THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Jiangxi Copper Company Limited**, you should at once hand this circular and the accompanying proxy form(s) and reply slip(s) to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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江西銅業股份有限公司
JIANGXI COPPER COMPANY LIMITED

(a Sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 0358)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE
(3) PROPOSED AMENDMENTS TO THE RULES FOR GENERAL MEETINGS
(4) PROPOSED AMENDMENTS TO THE RULES FOR BOARD OF DIRECTORS
(5) PROPOSED AMENDMENTS TO THE RULES FOR INDEPENDENT DIRECTORS
(6) PROPOSED AMENDMENTS TO THE RULES FOR CONNECTED TRANSACTIONS
(7) PROPOSED AMENDMENTS TO THE RULES FOR THE MANAGEMENT ON THE USE OF PROCEEDS
(8) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
(9) PROPOSED DISTRIBUTION OF INTERIM DIVIDEND
(10) NOTICE OF EGM
AND
(11) NOTICES OF CLASS MEETINGS

All the capitalised terms used in this circular have the meanings set out in the section headed "Definitions" of this circular. A letter from the Board is set out on pages 1 to 12 of this circular.

A notice convening the EGM to be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC at 2:30 p.m. on Tuesday, 28 October 2025 is set out on pages 305 to 308 of this circular.

A notice convening the A Share Class Meeting to be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC at 3:00 p.m. on Tuesday, 28 October 2025 (or immediately after the conclusion of the EGM or any adjournment thereof) is set out on pages 309 to 310 of this circular.

A notice convening the H Share Class Meeting to be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC at 3:15 p.m. on Tuesday, 28 October 2025 (or immediately after the conclusion of the A Share Class Meeting or any adjournment thereof) is set out on pages 311 to 312 of this circular.

If you intend to attend the EGM and/or the H Share Class Meeting, please complete and return the reply slip(s) enclosed in this circular in accordance with the instructions printed thereon to the Secretariat of the Board at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC (Postal Code: 330096) as soon as possible and in any event not later than Monday, 20 October 2025. The reply slip(s) may be delivered by hand, by post, by fax (at fax no.: (86) 791-82710114) or by email (at email address: jccl@jxcc.com).

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

10 October 2025

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

"A Share(s)"	A share(s) of nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Shanghai Stock Exchange
"A Shareholder(s)"	holder(s) of the A Share(s)
"A Share Class Meeting"	the A Share class meeting of the Company to be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC at 3:00 p.m. on Tuesday, 28 October 2025 (or immediately after the conclusion of the EGM or any adjournment thereof)
"Articles of Association"	the articles of association of Jiangxi Copper Company Limited, as amended from time to time
"Board"	the board of Directors of the Company
"Class Meetings"	A Share Class Meeting and H Share Class Meeting
"Company"	Jiangxi Copper Company Limited, a Sino-foreign joint venture joint stock limited company incorporated in the PRC
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"CSRC"	the China Securities Regulatory Commission
"Director(s)"	director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC at 2:30 p.m. on Tuesday, 28 October 2025
"H Share(s)"	overseas listed foreign share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars

"H Shareholder(s)"	holder(s) of the H Share(s)
"H Share Class Meeting"	the H Share class meeting of the Company to be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC at 3:15 p.m. on Tuesday, 28 October 2025 (or immediately after the conclusion of the A Share Class Meeting or any adjournment thereof)
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Independent Non-executive Director(s)"	independent non-executive Director(s) of the Company
"Latest Practicable Date"	30 September 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Notice of A Share Class Meeting"	the notice dated 10 October 2025 convening the A Share Class Meeting as set out on pages 309 to 310 of this circular
"Notice of EGM"	the notice dated 10 October 2025 convening the EGM as set out on pages 305 to 308 of this circular
"Notice of H Share Class Meeting"	the notice dated 10 October 2025 convening the H Share Class Meeting as set out on pages 311 to 312 of this circular
"PRC"	the People's Republic of China (and where the context requires, references in this circular to the PRC do not apply to Hong Kong, the Macau Special Administrative Region of the PRC or Taiwan)
"PRC Company Law"	the Company Law of the People's Republic of China
"PRC Securities Law"	the Securities Law of the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC

"Rules for Board of Directors"	the Rules for Board of Directors of Jiangxi Copper Company Limited, as amended from time to time
"Rules for Connected Transactions"	the Rules for Connected Transactions of Jiangxi Copper Company Limited, as amended from time to time
"Rules for General Meetings"	the Rules for General Meetings of Jiangxi Copper Company Limited, as amended from time to time
"Rules for Independent Directors"	the Rules for Independent Directors of Jiangxi Copper Company Limited, as amended from time to time
"Rules for the Management on the Use of Proceeds"	the Rules for the Management on the Use of Proceeds of Jiangxi Copper Company Limited, as amended from time to time
"Share(s)"	the A Share(s) and/or H Share(s)
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisor(s)"	the supervisor(s) of the Company
"Supervisory Committee"	the supervisory committee of the Company
"Standard Operations Guidance"	the Shanghai Stock Exchange Self-Regulatory Guidance for Listed Companies No. 1 – Standard Operations* (《上海證券交易所上市公司自律監管指引第1號－規範運作》)
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules

In this circular, the English translation marked with "" is for identification purpose only.*

江西銅業股份有限公司
JIANGXI COPPER COMPANY LIMITED

(a Sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 0358)

The Board
Executive Directors:
Mr. Zheng Gaoqing *(Chairman)*
Mr. Zhou Shaobing *(Deputy chairman)*
Mr. Gao Jian-min
Mr. Liang Qing
Mr. Yu Minxin

Independent Non-executive Directors:
Mr. Wang Feng
Ms. Lai Dan
Ms. Liu Shuying

Legal address:
15 Yejin Avenue
Guixi City
Jiangxi
The PRC

Principal place of business in Hong Kong
Suite 4501, 45th Floor
Office Tower
Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

10 October 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE
(3) PROPOSED AMENDMENTS TO THE RULES FOR GENERAL MEETINGS
(4) PROPOSED AMENDMENTS TO THE RULES FOR BOARD OF DIRECTORS
(5) PROPOSED AMENDMENTS TO THE RULES FOR INDEPENDENT DIRECTORS
(6) PROPOSED AMENDMENTS TO THE RULES FOR CONNECTED TRANSACTIONS
(7) PROPOSED AMENDMENTS TO THE RULES FOR THE MANAGEMENT ON THE USE OF PROCEEDS
(8) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
(9) PROPOSED DISTRIBUTION OF INTERIM DIVIDEND
(10) NOTICE OF EGM
AND
(11) NOTICES OF CLASS MEETINGS

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among others, (i) the proposed amendments to the Articles of Association, (ii) the proposed cancellation of the Supervisory Committee, (iii) the proposed amendments to the Rules for General Meetings, (iv) the proposed amendments to the Rules for Board of Directors, (v) the proposed amendments to the Rules for Independent Directors, (vi) the proposed amendments to the Rules for Connected Transactions, (vii) the proposed amendments to the Rules for the Management on the Use of Proceeds, (viii) the proposed appointment of Independent Non-executive Director; (ix) the proposed distribution of interim dividend; (x) the notice of EGM; and (xi) the notices of Class Meetings.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 28 August 2025, in respect of, among others, the proposed amendments to the Articles of Association ("**Proposed Amendments to the Articles of Association**").

Pursuant to (i) the relevant requirements of laws, regulations, and normative documents, including the PRC Company Law, the PRC Securities Law, and the Guidelines for Articles of Association of Listed Companies* (《上市公司章程指引》); (ii) the repeal of the Mandatory Provisions for Articles of Association of Companies Listing Overseas* (《到境外上市公司章程必備條款》) by the CSRC; and (iii) amendments to the Listing Rules, including the core shareholder protection standards as set out in Appendix A1 of the Listing Rules, the expansion and further expansion of the paperless listing regime, as well as the amendments to the Corporate Governance Code; and taking into account the actual circumstances of the Company, the Board proposes to amend the Articles of Association.

Details of the Proposed Amendments to the Articles of Association are set out in Appendix I to this circular. The Proposed Amendments to the Articles of Association will only take effect upon being considered and approved by the Shareholders at the EGM and at the Class Meetings by way of special resolution.

The Hong Kong legal advisers and PRC legal advisers of the Company have confirmed that the Proposed Amendments to the Articles of Association conform with the relevant requirements of the Listing Rules and the laws of the PRC. The Company has confirmed that there is nothing unusual about the Proposed Amendments to the Articles of Association for a company listed in Hong Kong.

III. PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE

Pursuant to the requirements of the PRC Company Law, the State Council's Regulations on the Administration of Registered Capital Registration System under the Company Law of the People's Republic of China* (《國務院關於實施〈中華人民共和國公司法〉註冊資本登記管理制度的規定》), supporting rules and regulations of the CSRC, and other applicable laws, regulations, and supervisory requirements, the Company proposes to cancel the Supervisory Committee and the Supervisors (the "**Proposed Cancellation of the Supervisory Committee**"). Corresponding amendments will be made to the Articles of Association to remove content related to the Supervisory Committee and the Supervisors. The functions and duties of the Supervisory Committee under the PRC Company Law and other laws and regulations will be assumed and exercised by the Independent Audit Committee (Audit Committee) of the Board.

The Proposed Cancellation of the Supervisory Committee is subject to the approval of the Shareholders at the EGM by way of special resolution and shall only become effective upon the passing of the Proposed Amendments to the Articles of Association at the EGM and Class Meetings. Once the Proposed Cancellation of the Supervisory Committee takes effect, rules related to the Supervisory Committee such as the Rules for the Supervisory Committee of Jiangxi Copper Company Limited* (《江西銅業股份有限公司監事會議事規則》) shall be repealed, and the current members of the Supervisory Committee will no longer serve as Supervisors.

IV. PROPOSED AMENDMENTS TO THE RULES FOR GENERAL MEETINGS

Reference is made to the announcement of the Company dated 28 August 2025, in respect of, among others, the proposed amendments to the Rules for General Meetings ("**Proposed Amendments to the Rules for General Meetings**").

Pursuant to the requirements of the PRC Company Law, the PRC Securities Law, the Guidelines for Articles of Association of Listed Companies* (《上市公司章程指引》), the Rules for General Meetings of Listed Companies* (《上市公司股東會規則》) issued by the Shanghai Stock Exchange, and other relevant regulations, and taking into account the actual circumstances of the Company, the Board proposes to amend the Rules for General Meetings.

Details of the Proposed Amendments to the Rules for General Meetings are set out in Appendix II to this circular. The Proposed Amendments to the Rules for General Meetings will only take effect upon being considered and approved by the Shareholders at the EGM by way of special resolution.

V. PROPOSED AMENDMENTS TO THE RULES FOR BOARD OF DIRECTORS

Reference is made to the announcement of the Company dated 28 August 2025, in respect of, among others, the proposed amendments to the Rules for Board of Directors ("**Proposed Amendments to the Rules for Board of Directors**").

