the Company shall return the portion of funds to the raised funds special account and promptly announce it after all funds have been returned. If the Company expects that it will not be able to return the portion of funds to the fundraising account on schedule, it shall follow the review procedures as required in the preceding paragraph before the due date and make a timely announcement. The announcement shall include the destination of the funds, the reasons for the inability to return them, the reasons for continuing to use them to supplement working capital, and the deadline.</p> |
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| Article 21 | <p>(The article shall be added in its entirety)</p> <p>If a Company has any of the following circumstances, it is considered to have changed the purpose of raising funds:</p> <ol style="list-style-type: none"> (1) cancel or terminate the original fundraising investment project, implement new projects or permanently supplement working capital; (2) change the implementing entity of the fundraising investment project (excluding changes between the Company and its wholly-owned subsidiaries); (3) change the implementation method of fundraising investment projects; (4) other situations recognized by the China Securities Regulatory Commission and exchanges. <p>If the Company falls under the circumstances specified in the first item of the preceding paragraph, the sponsor shall provide a specific explanation of the main reasons for the changes in the investment projects of the raised funds and the reasonableness of the sponsor's previous opinions, based on the relevant documents disclosed in the previous period.</p> <p>If the Company uses the raised funds for cash management, temporary replenishment of working capital, or the use of excess funds beyond the limit, term, or purpose determined by the board of directors or shareholders' meeting, and the situation is serious, it shall be deemed as unauthorized change of the purpose of the raised funds.</p> |
| Article 22 | <p>(The article shall be added in its entirety)</p> <p>The board of directors of the Company should scientifically and prudently select new investment projects, conduct feasibility analysis on new investment projects, and ensure that the investment projects have good market prospects and profitability, can effectively prevent investment risks, and improve the efficiency of the use of raised funds.</p> |
| Article 23 | <p>(The article shall be added in its entirety)</p> <p>If the Company changes the investment project of the raised funds to a joint venture operation mode, it should carefully consider the necessity of the joint venture based on a full understanding of the basic situation of the joint venture parties, and the Company should hold controlling shares to ensure effective control over the investment project of the raised funds.</p> |

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| APPENDIX VII | PROPOSED AMENDMENTS TO THE REGULATIONS ON THE MANAGEMENT OF RAISED FUNDS |
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| Article 24 | <p>(The article shall be added in its entirety)</p> <p>If the Company changes the purpose of raising funds for the acquisition of assets (including equity) of the controlling shareholder or actual controller, it shall ensure that it can effectively avoid interbank competition and reduce related party transactions after the acquisition is completed.</p> |
| Article 25 | <p>(The article shall be added in its entirety)</p> <p>If the Company changes the implementation location of the fundraising investment project, it shall promptly announce the change, reasons, impact on the implementation of the fundraising investment project, and the opinions issued by the sponsor institution after the board of directors approves it.</p> |
| Article 26 | <p>(The article shall be added in its entirety)</p> <p>Before the completion of all fundraising projects by the Company, if there are surplus funds due to project termination and some of the raised funds are used to permanently supplement working capital, the following requirements shall be met:</p> <ol style="list-style-type: none">(1) funds raised have been received for more than one year;(2) not affecting the implementation of other fundraising projects;(3) fulfill approval procedures and information disclosure obligations in accordance with the requirements for changes in the use of raised funds. |

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| Article 27 | <p>(The article shall be added in its entirety)</p> <p>The Company should properly arrange the use plan of excess funds based on its development plan and actual production and operation needs. Over raised funds should be used for ongoing and new projects, repurchasing the Company's shares, and legally canceling them. The Company shall clarify the specific plan for the use of excess funds no later than the overall completion of the same batch of fundraising projects, and put them into use according to the plan.</p> <p>The Company shall fully disclose the construction plan, investment necessity and rationality, investment cycle and return rate of relevant projects when investing in ongoing and new projects with over raised funds. If the projects involve related party transactions, asset purchases, external investments, etc., the Company shall also fulfill the review procedures and information disclosure obligations in accordance with Chapter 6 of the Stock Exchange Listing Rules and other regulations.</p> <p>If it is necessary to use temporarily idle excess funds for cash management or temporary replenishment of working capital, the necessity and reasonableness should be explained. If the Company manages the temporarily idle over raised funds in cash or temporarily supplements working capital, the amount, term, and other matters shall be reviewed and approved by the board of directors. The sponsor institution shall express clear opinions, and the Company shall disclose relevant information in a timely manner.</p> <p>The Company shall provide a special report on the storage, management, and use of the raised funds in the annual report, explaining the use of excess funds and the next year's use plan.</p> |
| Article 28 | <p>(The article shall be added in its entirety)</p> <p>The Company shall, based on the actual production and operation needs of the enterprise, submit the excess funds to the board of directors or shareholders' meeting for review and approval, and use them in a planned manner in the following order:</p> <ol style="list-style-type: none">(1) supplement the funding gap for investment projects with raised funds;(2) temporary replenishment of working capital;(3) conduct cash management. |