Pursuant to the requirements of the PRC Company Law, the PRC Securities Law, the Guidelines for Articles of Association of Listed Companies* (《上市公司章程指引》), the Rules for General Meetings of Listed Companies* (《上市公司股東會規則》) issued by the Shanghai Stock Exchange, the Standard Operations Guidance, and other relevant regulations, and taking into account the actual circumstances of the Company, the Board proposes to amend the Rules for Board of Directors.

Details of the Proposed Amendments to the Rules for Board of Directors are set out in Appendix III to this circular. The Proposed Amendments to the Rules for Board of Directors will only take effect upon being considered and approved by the Shareholders at the EGM by way of ordinary resolution.

VI. PROPOSED AMENDMENTS TO THE RULES FOR INDEPENDENT DIRECTORS

Reference is made to the announcement of the Company dated 28 August 2025, in respect of, among others, the proposed amendments to the Rules for Independent Directors ("**Proposed Amendments to the Rules for Independent Directors**").

Pursuant to the requirements of the Opinions on the Reform of the Independent Director System of Listed Companies* (《關於上市公司獨立董事制度改革的意見》), the Administrative Measures for Independent Directors of Listed Companies* (《上市公司獨立董事管理辦法》), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange* (《上海證券交易所股票上市規則》), the Standard Operations Guidance, and other relevant regulations, and taking into account the actual circumstances of the Company, the Board proposes to amend the Rules for Independent Directors.

Details of the Proposed Amendments to the Rules for Independent Directors are set out in Appendix IV to this circular. The Proposed Amendments to the Rules for Independent Directors will only take effect upon being considered and approved by the Shareholders at the EGM by way of ordinary resolution.

VII. PROPOSED AMENDMENTS TO THE RULES FOR CONNECTED TRANSACTIONS

Reference is made to the announcement of the Company dated 28 August 2025, in respect of, among others, the proposed amendments to the Rules for Connected Transactions ("**Proposed Amendments to the Rules for Connected Transactions**").

Pursuant to the requirements of the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange* (《上海證券交易所股票上市規則》) and other relevant regulations, and taking into account the actual circumstances of the Company, the Board proposes to amend the Rules for Connected Transactions.

Details of the Proposed Amendments to the Rules for Connected Transactions are set out in Appendix V to this circular. The Proposed Amendments to the Rules for Connected Transactions will only take effect upon being considered and approved by the Shareholders at the EGM by way of ordinary resolution.

VIII. PROPOSED AMENDMENTS TO THE RULES FOR THE MANAGEMENT ON THE USE OF PROCEEDS

Reference is made to the announcement of the Company dated 28 August 2025, in respect of, among others, the proposed amendments to the Rules for the Management on the Use of Proceeds ("**Proposed Amendments to the Rules for the Management on the Use of Proceeds**").

Pursuant to the requirements of the PRC Company Law, the PRC Securities Law, the Administrative Measures for the Registration of Securities Issuance by Listed Companies* (《上市公司證券發行註冊管理辦法》), the Supervisory Rules for the Use of Proceeds of Listed Companies*(《上市公司募集資金監管規則》), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange* (《上海證券交易所股票上市規則》), the Standard Operations Guidance, and other relevant regulations, and taking into account the actual circumstances of the Company, the Board proposes to amend the Rules for the Management on the Use of Proceeds.

Details of the Proposed Amendments to the Rules for the Management on the Use of Proceeds are set out in Appendix VI to this circular. The Proposed Amendments to the Rules for the Management on the Use of Proceeds will only take effect upon being considered and approved by the Shareholders at the EGM by way of ordinary resolution.

IX. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 13 June 2025, in respect of, among others, the proposed appointment of Independent Non-executive Director.

The Board proposes the appointment of Mr. Liu Zhihong ("**Mr. Liu**") as an Independent Non-executive Director. The appointment of Mr. Liu as an Independent Non-executive Director is subject to approval by Shareholders at the EGM.

If Mr. Liu is appointed as an Independent Non-executive Director, he will also be appointed as a member of the independent audit committee (audit committee), the remuneration committee and the nomination committee of the Board, and the term of office shall be from the date of consideration and approval at the EGM to the expiration of the term of the tenth session of the Board.

The biographical details of Mr. Liu are set out below:

Liu Zhihong, a member of the Communist Party of the PRC, was born in February 1962, majoring in non-ferrous metal metallurgy at Central South University, holds a doctoral degree and is a professor. He successively served as a lecturer, associate professor and professor at Central South University. He currently serves as an independent director of China Nerin Engineering Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 603257).

As at the Latest Practicable Date, save as disclosed above, Mr. Liu had not held any positions in the Company and its subsidiaries, had not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and had no other major appointments or professional qualifications, and he did not have any relationship with the Directors, Supervisors, senior management, substantial shareholders or controlling shareholders. Mr. Liu did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract or letter of appointment with Mr. Liu. The initial term of office under the service contract will be from the date of approval at the EGM and to the expiration of the term of the tenth session of the Board. The Company has yet to fix the remuneration of Mr. Liu and will seek approval from the Shareholders at the EGM to authorise the Board to determine his remuneration, and to authorise any one executive Director to enter into a service contract or letter of appointment with him. When determining the remuneration of Mr. Liu, the Board will consider his duties in the Company with reference to the remuneration of the other Independent Non-executive Directors.

For the proposed appointment of Mr. Liu as an Independent Non-executive Director, the Board and the nomination committee of the Board have complied with the Board diversity and nomination policy of the Company, taking into consideration skills and experience required for the overall operation of the Board, the background and other factors of Mr. Liu. The Board and the nomination committee of the Board are of the view that, Mr. Liu has the basic knowledge of the operation of a listed company with extensive economic, financial, management or other work experience necessary to perform the duties of the Independent Non-executive Director, and has the ability to provide independent, fair and objective opinions on corporate affairs of the Company. Mr. Liu will also promote diversity of the Board in cultural and educational background and professional experience, etc. Therefore, the appointment of Mr. Liu as an Independent Non-executive Director is in the best interests of the Company and the Shareholders as a whole.

Mr. Liu has confirmed that he complies with the independence criteria set out in Rule 3.13 of the Listing Rules. The Board has assessed and reviewed the independence of Mr. Liu and believes that he has satisfied the independence requirements.

The Board is not aware that there are any other matters relating to the proposed appointment of Mr. Liu that need to be brought to the attention of the Shareholders or the Stock Exchange and there is no other information relating to Mr. Liu which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

X. PROPOSED DISTRIBUTION OF INTERIM DIVIDEND

Reference is made to the 2025 interim results announcement of the Company dated 28 August 2025, in respect of, among others, the recommendation by the Board of the distribution of an interim dividend of RMB0.40 per Share (tax inclusive) for the six months ended 30 June 2025 to all Shareholders.

The Board recommended that after the approval of the Shareholders at the EGM, an interim dividend of RMB4 per 10 Shares (tax inclusive) for the six months ended 30 June 2025 will be distributed to all Shareholders based on 3,452,287,637 Shares, namely the total issued share capital of 3,462,729,405 Shares as at 28 August 2025 deducting 10,441,768 A Shares in the Company's repurchase dedicated securities account, amounting to approximately RMB1,380,915,054.80 (tax inclusive), accounting for 33.08% of the net profit attributable to the shareholders of the Company for the first half of 2025.

If, during the period between the date of disclosure of the 2025 interim results announcement of the Company to the record date for entitlement distribution, the total share capital of the Company changes, the total distribution amount shall be adjusted based on the total share capital on the record date for future implementation of the distribution plan deducted by the number of Shares in the repurchase dedicated securities account, in accordance with the principle that the distribution amount per Share shall remain unchanged. Further announcement(s) will be made in relation to such adjustment.

The 2025 interim dividend for A Shares will be declared and paid in Renminbi, and the 2025 interim dividend for H Shares will be declared in Renminbi and paid in Hong Kong dollars.

The profit distribution will not carry out conversion of capital reserve to share capital or issue of bonus Shares. Subject to approval at the EGM, the Company expects to distribute the 2025 interim dividend on Friday, 28 November 2025.

Withholding and Payment of Enterprise Income Tax for Non-resident Enterprise Shareholders

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得税法》) and the relevant implementing rules which came into effect on 1 January 2008 and the Notice of the Issues concerning Withholding and Payment of Enterprise Income Tax on Dividends Distributed by Chinese Resident Enterprises to Overseas H Shareholders Which are Non-resident Enterprise Shareholders (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得税有關問題的通知》) issued by the State Administration of Taxation on 6 November 2008, the Company is required to withhold and pay the enterprise income tax at the rate of 10% before distributing the interim dividend to non-resident enterprise Shareholders as appearing on the H Share register of members of the Company. Any Shares registered in the names of non-individual Shareholders (including in the names of HKSCC Nominees Limited, other nominees or trustees or other entities and organisations) will be deemed as Shares held by non-resident enterprise Shareholders and will therefore be subject to the withholding of the enterprise income tax.

Withholding and Payment of Individual Income Tax for Individual H Shareholders

Pursuant to the State Administration of Taxation Notice on Issues concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家税務總局關於國税發[1993]045號文件廢止後有關個人所得税徵管問題的通知》(國税函[2011]348號)) issued by the State Administration of Taxation on 28 June 2011, and the letter entitled "Tax Arrangements on Dividends Distributed to Hong Kong Residents by Mainland Companies" issued by the Stock Exchange on 4 July 2011, the Company is required to withhold and pay the individual income tax when distributing the 2025 interim dividend to the individual H Shareholders (the "**Individual H Shareholders**"), as a withholding agent on behalf of the same. However, the Individual H Shareholders may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the Individual H Shareholders are domiciled and the tax arrangements between Mainland China and Hong Kong (Macau).

Pursuant to the aforesaid tax regulations, when the 2025 interim dividend is to be distributed to the H Shareholders whose names appear on the register of members of the Company as at 11 November 2025, the Company will withhold 10% of the dividend to be distributed to the Individual H Shareholders as individual income tax at the tax rate of 10%. For non-resident enterprise H Shareholders, the Company will still withhold and pay enterprise income tax from their dividends at the tax rate of 10% according to the relevant tax regulations.

If the Shareholders' names appear on the H Share register of members of the Company, please refer to the nominees or trust organisations for details of the relevant arrangements. The Company has no obligation and shall not be responsible for confirming the identities of the Shareholders, and will strictly withhold and pay the enterprise income tax and individual income tax on behalf of the relevant Shareholders based on the H Share register of members of the Company as at 11 November 2025. The Company will not accept any requests relating to any delay or uncertainties in confirming the identities of the Shareholders.

Pursuant to the relevant provisions of the Notice on the Tax Policies Concerning the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for dividends received by mainland individual investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of those investors. For dividends received by mainland securities investment funds from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for mainland individual investors. The company of such H shares will not withhold, and pay the income tax on dividends on behalf of mainland enterprise investors, and the tax payable shall be declared and paid by those enterprise investors themselves.

Pursuant to the relevant provisions of the Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by mainland individual investors from investing in H shares listed on the Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of those investors. For dividends received by mainland securities investment funds from investing in H shares listed on the Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for mainland individual investors. The company of such H shares will not withhold and pay the income tax on dividends on behalf of domestic enterprise investors, and the tax payable shall be declared and paid by those mainland enterprise investors themselves.

Should the H Shareholders have any questions in relation to the aforesaid arrangements, they are recommended to consult their tax advisors regarding the relevant tax implications in Mainland China, Hong Kong and other countries (regions) of the possession and disposal of H Shares.

Closure of Register of Members

In order to determine the identities of the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 20 October 2025 to Tuesday, 28 October 2025 (both dates inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, whose address is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 17 October 2025.

In order to determine the identities of the Shareholders entitled to receive the interim dividend of the Company for the six months ended 30 June 2025, the register of members of the Company will be closed from Thursday, 6 November 2025 to Tuesday, 11 November 2025 (both dates inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, whose address is 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, 5 November 2025.

Further announcement(s) relating to the detailed arrangement of the distribution of interim dividend of the Company for the six months ended 30 June 2025 will be made by the Company in due course.

XI. EGM AND CLASS MEETINGS

Set out on pages 305 to 308 of this circular is the Notice of EGM. At the EGM, resolutions will be proposed to approve, among others, (i) the Proposed Amendments to the Articles of Association, (ii) the Proposed Cancellation of the Supervisory Committee, (iii) the Proposed Amendments to the Rules for General Meetings, (iv) the Proposed Amendments to the Rules for Board of Directors, (v) the Proposed Amendments to the Rules for Independent Directors, (vi) the Proposed Amendments to the Rules for Connected Transactions, (vii) the Proposed Amendments to the Rules for the Management on the Use of Proceeds, (viii) the proposed appointment of Independent Non-executive Director and (ix) the proposed distribution of interim dividend.

The EGM will be held at 2:30 p.m. on Tuesday, 28 October 2025 at the Conference Room of the Company, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC. A reply slip and a proxy form for use at the EGM are enclosed in this circular.

Set out on pages 309 to 310 of this circular is the Notice of A Share Class Meeting. At the A Share Class Meeting, resolution will be proposed to approve the Proposed Amendments to the Articles of Association. The A Share Class Meeting will be held at 3:00 p.m. on Tuesday, 28 October 2025 (or immediately after the conclusion of the EGM or any adjournment thereof) at the Conference Room of the Company, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC.

Set out on pages 311 to 312 of this circular is the Notice of H Share Class Meeting. At the H Share Class Meeting, resolution will be proposed to approve the Proposed Amendments to the Articles of Association. The H Share Class Meeting will be held at 3:15 p.m. on Tuesday, 28 October 2025 (or immediately after the conclusion of the A Share Class Meeting or any adjournment thereof) at the Conference Room of the Company, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC. A reply slip and a proxy form for use at the H Share Class Meeting are enclosed in this circular.

If you intend to attend the EGM and/or H Share Class Meeting, please complete and return the reply slip(s) enclosed in this circular in accordance with the instructions printed thereon to the Secretariat of the Board at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC (Postal Code: 330096) as soon as possible and in any event not later than Monday, 20 October 2025. The reply slip(s) may be delivered by hand, by post, by fax (at fax no.: (86) 791-82710114) or by email (at email address: jccl@jxcc.com).

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

In accordance with Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM, the A Share Class Meeting and the H Share Class Meeting must be taken by poll except where the chairman of the EGM and the Class Meetings, 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. Accordingly, the resolutions will be put to vote by poll at the EGM, the A Share Class Meeting and the H Share Class Meeting convened pursuant to the requirements of the Articles of Association. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions to be approved at the EGM, the A Share Class Meeting and the H Share Class Meeting.

In order to determine the identities of the Shareholders entitled to attend and vote at the EGM, the A Share Class Meeting and the H Share Class Meeting, the register of members of the Company will be closed from Monday, 20 October 2025 to Tuesday, 28 October 2025 (both days inclusive), during which period no share transfer will be registered. 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, whose address is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 17 October 2025.

XII. RESPONSIBILITY STATEMENTS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make this circular or any statement herein misleading.

XIII. RECOMMENDATION

The Directors believe that the proposed resolutions above are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of such resolutions which will be proposed at the EGM and Class Meetings.

Yours faithfully,
By Order of the Board of
Jiangxi Copper Company Limited
Zheng Gaoqing
Chairman

Details of the Proposed Amendments to the Articles of Association are as follows:

Articles of Association	
Before amendment	**After amendment**
Article 1 Jiangxi Copper Company Limited (or the "Company") is a joint stock limited company established in accordance with the "Company Law of the People's Republic of China" (the "Company Law") and other relevant legislations and administrative regulations of the People's Republic of China. The Company is established by way of promotion under the approval given under the State Council Committee for the Restructuring of Economic Systems Document Ti Gai Sheng (1996) No. 189 and the Original Ministry of Foreign Trade and Economic Cooperation Document (1996) Wai Jing Mao Zi Er Han Zi No. 707. It was registered on 24th January, 1997 with the State Administration for Industry and Commerce, the People's Republic of China and the business license thereof has been obtained. The business license number of the Company at the time of establishment is Qi He Guo Zi No. 000732. After relevant changes, the Company is holding the business license ~~issued by Jiangxi Provincial Administration of Industry and Commerce,~~ and the unified social credit code is 91360000625912173B. The names of the promoters (the names at that time) ~~are~~: Jiangxi Copper ~~Company~~ (now under the name of "Jiangxi Copper Corporation") International Copper Industry (China) Investment Limited Shenzhen Baoheng (Group) Company Limited Shangrao City Zhenda Copper Industrial Group Hubei Huangshi Gold and Copper Mine Limited Liability Company (together the "Promoters")	Article 1 Jiangxi Copper Company Limited (or the "Company") is a joint stock limited company established in accordance with the "Company Law of the People's Republic of China" (the "Company Law") and other relevant legislations and administrative regulations of the People's Republic of China. The Company is established by way of promotion under the approval given under the State Council Committee for the Restructuring of Economic Systems Document Ti Gai Sheng (1996) No. 189 and the Original Ministry of Foreign Trade and Economic Cooperation Document (1996) Wai Jing Mao Zi Er Han Zi No. 707. It was registered on 24th January, 1997 with the State Administration for Industry and Commerce, the People's Republic of China and the business license thereof has been obtained. The business license number of the Company at the time of establishment is Qi He Guo Zi No. 000732. After relevant changes, the Company is holding the business license and the unified social credit code is 91360000625912173B. The names of the promoters **are** (the names at that time): Jiangxi Copper **Corporation** (now under the name of "Jiangxi Copper Corporation **Limited**") International Copper Industry (China) Investment Limited Shenzhen Baoheng (Group) Company Limited Shangrao City Zhenda Copper Industrial Group Hubei Huangshi Gold and Copper Mine Limited Liability Company (together the "Promoters")

Articles of Association	
Before amendment	**After amendment**
Article 4 The chairman of the Company shall be the legal representative of the Company.	Article 4 The chairman of the Company shall be the legal representative of the Company. **The resignation of a director holding the position of the legal representative shall be deemed to be the resignation of the legal representative at the same time. If the legal representative resigns, the Company shall designate a new legal representative within 30 days from the date of resignation of the legal representative.**
Article 6 In accordance with the provisions of the Company Law, ~~the State Council's Special Regulations on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations"), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions"),~~ the Constitution of the Communist Party of China and other national laws and administrative regulations, the Company adopted the Articles of Association of the Company (the "Articles of Association" ~~or~~ the "Articles").	Article 6 In accordance with the provisions of the Company Law, **the Securities Law of the People's Republic of China (the "Securities Law"), the Code of Corporate Governance for Listed Companies, the Guidelines for the Articles of Association of Listed Companies,** the Constitution of the Communist Party of China and other **applicable** national laws and administrative regulations, the Company adopted the Articles of Association of the Company (**or** the "Articles of Association" **and** the "Articles") **in order to protect the legal rights and interests of the Company, its shareholders, its employees, and creditors and to regulate its structure and activities**.

Articles of Association	
Before amendment	**After amendment**
Article 7 In accordance with the Company Law and the Constitution of the Communist Party of China, the Company shall establish a committee for the Communist Party of China and a discipline inspection committee to carry out activities of the Party. Party ~~organization~~ is an organic composition of the corporate governance structure of the Company. The Company ~~insists on~~ simultaneous planning of Party construction and production operations, simultaneous establishment of Party ~~organization~~ and working organs, simultaneous allocation of person in charge of the Party ~~organization~~ and staff for Party affairs as well as simultaneous proceeding of work of the Party, so as to specify the authority, duties and manner of work of the Party ~~organization~~ in respect of corporate decision-making, implementation and supervision of each stage, to ~~realize docking~~ between systems, between mechanisms, between ~~regimes~~ and between works, and to promote the ~~Party organization~~ to play a ~~core political~~ role in an ~~organized, institutionalized~~ and concrete way.	Article 7 In accordance with the Company Law and the Constitution of the Communist Party of China, the Company shall establish a committee for the Communist Party of China and a discipline inspection committee to carry out activities of the Party. Party **organisation** is an organic composition of the corporate governance structure of the Company. The Company **adheres to** simultaneous planning of Party construction and production operations, simultaneous establishment of Party **organisation** and working organs, simultaneous allocation of person in charge of the Party **organisation** and staff for Party affairs as well as simultaneous proceeding of work of the Party, so as to specify the authority, duties and manner of work of the Party **organisation** in respect of corporate decision-making, implementation and supervision of each stage, to realise **alignment** between systems, between mechanisms, between **institutions** and between works, and to promote the **Party committee of the Company** to play a **leadership** role in an **organised, institutionalised** and concrete way. **The Company shall provide necessary conditions for the activities of the Party organisation.**
Article 8 The Original Articles of Association has completed registration with the State Administration for Industry and Commerce and took effect from the date thereof. The Articles of Association shall become effective upon the passing of a special resolution at the shareholders' general meeting and the approval of the authorised approving authorities of the State Council. When the Articles of Association takes effect, it shall override the Original Articles of Association.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 9 From the date when the Articles of Association takes effect, the Articles of Association shall constitute a legally binding document regulating the structure and activities of the Company and governing the rights and obligations between the Company and its shareholders and among the shareholders.	Article 8 **The Articles shall take effect upon the passing of a special resolution at the General Meeting of the Company.** From the date when the Articles of Association takes effect, the Articles of Association shall constitute a legally binding document regulating the structure and activities of the Company**,** and governing the rights and obligations between the Company and its shareholders and among the shareholders.
Article 10 The Articles of Association ~~of the Company~~ shall be binding on the Company, its shareholders, directors, ~~supervisors, managers~~ and ~~other~~ senior management. All the persons mentioned above may, pursuant to the Articles of Association, put forward suggestions concerning the affairs of the Company. The shareholders may, in accordance with the Articles of Association, sue the Company. The Company may, in accordance with the Articles of Association, sue the shareholders. The shareholders may, in accordance with the Articles of Association, sue ~~each other~~. The shareholders may, in accordance with the Articles of Association, sue the directors~~,~~ ~~supervisors, managers~~ and ~~other~~ senior management of the Company. ~~The word "sue" referred to in the preceding paragraph include initiating proceedings before courts or arbitration proceedings before arbitration institutes~~.	Article 9 The Articles of Association shall be binding on the Company, its shareholders, directors, and senior management. All the persons mentioned above may, pursuant to the Articles of Association, put forward suggestions concerning the affairs of the Company. The shareholders may, in accordance with the Articles of Association, sue the Company. The Company may, in accordance with the Articles of Association, sue the shareholders**, directors and senior management**. The shareholders may, in accordance with the Articles of Association, sue **one another**. The shareholders may, in accordance with the Articles of Association, sue the directors and senior management of the Company. **Senior management of the Company shall be remunerated only by the Company and shall not be paid by the controlling shareholders on behalf of the Company**.