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| Article 32 | <p>If the company intends to change the direction of the raised funds, it shall report to the relevant stock exchange of the place where the company's stock is listed within 2 trading days after submitting it to the board of directors for review, and announce the following content in accordance with the listing rules of the place where the company's stock is listed:</p> <p>.....</p> <p>5. opinions of independent directors, board of supervisors, and sponsor institutions on changing the investment direction of raised funds;</p> <p>.....</p> |
| Article 35 | <p>After the completion of the fundraising investment project, the Company's use of a small amount of surplus funds for other purposes shall meet the following conditions:</p> <p>1. Independent directors express clearly agreed independent opinions;</p> <p>2. The accounting firm issues a special audit report on the raised funds with an audit opinion of "consistent" or "basically consistent";</p> <p>3. The sponsoring institution expresses clear agreement.</p> |
| Article 38 | <p>(The article shall be deleted in its entirety)</p> <p>Independent directors should pay attention to whether there are significant differences between the actual use of raised funds and the Company's information disclosure. With the consent of more than half of the independent directors, independent directors may hire an accounting firm to conduct a special audit of the use of raised funds. The Company should fully cooperate with the special audit work and bear the necessary audit fees.</p> |
| Article 40 | <p>If the Company intends to sell the above-mentioned assets, it shall comply with the relevant provisions of the Shenzhen Stock Exchange Listing Rules and the Hong Kong Listing Rules. In addition, the board of directors shall fully explain the reasons for the sale and its impact on the company, and the independent directors and board of supervisors shall express clear agreement on the matter.</p> |

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| APPENDIX VII | PROPOSED AMENDMENTS TO THE REGULATIONS ON THE MANAGEMENT OF RAISED FUNDS |
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| Article 41 | <p>.....</p> <p>If the realized profit of the asset of the Company is lower than 10% of the profit forecast, the reasons for the failure to meet the profit forecast shall be disclosed in the annual report. At the same time, the board of directors, the board of supervisors, independent directors, and the accounting firm that issued the profit forecast audit report of the Company shall provide special explanations on this matter; If the realized profit of the asset of the Company does not reach 80% of the profit forecast, except for force majeure, the legal representative of the Company, the registered accountant who signed the profit forecast audit report, and the relevant shareholders (the original owner of the asset) shall publicly explain, apologize, and announce at the shareholders' meeting.</p> |
| Article 44 | <p>These regulations shall take effect upon approval by the shareholders' meeting and from the date of the listing and trading of the Company's H Shares on The Stock Exchange of Hong Kong Limited. Upon the effectiveness of these regulations, the Company's former Regulations on the Management of Raised Funds shall automatically become invalid.</p> |

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

赣锋锂业
GanfengLithium
Ganfeng Lithium Group Co., Ltd.
江西赣锋锂业集团股份有限公司

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

(Stock Code: 1772)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Ganfeng Lithium Group Co., Ltd. (the “**Company**”) will be held at the conference room at 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, the People’s Republic of China on Tuesday, October 14, 2025 at 2:00 p.m. for the purpose of considering, and if thought fit, approving the following resolutions. Unless otherwise stated, the capitalized used herein shall have the same meanings as defined in the circular of the Company dated September 22, 2025 (the “**Circular**”), for which the notice convening the EGM shall form part of.

ORDINARY RESOLUTIONS

1. Proposed amendments to certain management systems of the Company
 - 1.1 Proposed amendments to the Rules of Procedures of the General Meeting
 - 1.2 Proposed amendments to the Rules of Procedures of the Board
 - 1.3 Proposed amendments to the Independent Directors System
 - 1.4 Proposed amendments to the External Guarantee System
 - 1.5 Proposed amendments to the Remuneration Management System for Directors and Senior Management
 - 1.6 Proposed amendments to the Regulations on the Management of Raised Funds

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTIONS

1. Proposed provision of financial assistance to a joint venture
2. Proposed amendments to the Articles of Association

By order of the Board
GANFENG LITHIUM GROUP CO., LTD.
LI Liangbin
Chairman

Jiangxi, PRC
September 22, 2025

As at the date of this notice, the board of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Mr. SHEN Haibo, Ms. HUANG Ting and Mr. Li Chenglin as executive directors of the Company; Ms. LUO Rong as non-executive director of the Company; and Mr. WANG Jinben, Mr. WONG Ho Kwan, Ms. XU Yixin and Mr. XU Guanghua as independent non-executive directors of the Company

Notes:

- (A) In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Thursday, October 9, 2025 to Tuesday, October 14, 2025 (both days inclusive), during which no transfer of H shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollar and listed on the Hong Kong Stock Exchange (the “**H Shares**”), will be effected. Holders of H Shares whose names appear on the registers of members of the Company at 4:30 p.m. on Wednesday, October 8, 2025 shall be entitled to attend and vote at the EGM. In order for the holders of H Shares to qualify to attend and vote at the EGM, 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, no later than 4:30 p.m. on Wednesday, October 8, 2025 for registration.
- (B) Holders of H Shares intending to attend the EGM (or any adjournment thereof) should complete and return the reply slip for attending the EGM (or any adjournment thereof) personally, by facsimile or by post.

Holders of H Shares should complete and return the reply slip to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, by facsimile at (852) 2865 0990 or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong such that the reply slip shall be received by the Company’s H Share Registrar 10 days before the EGM (i.e. on or before Saturday, October 4, 2025).

- (C) Each holder of H Shares may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (D) Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the EGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by the chairman of the board of directors or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.
- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (D) above must be delivered to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Monday, October 13, 2025, Hong Kong time) (or any adjournment thereof).
- (F) Shareholders may contact the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited by telephone at (852) 2862 8555 or by email to hkinfo@computershare.com.hk in connection with the EGM.
- (G) A shareholder of the Company or his proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate shareholder’s legal representative or any other person duly authorized by such corporate shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, proof of designation as legal representative and/or the valid authorization document (as the case may be).
- (H) The EGM (or any adjournment thereof) is expected to last for one day. Shareholders who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.