Articles of Association	
Before amendment	**After amendment**
Article 13 The business objects of the Company shall be: ~~turning itself into a world-class and highly efficient copper enterprise through actively capitalising on capital and resources at home and abroad to develop cutting-edge technologies and scientific management, whilst offering premium products and services that cater to the society need so as to reward all shareholders with reasonable economic returns.~~	Article 12 The business objects of the Company shall be: **Guided by the vision of "becoming a world-class enterprise that is widely respected and possesses global core competitiveness," the Company adopts a global perspective to continuously enhance its international resource allocation capabilities. It strives to establish itself as a globally renowned enterprise with first-class talent, technology, management, products, services, and brands, achieving leadership in efficiency, benefits, and quality. The Company aims to continuously lead global industry technological development and enhance its influence in the global industry landscape. The Company actively practices green development concepts, fulfills social responsibilities, and contributes to the economic development and social progress of the countries and regions where it operates.**

Articles of Association	
Before amendment	**After amendment**
Article 14 The scope of operations of the Company shall be based on the items approved by the company registration authorities. The scope of operations of the Company includes: mining, milling, smelting, further processing and related technical services of non-ferrous metals and rare metals; smelting, mangle processing and further processing of non-ferrous metal mines, rare metals, non-metal mines, non-ferrous metals and related by-products; sulfur chemical products and its extended products and fine chemical products related to the abovementioned operations; trading of non-ferrous metals and trading of precious metals; beneficiation pharmacy, rubber products; production and processing of toxic chemicals, corrosives, compressed gases and liquefied gases; sale and after-sale services for self-produced products together with related consultation services and businesses; geotechnical projects, surveying, tunneling projects; repair and decoration for electrical and mechanical and civil engineering works; vehicles and engineering machinery repair, mobile crane repair; production of rubber hoses assemblies-wire reinforced hydraulic type; casting of wear-resistant alloy products; manufacturing, further processing, erection, repair and sale of mining and smelting specialized equipment; painting, insulation and anticorrosion works; cleansing of industrial equipment; ~~passenger and freight transportation (include dangerous goods transportation);~~ freight transportation agent, warehousing (except dangerous goods); ~~property leasing; technical consultation and services; technical development and assignment;~~ engaging in overseas futures hedging business; provision of import and export agency services (the import and export of the above-mentioned commodities do not involve commodities which are subject to and regulated under specific regulations such as state trading, import quota license, export quota bidding and export quota license).	Article 13 The scope of operations of the Company shall be based on the items approved by the company registration authorities. The scope of operations of the Company includes: mining, milling, smelting, further processing and related technical services of non-ferrous metals and rare metals; smelting, mangle processing and further processing of non-ferrous metal mines, rare metals, non-metal mines, non-ferrous metals and related by-products; sulfur chemical products and its extended products and fine chemical products related to the abovementioned operations; trading of non-ferrous metals and trading of precious metals; beneficiation pharmacy, rubber products; **manufacturing and operation of hazardous chemicals;** production and processing of toxic chemicals, corrosives, compressed gases and liquefied gases; sale and after-sale services for self-produced products together with related consultation services and businesses; geotechnical projects, surveying, tunneling projects; repair and decoration for electrical and mechanical and civil engineering works; vehicles and engineering machinery repair, mobile crane repair; production of rubber hoses assemblies-wire reinforced hydraulic type; casting of wear-resistant alloy products; manufacturing, further processing, erection, repair and sale of mining and smelting specialized equipment; painting, insulation and anticorrosion works; cleansing of industrial equipment; freight transportation agent, warehousing (except dangerous goods); **road passengers transportation services; road freight transportation (except dangerous goods); non-residential real estate leasing; information technology consultation services, technical services, technical development, technical consultation, technical exchange, technical transfer and technical promotion;** engaging in overseas futures hedging business; provision of import and export agency services (the import and export of the above-mentioned commodities do not involve commodities which are subject to and regulated under specific regulations such as state trading, import quota license, export quota bidding and export quota license).

Articles of Association	
Before amendment	**After amendment**
Article 16 The Company may at any time create ordinary shares. The ordinary shares issued by the Company shall include domestic shares and foreign shares. Having regarded to its requirements and ~~upon the approvals of the State Council authorised approving authorities, the Company may create~~ other classes of shares.	Article 15 The Company may at any time create ordinary shares. The ordinary shares issued by the Company shall include domestic shares and foreign shares. Having regarded to its requirements and **in accordance with relevant laws, administrative regulations, and the relevant provisions of the securities regulatory authorities of the State Council and other regulatory authorities, the Company may issue** other classes of shares.
Article 17 The shares issued by the Company shall ~~have a~~ par value of Renminbi 1 per share ~~each~~. The Renminbi referred to in the preceding sentence shall be the legal currency of the People's Republic of China.	Article 16 The shares issued by the Company shall be shares **with** par value of Renminbi 1 per share. The Renminbi referred to in the preceding sentence shall be the legal currency of the People's Republic of China. **Shares of the same class issued at the same occasion shall be issued on the same terms and at the same price per share; and subscribers shall pay the same price per share for the shares they have subscribed.**
Article 18 The Company may issue shares to domestic investors and ~~overseas~~ investors upon the ~~approval of~~ the securities regulatory ~~authority~~ of the State Council. The ~~overseas~~ investors referred to in the preceding paragraph shall mean the investors from foreign countries and the regions of Hong Kong, Macau and Taiwan who subscribe for the shares issued by the Company; domestic investors shall mean the investors within the People's Republic of China other than those investors from the aforesaid regions.	Article 17 The Company may issue shares to domestic investors and **foreign** investors upon the **registration or filing with** the securities regulatory **authorities** of the State Council **or other relevant securities regulatory authorities.** The **foreign** investors referred to in the preceding paragraph shall mean the investors from foreign countries and the regions of Hong Kong, Macau and Taiwan **of the People's Republic of China** who subscribe for the shares issued by the Company; domestic investors shall mean the investors within the People's Republic of China other than those investors from the aforesaid regions.

Articles of Association	
Before amendment	**After amendment**
Article 23 Upon the plan for the issue by the Company of overseas foreign listed shares and domestic shares being approved by the securities regulatory authority of the State Council, the board of directors of the Company may implement arrangement for the respective issue thereof. The plan for the issue of overseas foreign listed shares and domestic shares may be implemented respectively by the Company pursuant to the provisions as aforesaid within fifteen (15) months upon the approval of the securities regulatory authority of the State Council.	**(Deleted)**
Article 24 Where the total number of shares to be issued by the Company as determined under the plan includes the number of overseas foreign listed shares and the number of domestic shares respectively, the capital shall be raised by one instalment; where the capital cannot be raised by one instalment under special circumstances, it can be raised by separate instalments with the approval of the securities regulatory authority of the State Council.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 26 The Company may, based on its operation and business requirements, ~~approve an increase in its capital in accordance with the relevant provisions of the Articles of Association.~~ ~~The manners in which the capital of the Company may be increased are as follows:~~ (1) ~~public offering;~~ (2) ~~non-public offering (including placing of new shares to existing shareholders);~~ (3) ~~bonus~~ issue ~~of new~~ shares to existing shareholders; (4) convert ~~statutory common reserve~~ to increase share capital; (5) other methods permitted by the laws and administrative regulations. The increase in the capital of the Company by way of issuing new shares pursuant to the provisions of the Articles of Association shall be implemented in accordance with relevant laws and administrative regulations of the People's Republic of China.	Article 23 The Company may, based on its operation and business requirements, **increase its capital in the following ways in accordance with the provisions of laws and regulations and upon the resolution made at the General Meeting:** (1) **issue shares to non-specified targets;** (2) **issue shares to specified targets;** (3) issue **bonus** shares to existing shareholders; (4) convert **statutory reserves** to increase share capital; (5) other methods permitted by the laws and administrative regulations **and approved by the securities regulatory authorities**. The increase in the capital of the Company by way of issuing new shares pursuant to the provisions of the Articles of Association shall be implemented in accordance with relevant laws and administrative regulations of the People's Republic of China.

Articles of Association	
Before amendment	**After amendment**
Article 27 ~~Unless otherwise stipulated by the laws and administrative regulations, shares of the Company may be freely transferable and are not subject to any lien.~~	Article 24 **Neither the Company nor any of its subsidiaries (including the Company's affiliated enterprises) shall provide financial assistance in any form, including by way of gifts, advances, guarantees, or loans, for others to acquire shares of the Company or its parent company, except for the implementation of an employee stock ownership scheme by the Company.** **For the benefit of the Company, and subject to a resolution of the General Meeting or the Board of Directors made pursuant to an authorisation granted by the Articles of Association or a resolution made at the General Meeting, the Company may provide financial assistance for others to acquire shares of the Company or its parent company. However, the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. The resolution of the Board of Directors shall be passed by not less than two-thirds of all directors.**

Articles of Association	
Before amendment	**After amendment**
Article 29 Upon the reduction of registered capital, the Company shall prepare a balance sheet and a list of its assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution for reduction of its registered capital and publish a public announcement in newspapers within thirty (30) days from the date of such resolution. A creditor has the right within thirty (30) days of receipt of the written notice or, in the case of a creditor who does not receive such notice, within forty-five (45) days from the date of the public announcement, to require the Company to repay its debts or to provide corresponding guarantee for such debt. The registered capital shall not be less than the minimum statutory requirement after the reduction of capital.	Article 26 Upon the reduction of registered capital, the Company shall prepare a balance sheet and a list of its assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution for reduction of its registered capital and publish a public announcement in newspapers **or on the National Enterprise Credit Information Publicity System** within thirty (30) days from the date of such resolution. A creditor has the right within thirty (30) days of receipt of the written notice or, in the case of a creditor who does not receive such notice, within forty-five (45) days from the date of the public announcement, to require the Company to repay its debts or to provide corresponding guarantee for such debt. The registered capital shall not be less than the minimum statutory requirement after the reduction of capital. **The Company shall reduce contributed amounts or shares in accordance with the shareholding proportions of shareholders when reducing its registered capital, except as otherwise prescribed by laws or the Articles.**

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 27 Where the Company continues to incur losses after making up for losses in accordance with paragraph 1 of Article 154 of the Articles, it may reduce its registered capital to make up for such losses. In the case of reduction in its registered capital to make up for losses, the Company shall not make any distribution to shareholders, nor shall it exempt shareholders from their obligation to contribute capital or share monies. The provisions of paragraph 2 of Article 26 of the Articles shall not apply to a reduction of registered capital pursuant to the preceding paragraph, except that the Company shall make an announcement in newspapers or on the National Enterprise Credit Information Publicity System within thirty days from the date when the resolution to reduce registered capital is passed at the General Meeting. Where the Company reduces its registered capital in accordance with the preceding two paragraphs, it shall not distribute profits until the aggregate amount of the statutory reserve and discretionary reserve reaches 50% of the Company's registered capital.
(Newly added)	Article 28 Where the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return any funds they have received, and any reduction or exemption of capital contributions by shareholders shall be restored to the original status; if losses are incurred by the Company, the shareholders and the responsible directors or senior management shall bear liability for compensation.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 29 When the Company issues new shares for the purpose of increasing its registered capital, the shareholders shall not be entitled to pre-emptive rights, unless otherwise provided for in the Articles or determined by a resolution of the General Meeting that the shareholders shall be entitled to pre-emptive rights.

Articles of Association	
Before amendment	**After amendment**
Article 30 In the following circumstances, the Company may repurchase its issued shares in accordance with the procedures provided in the Articles of Association ~~and with the approval of the relevant governing authorities of the People's Republic of China~~: (1) to ~~cancel shares for the purpose of capital reduction~~ of the Company; (2) to amalgamate with other companies holding shares of the Company; (3) to use the shares ~~in~~ the employee stock ownership ~~plan~~ or as ~~share~~ incentive; (4) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any ~~shareholders' general meeting~~ on the merger or division of the Company; (5) to use the shares to satisfy the conversion of those corporate bonds convertible into shares issued by the ~~listed~~ company; (6) to safeguard corporate value and shareholders' equity as the ~~listed~~ company deems necessary. The Company shall repurchase its issued shares in accordance with laws, administrative regulations, rules of the stock exchange ~~on which~~ the shares of the Company are listed and the provisions under Articles 31 ~~to 34~~.	Article 30 In the following circumstances, the Company may repurchase its issued shares in accordance with the procedures provided in the Articles of Association: (1) to **reduce registered capital** of the Company**;** (2) to amalgamate with other companies holding shares of the Company; (3) to use the shares **for** the employee stock ownership **scheme** or as **stock** incentive; (4) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any **General Meeting** on the merger or division of the Company; (5) to use the shares to satisfy the conversion of those corporate bonds convertible into shares issued by the **C**ompany; (6) to safeguard corporate value and shareholders' equity as the **C**ompany deems necessary. The Company shall repurchase its issued shares in accordance with laws, administrative regulations, rules of the stock **exchanges where** the shares of the Company are listed and the provisions under Articles 31 **and 32**.

Articles of Association	
Before amendment	**After amendment**
Article 31 The Company may ~~with the approval of the relevant governing authorities of the People's Republic of China~~ repurchase its shares ~~in any of the following manners:~~ ~~(1) to make a repurchase offer to all shareholders in proportion to their respective shareholdings;~~ ~~(2) to repurchase shares through open trading on a stock exchange;~~ ~~(3) to repurchase shares by way of agreement other than through a stock exchange.~~ Where the Company repurchases shares, it shall fulfill the obligations of information disclosure pursuant to the Securities Law ~~of the PRC~~. Where the Company acquires its shares pursuant to clauses (3), (5) and (6) of Article 30, it shall be conducted through ~~open centralized~~ trading.	Article 31 The Company may repurchase **the Company's** shares **through publicly centralised trading or other means permitted by laws, administrative regulations, the rules of the stock exchanges where the shares of the Company are listed and as approved by the securities regulatory authorities.** Where the Company repurchases shares, it shall fulfill the obligations of information disclosure pursuant to the Securities Law **and the rules of the stock exchanges where the shares of the Company are listed**. Where the Company acquires its shares pursuant to clauses (3), (5) and (6) of **the first paragraph under** Article 30, it shall be conducted through publicly centralised trading.

Articles of Association	
Before amendment	**After amendment**
Article 32 Where the Company repurchases shares by way of agreement other than through a stock exchange, it shall obtain the prior approval of the shareholders in shareholders' general meeting according to the provisions of the Articles of Association. Where prior approval has been obtained from the shareholders in shareholders' general meeting in the same manner, the Company may rescind or modify the contract entered into in the aforesaid manner or waive any right granted thereunder. The contract to repurchase shares referred to above shall include (but not limited to) agreements agreeing to undertake the obligations to repurchase shares or acquiring the rights to repurchase shares. The contracts on the repurchase of shares or any of the rights provided therein are not capable of being assigned by the Company.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 33 Save as otherwise stipulated by laws, administrative regulations and applicable departmental rules as well as the rules of the stock ~~exchange on which~~ the shares of the Company are listed or the Articles of Association, where the Company acquires its shares for purposes set out in clauses (1) and (2) of Article 30, it shall be subject to approval ~~by the shareholders' general meeting~~; in case of circumstance set out in clause (1), such shares shall be cancelled within ten (10) days from the date of acquisition; in case of circumstances set out in clauses (2) and (4), such shares shall be transferred or cancelled within six (6) months; where the Company acquires its shares pursuant to clauses (3), (5) and (6) of Article 30, it shall be resolved by more than two-thirds of the directors present at a board meeting; in case of circumstances set out in clauses (3), (5) and (6), the total shares held by the Company shall not exceed 10% of the total shares issued by the Company, and such shares shall be transferred or cancelled within 3 years. ~~The Company shall not accept the shares of the Company as the subject of pledge.~~ In the event that cancellation of shares is necessary after the Company repurchases its shares pursuant to law, the Company shall apply to the original company registration authority for registration of the change of its registered capital. The amount of the Company's registered capital shall be reduced by the aggregate par value of those shares so cancelled.	Article 32 Save as otherwise stipulated by laws, administrative regulations and applicable departmental rules as well as the rules of the stock **exchanges where** the shares of the Company are listed or the Articles of Association, where the Company acquires its shares for purposes set out in clauses (1) and (2) of **the first paragraph under** Article 30, it shall be subject to approval **of the General Meeting**; in case of circumstance set out in clause (1), such shares shall be cancelled within ten (10) days from the date of acquisition; in case of circumstances set out in clauses (2) and (4), such shares shall be transferred or cancelled within six (6) months; where the Company acquires its shares pursuant to clauses (3), (5) and (6) of **the first paragraph under** Article 30, it shall be resolved by more than two-thirds of the directors present at a board meeting; in case of circumstances set out in clauses (3), (5) and (6), the total shares held by the Company shall not exceed 10% of the total shares issued by the Company, and such shares shall be transferred or cancelled within 3 years. In the event that cancellation of shares is necessary after the Company repurchases its shares pursuant to law, the Company shall apply to the original company registration authority for registration of the change of its registered capital. The amount of the Company's registered capital shall be reduced by the aggregate par value of those shares so cancelled.

Articles of Association	
Before amendment	**After amendment**
Article 34 Unless the Company is in the process of liquidation, the repurchase of issued shares of the Company shall be subject to the following provisions: (1) if the shares are repurchased at face value, payment shall be made out of the balance of the distributable profits in the books of the Company and from the proceeds of fresh issue of new shares for the purpose of repurchase of issued shares; …… (4) After the registered capital of the Company has been diminished by the total nominal amount of the shares so cancelled pursuant to relevant provisions, the amount which has been deducted from the distributable profits and used for repurchasing the par value of the shares shall be credited to the capital reserve fund account of the Company.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Chapter 5 ~~Financial Assistance for the Acquisition of the Shares of the Company~~	Chapter 5 **Transfer of Shares**
Article 35 ~~No financial assistance shall be provided at any time and in any manner by the Company and its subsidiaries to any person acquiring or intending to acquire the shares of the Company. The person(s) acquiring the shares of the Company aforesaid shall include the person(s) who undertake(s), directly or indirectly, obligations as a result of an acquisition of shares of the Company.~~ ~~No financial assistance shall be provided at any time and in any manner by the Company and its subsidiaries to reduce or release the obligations of the said person(s) undertaking such obligations.~~ ~~The article shall not apply to the circumstances stated in Article 37 in this chapter.~~	Article 33 **The shares of the Company shall be transferred in accordance with the law.**
Article 36 ~~The financial assistance referred to in this chapter shall include (but not limited to) the assistance in the following manners:~~ ~~(1) gift;~~ …… ~~The undertaking referred to in this chapter shall include the undertaking of obligations by the obligor of contract or arrangement (whether the contract or arrangement is enforceable or to be undertaken individually or jointly with others) or changes in his financial position in any manner.~~	Article 34 **The Company shall not accept its shares as the subject of pledges.**

Articles of Association	
Before amendment	**After amendment**
~~Article 37~~ ~~The following activities shall not be deemed to be prohibited by Article 35 of this chapter:~~ ~~(1) the financial assistance is provided in good faith in the interests of the Company and the principal purpose in providing such assistance is not for acquisition of shares of the Company, or the provision of the assistance is an incidental part of a master plan of the Company;~~ …… ~~(6) the provision of money by the Company for contributions to the share option scheme for employees (only if the Company has net assets which are not thereby reduced or to the extent that those assets are thereby reduced, if the financial assistance is provided out of the distributable profits of the Company).~~	Article 35 **Shares issued by the Company prior to its public offering shall not be transferred within one year from the date on which the shares of the Company are listed and traded on a stock exchange. Where laws, administrative regulations, the rules of the securities regulatory authority of the State Council or the stock exchanges where the shares of the Company are listed provide otherwise in respect of the transfer of the shares of the Company held by the shareholders or actual controllers of the listed companies, such provisions shall prevail.** **Directors and senior management of the Company shall report their shareholding in the Company and any change thereof to the Company and/or the relevant stock exchanges in accordance with the laws and regulatory rules of the place where the shares of the Company are listed. The number of shares which directors or senior management may transfer every year during their term of office as determined at the time of taking office shall not exceed 25% of the total number of the Company's shares of the same class they hold; and the shares of the Company they hold are not transferable within one year commencing from the date on which the shares of the Company are listed and traded on a stock exchange. The aforementioned personnel shall not transfer their shares in the Company within half a year after they leave office**.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 36 Transfer of shares by directors and senior management of the Company shall be made in accordance with the laws and regulations and the regulatory rules of the place where the shares of the Company are listed. Where shareholders, directors and senior management holding over 5% of the shares of the Company, sold their shares or other equity-based securities of the Company within six months after purchase, or purchased within six months after disposal, any gain derived therefrom shall belong to the Company and the Board of Directors shall recollect all such gain, except where a securities company as the underwriter purchases all the unsold shares and therefore holds over 5% of the shares, or in other circumstances as prescribed by the securities regulatory authorities of the place where the shares of the Company are listed. The shares or other equity-based securities held by the directors, senior management or natural person shareholders referred to in the preceding paragraph shall include such shares or other equity-based securities as held by their spouses, parents, and children, as well as those held through accounts in the names of others. Where the Board of Directors fails to comply with the provisions of the second paragraph of this article, shareholders have the right to request the Board of Directors to enforce such provisions within 30 days. Where the Board of Directors fails to enforce such provisions within the aforesaid time limit, shareholders shall be entitled to directly initiate legal proceedings in their own names in the People's Court in the interests of the Company. Where the Board of Directors fails to comply with the second paragraph of this article, the responsible directors shall bear joint and several liabilities in accordance with the law.

Articles of Association	
Before amendment	**After amendment**
Article 38 The shares issued by the Company shall be in registered form. ~~The share certificates of the Company shall contain the following major particulars:~~ ~~(1) name of the Company;~~ ~~(2) date of incorporation of the Company;~~ ~~(3) class of the shares, par value and number of shares represented;~~ ~~(4) serial number of the certificate;~~ ~~(5) other items to be contained as required by the Company Law, the Special Regulations and the stock exchange on which the shares of the Company are listed.~~	Article 37 The shares issued by the Company shall be in registered form.
Article 40 Share certificates shall be signed by the chairman and also be signed by other senior management of the Company if required by the stock exchange on which the shares of the Company listed. The share certificates shall come into effect upon the seal of the Company (including the securities seal of the Company) has been affixed or being affixed in the mode of printing. The affixing of or the affixing of the Company seal in the mode of printing on the share certificates shall require the authority of the broad of directors previously given. The signature of the chairman or other relevant senior management of the Company may be affixed to share certificates in the mode of printing.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 41 The Company shall keep a register of shareholders ~~and enter therein the following particulars:~~ ~~(1) name, address (domicile), occupation or description of each shareholder;~~ ~~(2) class and number of shares held by each shareholder;~~ ~~(3) the amount paid or payable for the shares held by each shareholder;~~ ~~(4) the serial number of the shares held by each shareholder;~~ ~~(5) the date on which any person was entered in the register as a shareholder;~~ ~~(6) the date on which any person ceased to be a shareholder.~~ ~~Unless there is evidence to the contrary,~~ the register of shareholders shall be sufficient evidence of ~~shareholdings in~~ the Company.	Article 39 The Company shall keep a register of shareholders **in accordance with the certificates provided by the securities registration and clearing institutions**, **and** the register of shareholders shall be sufficient evidence of **the ownership of the shares of** the Company.

Articles of Association	
Before amendment	**After amendment**
Article 42 The Company may, in accordance with the agreements or understandings between the securities regulatory authority of the State Council and overseas securities ~~supervisory~~ authorities, keep the register of shareholders in relation to overseas foreign ~~listed~~ shares outside the People's Republic of China and shall appoint overseas agencies to manage such register. The original register of shareholders in relation to overseas foreign ~~listed~~ shares of the Company shall be kept in Hong Kong. ~~Copies of the register of shareholders in relation to overseas foreign listed shares shall be kept at the registered office of the Company. Appointed overseas agencies shall from time to time guarantee that the original register of shareholders in relation to overseas foreign listed shares and the copies thereof shall be consistent.~~ ~~Where there is any inconsistency between the original register of shareholders of overseas foreign listed shares and the copies thereof, the original shall prevail.~~	Article 40 The Company may, in accordance with the agreements or understandings between the securities regulatory authority of the State Council and overseas securities **regulatory** authorities, keep the register of shareholders in relation to overseas **listed** foreign shares outside the People's Republic of China and shall appoint overseas agencies to manage such register. The original register of shareholders in relation to overseas **listed** foreign shares of the Company shall be kept in Hong Kong**, China**. **The register of shareholders of foreign shares shall be available for inspection by shareholders of foreign shares, but the Company may suspend the registration of shareholders in accordance with the relevant provisions of the laws of Hong Kong.**

Articles of Association	
Before amendment	**After amendment**
Article 43 The Company shall have a complete register of shareholders. The complete register of shareholders shall contain the following parts: (1) register of shareholders other than those provided in paragraphs (2) and (3) below kept at the registered office of the Company; (2) register of shareholders in relation to overseas foreign listed shares kept at the place of the overseas stock exchange on which those shares are listed; (3) register of shareholders kept in other place(s) as the board of directors of the Company thinks fit for the purpose of listing the shares of the Company.	**(Deleted)**
Article 44 Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in any part of the register of shareholders, shall during the continuance of that registration, be registered in any other part of the register of shareholders. …… Changes or corrections to any part of the register of shareholders shall be made in accordance with the laws of the place where the register is kept.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 46 In the event the Company ~~decides to~~ convene a ~~shareholders' general meeting~~, distribute dividends, liquidate or engage in activities which require ~~determining shareholdings~~, the ~~board of directors~~ or the convener thereof shall ~~fix a date as a record date for determining the shareholdings~~. The shareholders of the Company with relevant interests shall be those shareholders registered on the register after the trading period of the ~~record~~ date.	Article 42 In the event the Company **convenes** a **General Meeting**, distribute dividends, liquidate or engage in activities which require **confirmation of the identity of the shareholders**, the **Board of Directors** or the convener thereof shall **determine the share registration date**. The shareholders of the Company with relevant interests shall be those shareholders registered on the register after the trading period of the **share registration** date.
Article 47 Any person who does not agree to the register of shareholders and requests to have his name registered thereon or removed therefrom may apply to the court of law having jurisdiction on the register for rectification of the register.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 48 ~~Any shareholder whose name is registered in the register of shareholders or any person who requests to have his name registered in the register of shareholders has lost his share certificate (the "Original Certificate"), may apply to the Company for issuing new share certificate in respect of such shares (the "Relevant Shares").~~ ~~The domestic shareholder who lost his share certificate may apply for the issue of new share certificate in accordance with Article 143 of the Company Law.~~ The ~~holder~~ of overseas foreign ~~listed~~ shares who lost his share certificate may apply for the issue of new share certificate in accordance with the laws, stock exchange rules and other relevant regulations of the place where the original register of shareholders in relation to overseas foreign ~~listed~~ shares is kept. ~~The issue of new share certificates applied by a holder of H share who lost his share certificates shall be subject to the following requirements:~~ …… ~~(7) All expenses relating to the cancellation of Original Certificate and issuing new share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant can provide reasonable indemnity.~~	Article 43 The **shareholder** of overseas **listed** foreign shares who lost **his/her** share certificate may apply for the issue of new share certificate in accordance with the laws, stock exchange rules and other relevant regulations of the place where the original register of shareholders in relation to overseas **listed** foreign shares is kept.

Articles of Association	
Before amendment	**After amendment**
Article 49 Upon the issue by the Company of new share certificate pursuant to the provisions of the Articles of Association, the name of the bona fide purchaser who acquires the Relevant Shares or the person who subsequently registered as the shareholder of the said shares (as a bona fide purchaser) shall not be removed from the register of shareholders.	**(Deleted)**
Article 50 The Company shall assume no liability for any loss incurred by any person as a result of the cancellation of the Original Certificate or in issuing new share certificate, unless it can be proved by such person that the Company is fraudulent.	**(Deleted)**
Article 51 ~~Shareholders of the Company shall be the persons who hold the shares of the Company in accordance with the laws and have their names registered in the register of shareholders.~~ Shareholders shall enjoy the rights and assume the obligations according to the class ~~and number~~ of shares held by them. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.	Article 44 Shareholders shall enjoy the rights and assume the obligations according to the class of shares held by them. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

Articles of Association	
Before amendment	**After amendment**
Article 52 ~~A holder of~~ ordinary shares of the Company shall have the following rights: (1) to claim dividends and distribution in any other form in proportion to the number of shares held ~~by him/her~~; (2) to request, to convene, to chair, to attend or to appoint proxy to attend ~~shareholders' general meeting~~ in accordance with the laws and to exercise ~~his/her~~ voting rights; (3) to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries; (4) to transfer, give away or pledge the shares held in accordance with the laws, administrative regulations and the Articles of Association;	Article 45 **Shareholders holding** ordinary shares of the Company shall have the following rights: (1) to claim dividends and distribution in any other form in proportion to the number of shares held; (2) to request, **to hold,** to convene, to chair, to attend or to appoint proxy to attend **General Meetings** in accordance with the laws and to **speak and** exercise voting rights **at the General Meeting (unless where certain shareholders are required to abstain from voting on specific matters in accordance with the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange and/or relevant laws, administrative regulations, ordinances or regulations**); (3) to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;

Articles of Association	
Before amendment	**After amendment**
(5) ~~to receive information according to the Articles of Association of the Company, including:~~ ~~1. the right to a copy of the Articles of Association upon payment of the cost thereof;~~ ~~2. upon payment of reasonable charges, the right to inspect and make copies of:~~ ~~(i) all parts of the register of shareholders;~~ ~~(ii) personal particulars of the directors, supervisors, managers and other senior management of the Company, including:~~ ~~(a) present forename and surnames and any former forename or surname and any aliases;~~ ~~(b) principal address (domicile);~~ ~~(c) nationality;~~ ~~(d) occupation and all other part-time occupation and positions;~~ ~~(e) identification document and its number.~~	(4) to transfer, give away or pledge the shares held in accordance with the laws, administrative regulations and the Articles of Association; (5) **to inspect and make copies of the Articles of Association, register of shareholders, minutes of the General Meeting, resolutions of the Board meeting, financial and accounting reports, and shareholders who meet the requirements may inspect the accounting books and accounting certificates of the Company;** (6) the right to participate in the distribution of the surplus assets of the Company in proportion to the number of shares held in the event of the termination or liquidation of the Company; **(7) to demand the Company to acquire shares from a shareholder raising objection to the resolution concerning the merger or division of the Company made at the General Meeting;** **(8)** other rights conferred by the laws, administrative regulations and the Articles of Association. **Shareholders proposing to inspect or make copies of the Company's relevant materials shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.**

Articles of Association	
Before amendment	**After amendment**
~~(iii) status of the share capital of the Company;~~ ~~(iv) the corporate bond counterfoils of the Company;~~ ~~(v) reports showing the total nominal value and number of shares repurchased by the Company since the end of the last financial year, quantity, the highest and the lowest price paid and the aggregate amount paid by the Company in respect of each class of its shares repurchased;~~ ~~(vi) minutes of the shareholders' general meetings, meeting resolutions of the board of directors, meeting resolutions of the supervisory committee;~~ ~~(vii) financial and accounting reports.~~ (6) the right to participate in the distribution of the surplus assets of the Company in proportion to the number of shares held in the event of the termination or liquidation of the Company; (7) other rights conferred by the laws, administrative regulations and the Articles of Association ~~of the Company~~.	

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 46 If any resolution made at any General Meeting or Board meeting of the Company contravenes the law or administrative regulations, any shareholder shall be entitled to request the People's Court to void such resolution. If any convening procedure or voting method of a General Meeting or Board meeting contravenes the law, administrative regulations or the Articles or if the contents of any resolution contravenes the Articles, shareholders may request the People's Court to nullify such resolution within 60 days from the date when such resolution has been adopted. However, this shall not apply where there are only minor defects in the convening procedures or voting methods of the General Meeting or Board meeting that do not have a substantive impact on the validity of the resolution. Where the Board of Directors, shareholders, or other relevant parties have any dispute regarding the validity of a resolution adopted by the General Meeting, such dispute shall be promptly submitted to the People's Court for adjudication. Before a judgment or ruling, such as revocation of the resolution, is rendered by the People's Court, the relevant parties shall perform the resolution adopted by the General Meeting. The Company, directors, and senior management shall diligently perform their duties to ensure the normal operation of the Company. Where the People's Court issues a judgment or ruling on the relevant matters, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, and the provisions of the securities regulatory authorities and the stock exchanges, fully explain the impact, and actively cooperate in the enforcement after the judgment or ruling takes effect. If the matter involves correction of a prior issue, the Company will handle the matter in a timely manner and fulfill the corresponding information disclosure obligations.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 47 Any resolution made by the General Meeting or the Board of Directors shall be deemed null and void under any of the following circumstances: (1) no General Meeting or Board meeting is convened to make a resolution; (2) no voting was conducted at the General Meeting or Board meeting on the matter subject to resolution; (3) the number of attendees or the voting rights represented at the meeting did not reach the quorum or voting rights requirements as prescribed by the Company Law or the Articles; (4) the number of people voted in favor of the resolution or the voting rights represented did not reach the threshold as prescribed by the Company Law or the Articles.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 48 If a director or a senior management other than members of the Independent Audit Committee (Audit Committee) (the "Audit Committee") violates the law, administrative regulations or any provisions of the Articles when carrying out his/her Company duties that has resulted in losses to the Company, any shareholder holding over 1% of the shares in the Company individually or aggregately for 180 consecutive days may request the Audit Committee in writing to file a lawsuit with the People's Court; If any member of the Audit Committee violates the law, administrative regulations or the Articles when carrying out his/her Company duties that has resulted in losses to the Company, any aforementioned shareholder may request the Board of Directors in writing to file a lawsuit with the People's Court. If the Audit Committee or the Board of Directors refuses to file such lawsuit after a written request under the preceding paragraph has been received from a shareholder, or fails to file such lawsuit within 30 days from the date when the request was received, or the situation is so urgent that failure to file an immediate lawsuit will lead to irreparable losses suffered by the Company, a shareholder who meets the requirements under the previous paragraph may file a lawsuit directly with the People's Court in his own name, in the interest of the Company. If a person infringes any lawful interests of the Company that has resulted in losses suffered by the Company, a shareholder who meets the requirements under the first paragraph may file a lawsuit with the People's Court in accordance with the provisions of two preceding paragraphs.

Articles of Association	
Before amendment	**After amendment**
	Where the directors or senior management of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, any shareholder holding over 1% of the shares of the Company individually or aggregately for 180 consecutive days may request the board of directors of the wholly-owned subsidiary in writing to file a lawsuit with the People's Court or directly file a lawsuit with the People's Court in its own name in accordance with the Company Law. Where no supervisory committee or supervisors is established, and instead an audit committee is established by a wholly-owned subsidiary of the Company, the provisions of paragraphs 1 and 2 of this Article shall apply.

Articles of Association	
Before amendment	**After amendment**
Article 53 ~~A holder of~~ ordinary shares of the Company shall undertake the following obligations: (1) to comply with the Articles of Association; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) other obligations imposed by the laws, administrative regulations and the Articles of Association ~~of the Company~~. ~~A shareholder shall not be liable to make further contribution to the subsequent increase in share capital other than the terms as agreed by the subscriber of the relevant shares on subscription~~:	Article 49 **Shareholders holding** ordinary shares of the Company shall undertake the following obligations: (1) to comply with **laws, administrative regulations and** the Articles of Association; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; **(3) not to withdraw share capital except for circumstances stipulated by laws and regulations;** **(4) not to abuse the shareholders' rights to impair the interest of the Company or other shareholders; not to abuse the separate legal entity status of the Company and the limited liability of shareholders to impair the interest of creditors;** **(5)** other obligations imposed by the laws, administrative regulations and the Articles of Association. **Where a shareholder of the Company abuses shareholders rights and causes losses to the Company or other shareholders shall be liable for compensation in accordance with law. Where a shareholder of the Company abuses the separate legal entity status of the Company and the limited liability of shareholders to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company.**

Articles of Association	
Before amendment	**After amendment**
Article 54 ~~In addition to the obligations imposed by the laws and administrative regulations or required by the listing rules of the stock exchange on which the shares of the Company are listed, the controlling shareholder, in exercising the power as a shareholder, shall not exercise his voting rights in a manner prejudicial to the interests of all or some of the shareholders when making decisions on the following matters:~~ ~~(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;~~ ~~(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another), in any way, of the properties of the Company, including (but not limited to) any opportunity beneficial to the Company;~~ ~~(3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another) of the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights save and except restructuring of the Company submitted for approval by the shareholders in shareholders' general meeting in accordance with the Articles of Association.~~	Article 50 **The controlling shareholders and actual controllers of the Company shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, provisions of the securities regulatory authorities and the stock exchanges, in order to safeguard the interests of the Company.**

Articles of Association	
Before amendment	**After amendment**
~~Controlling shareholders of the Company shall not expropriate the Company's assets. In the event that a controlling shareholder expropriates the capital of the Company or in any other means expropriates the Company's assets, the board of directors of the Company shall immediately apply for freezing the shares of the Company held by the controlling shareholder. If the controlling shareholder cannot repay in cash the capital of the Company expropriated by him or restore the Company's assets in a timely manner, the Company shall realize the shares of the Company held by the controlling shareholder to repay the portion of the Company's assets expropriated by him.~~ ~~The directors, supervisors and senior management of the Company have legal obligations to safeguard the capital of the Company and cannot expropriate the Company's assets or assist or allow the controlling shareholder and his associated companies to expropriate the Company's assets.~~	

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 51 The controlling shareholders and actual controllers of the Company shall abide by the following provisions: (1) to exercise shareholders' rights in accordance with the law, not to abuse controlling interest, or exploit connected relationships to harm the legitimate rights and interests of the Company or other shareholders; (2) to strictly fulfill public declarations and commitments made, without unauthorised changes or waivers; (3) to strictly fulfill information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in information disclosure work, and promptly inform the Company of significant events that have occurred or are planned to occur; (4) not to misappropriate the Company's funds in any way; (5) not to coerce, instruct, or require the Company and related personnel to provide guarantees in violation of laws and regulations; (6) not to seek benefits using the Company's undisclosed significant information, not to disclose any undisclosed significant information about the Company in any way, not to engage in insider trading, short term trading, market manipulation, or other illegal activities;

Articles of Association	
Before amendment	**After amendment**
	(7) not to damage the legitimate rights and interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset reorganisation, external investments, or any other means; (8) to ensure the integrity of the Company's assets, personnel independence, financial independence, institutional independence, and operational independence, and not to act in any manner that may compromise the Company's independence; (9) other provisions of laws, administrative regulations, provisions of the securities regulatory authorities, rules of the stock exchanges, and the Articles. The controlling shareholders and actual controllers of the Company who do not serve as directors of the Company but actually carry out the Company's affairs shall be subject to the provisions of the Articles regarding the fiduciary duty and diligence duty of directors. If the controlling shareholders and actual controllers of the Company instruct directors or senior management to engage in actions that harm the interests of the Company or shareholders, they shall be jointly liable with the director or senior management concerned.
(Newly added)	Article 52 If the controlling shareholders and actual controllers pledge the shares of the Company they hold or actually control, they should maintain the controlling rights and ensure stable production and operation of the Company.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 53 If the controlling shareholders and actual controllers transfer their shares of the Company, they shall comply with the restrictive provisions on share transfer provided by the laws, administrative regulations, provisions of the securities regulatory authorities and the stock exchanges, as well as the commitments they have made regarding restrictions on share transfers.
Article 55 A controlling shareholder referred to in the ~~preceding article~~ means a person who satisfies any one of the following conditions: (1) he may alone or acting in concert with others has the power to elect more than half of the directors; …… (4) he may alone or acting in concert with others has the ~~de facto~~ control of the Company in any other manner.	Article 54 A controlling shareholder referred to in the **Articles** means a person who satisfies any one of the following conditions: (1) he may alone or acting in concert with others has the power to elect more than half of the directors; …… (4) he may alone or acting in concert with others has the **actual** control of the Company in any other manner.
Chapter 8 ~~Shareholders'~~ General Meetings	Chapter 8 **General Meetings**
Article 56 The ~~shareholders' general meeting~~ shall be the organ of authority of the Company and shall exercise its powers according to the laws.	Article 55 **The General Meeting of the Company shall be composed of all shareholders.** The **General Meeting** shall be the organ of authority of the Company and shall exercise its powers according to the laws.

Articles of Association	
Before amendment	**After amendment**
Article 57	Article 56
The ~~shareholders' general meeting~~ shall have the following powers:	The **General Meeting** shall have the following powers:
~~(1) to determine the business policies and investment plans;~~	(1) to elect and replace directors and to determine the remuneration of the directors;
(2) to elect and replace directors and to determine the remuneration of the directors;	(2) to consider and to approve the report of the **Board of Directors**;
~~(3) to elect and replace supervisors who are representatives of the shareholders and to determine the remuneration of such supervisors;~~	(3) to consider and to approve the plan for profit distribution and plan for making up losses;
(4) to consider and to approve the report of the ~~board of directors~~;	(4) to pass resolutions on the increase in or reduction of the registered capital of the Company;
~~(5) to consider and to approve the report of the supervisory committee;~~	**(5) to pass resolutions on the issue of corporate bonds of the Company;**
~~(6) to consider and to approve the annual financial budgets and final accounts;~~	(6) to pass resolutions on the **mergers, divisions**, dissolution, liquidation or change of form of the Company;
(7) to consider and to approve the plan for profit distribution and plan for making up losses;	**(7) to amend the Articles;**
(8) to pass resolutions on the increase in or reduction of the registered capital of the Company;	(8) to approve the appointment **or** dismissal of the accounting firm **engaging in the Company's audit work**;
(9) to pass resolutions on the ~~amalgamation, demerger~~, dissolution, liquidation or change of form of the Company;	(9) to consider and approve of the guarantee matters as stipulated in **Article 57 of the Articles**;
~~(10) to pass resolutions on the issue of debentures of the Company;~~	(10) to consider matters relating to the acquisition and sale of major assets by the Company within one (1) year exceeding 30% of its latest audited total assets;

Articles of Association	
Before amendment	**After amendment**
(11) to approve the appointment~~;~~ dismissal ~~or discontinuance of appointment~~ of the accounting firm;	(11) to consider and approve of the change of the use of proceeds;
~~(12) to amend the Articles of Association;~~	(12) to review the **stock** incentive scheme **and employee stock ownership scheme**;
~~(13) to consider the motion put forward by the shareholders together representing 3% or more of the share of the Company carrying voting rights;~~	(13) **to consider and approve** other matters to be approved at the **General Meeting** as required by the laws, administrative regulations, applicable departmental rules and the Articles.
(14) to consider and approve of the guarantee matters as stipulated in ~~Article 58~~;	The **General Meeting** may authorise the **Board of Directors** to **resolve on the issue of corporate bonds**.
(15) to consider matters relating to the acquisition and sale of major assets by the Company within one (1) year exceeding 30% of its latest audited total assets;	
(16) to consider and approve of the change of the use of proceeds;	
(17) to review the ~~share~~ incentive scheme;	
(18) other matters to be approved at the ~~shareholders' general meeting~~ as required by the laws, administrative regulations, applicable departmental rules and the Articles ~~of Association~~.	
The ~~shareholders' general meeting~~ may authorise or ~~commission~~ the ~~board of directors~~ to ~~handle the matters so authorised or commissioned~~.	

Articles of Association	
Before amendment	**After amendment**
Article 58 The following guarantees shall be approved at the ~~shareholders' general meetings~~: (1) Any additional guarantee provided when the total amount of external guarantees provided by the Company and its controlling subsidiaries reaches or exceeds 50% of the latest audited net assets; (2) Any additional guarantee provided when the total amount of guarantees provided by the Company reaches or exceeds 30% of the latest audited ~~net~~ assets ~~value~~; (3) Any guarantee provided to any guaranteed party with assets-liabilities ratio exceeding 70%; (4) Any single guarantee exceeding 10% of the latest audited net assets; ~~(5) the aggregate amount of guarantees exceeds 50% of the latest audited net assets and the absolute amount exceeds RMB50,000,000 on an accumulative basis in 12 consecutive months;~~ (6) Any guarantee to be provided to shareholders, ~~de facto~~ controller and their associates.	Article 57 The following guarantees shall be approved at the **General Meetings**: (1) Any additional guarantee provided when the total amount of external guarantees provided by the Company and its controlling subsidiaries reaches or exceeds 50% of the latest audited net assets; (2) Any additional guarantee provided when the total amount of **external** guarantees provided by the Company reaches or exceeds 30% of the latest audited **total** assets; **(3) Any guarantee after the amount of guarantees provided by the Company to others within one year has exceeded 30% of the Company's latest audited total assets;** (4) Any guarantee provided to any guaranteed party with assets-liabilities ratio exceeding 70%; (5) Any single guarantee exceeding 10% of the latest audited net assets; (6) Any guarantee to be provided to shareholders, **actual controllers** and their associates. **If a director or senior management violates a provision on the approval authority or review procedure for the provision of external guarantee as specified in laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain losses, he/she shall be liable for damages and the Company may institute a legal action against him/her in accordance with the law.**

Articles of Association	
Before amendment	**After amendment**
Article 59 ~~Unless~~ previously approved by the ~~shareholder's general meeting~~, the Company shall not enter into a contract with any person other than a director, ~~supervisor,~~ manager or other senior management of the Company whereby such person undertakes the management and administration of the whole or any substantial part of the business of the Company.	Article 58 **Except under unusual circumstances such as a crisis, and unless** previously approved by the **General Meeting**, the Company shall not enter into a contract with any person other than a director, manager or other senior management of the Company whereby such person undertakes the management and administration of the whole or any substantial part of the business of the Company.

Articles of Association	
Before amendment	**After amendment**
Article 60 ~~Shareholders' general meetings~~ are divided into annual ~~general meeting~~ and extraordinary ~~general meeting~~. ~~Shareholders' general meetings~~ shall be convened by the ~~board of directors~~. Annual ~~general meeting~~ shall be held once every year and within six (6) months after ~~the end~~ of the previous accounting year. Under any of the following circumstances, the ~~board of directors~~ shall convene an extraordinary ~~general meeting~~ within two (2) months from the date upon which the circumstance occurs: (1) when the number of directors falls below the requirement under the Company Law or is less than two-thirds of the number as required by the Articles of Association; (2) when the losses of the Company which have not been made up amount to one-third of the total share capital of the Company; (3) when ~~an extraordinary general meeting is requested in writing by~~ shareholders holding ~~more than~~ 10% ~~(including 10%) of the issued shares~~ of the Company ~~carrying voting right~~; (4) when the ~~board of directors~~ deems necessary ~~or the supervisory committee proposes to convene the same~~.	Article 59 **The General Meetings** are divided into annual **General Meeting** and extraordinary **General Meeting**. **The General Meeting** shall be convened by the **Board of Directors**. Annual **General Meeting** shall be held once every year and within six (6) months after **completion** of the previous accounting year. Under any of the following circumstances, the **Board of Directors** shall convene an extraordinary **General Meeting** within two (2) months from the date upon which the circumstance occurs: (1) when the number of directors falls below the requirement under the Company Law or is less than two-thirds of the number as required by the Articles of Association; (2) when the losses of the Company which have not been made up amount to one-third of the total **paid-up** share capital of the Company; (3) when shareholders **individually or collectively** holding 10% **or more of the voting rights (including preferred shares with restored voting rights but excluding treasury shares)** of the Company **request**; (4) when the **Board of Directors** deems necessary; **(5) when the Audit Committee proposes to convene;** **(6) other circumstance as specified in laws, administrative regulations, departmental rules, the listing rules of the stock exchanges where the shares of the Company are listed or the Articles.**

Articles of Association	
Before amendment	**After amendment**
Article 61 The Company shall, twenty (20) ~~clear business~~ days before the date of meeting, give written notice~~s~~ of the ~~shareholders'~~ annual ~~general meeting~~; when the Company convenes an extraordinary ~~general meeting~~, it shall give written notice ~~at least ten (10) clear business days or~~ fifteen (15) days ~~(whichever is the longer period)~~ prior to the date of the meeting, and inform all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. ~~Those shareholders who intend to attend the meeting shall deliver the written reply to the Company five (5) business days before the meeting.~~ The venue of the meeting shall be arranged for the ~~shareholders' general meeting~~, and shall be held onsite, and the Company will also provide ~~access though internet or by other means in order to be more convenient to the shareholders to attend the shareholders' general meeting. Attendance by any shareholder of the shareholders' general meeting in the manner above shall be deemed as valid attendance.~~ Subject to the requirements of legality and effectiveness of the ~~shareholders' general meeting~~, and without prejudice to the legitimate interests of domestic and overseas shareholders, the Company may give priority to online voting platform and other means of modern information technology provided in various manners and from various sources, to increase the percentage of participation in the ~~shareholders' general meeting~~ by the public shareholders.	Article 60 The Company shall, twenty (20) days before the date of meeting, give written notice of the annual **General Meeting**; when the Company convenes an extraordinary **General Meeting**, it shall give written notice fifteen (15) days prior to the date of the meeting, and inform all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. **Regarding the calculation of the notice period, the date of the meeting shall not be included.** **The Company shall hold the General Meetings at its office or other location as specified in the notice of the General Meeting.** The venue of the meeting shall be arranged for the **General Meeting**, and shall be held onsite**. The General Meeting may also be held electronically or through a hybrid of both methods**, and the Company will also provide **online voting to provide convenience to the shareholders**. Subject to the requirements of legality and effectiveness of the **General Meeting**, and without prejudice to the legitimate interests of domestic and overseas shareholders, the Company may give priority to online voting platform and other means of modern information technology provided in various manners and from various sources, to increase the percentage of participation in the **General Meeting** by the public shareholders. **Once a General Meeting notice has been issued, the location of the meeting shall not be changed without a legitimate reason. In the event of a change of location, the convener shall make an announcement and explain the reasons at least 2 working days before the date of the meeting.**

Articles of Association	
Before amendment	**After amendment**
Article 62 Shareholders, individually or aggregately, holding over ~~3%~~ of the total number of shares of the Company shall have the right to propose provisional ~~motions~~ to the convener in writing ten (10) days prior to the ~~shareholders' general meeting~~. Subject to compliance with relevant laws, administrative regulations and listing rules of the stock exchanges ~~on which~~ the shares of the Company are listed, the convener shall within two (2) days of receipt of the provisional ~~motions~~ issue supplemental notice of the meeting to disclose the contents of the provisional ~~motions~~. The content of such ~~proposals~~ shall fall within the scope of the duties of the ~~shareholders, and~~ have a clear topic for discussion and specific matters for resolutions. ~~Save as stipulated by Article 62 of the Articles of Association, an extraordinary general meeting shall not decide on matters other than those contained in the notice.~~	Article 61 **When the Company is to hold a General Meeting, the Board of Directors, the Audit Committee and shareholders who individually or aggregately hold over 1% of the total number of shares of the Company (including preferred shares with restored voting rights) shall be entitled to propose resolutions to the Company.** Shareholders, individually or aggregately, holding over **1%** of the total number of shares **(including preferred shares with restored voting rights)** of the Company shall have the right to propose provisional **resolutions** to the convener in writing ten (10) days prior to the **General Meeting**. Subject to compliance with relevant laws, administrative regulations and listing rules of the stock exchanges **where** the shares of the Company are listed, the convener shall within two (2) days of receipt of the provisional **resolutions** issue supplemental notice of the meeting to disclose the contents of the provisional **resolutions**, **and submit such provisional resolutions to the General Meeting for consideration. However, this does not apply to provisional resolutions that violate laws, administrative regulations or the Articles of Association, or that fall outside the scope of functions and powers of the General Meeting**. **Except for circumstances provided in the preceding paragraph, the convener may not make any changes to the resolutions set forth in the notice of the General Meeting or add any new resolutions once the notice and announcement of the General Meeting have been issued.** The content of such **resolutions** shall fall within the scope of the duties of the **General Meeting,** have a clear topic for discussion and specific matters for resolutions**, and comply with the relevant provisions of laws, administrative regulations, the listing rules of the stock exchanges where the shares of the Company are listed and the Articles**. **No voting or passing of resolution shall be made at the General Meeting on resolutions which are not stated in the notice of the General Meeting or do not comply with the provisions of the preceding paragraph.**

Articles of Association	
Before amendment	**After amendment**
Article 63 Notice of ~~shareholders' general meetings~~ shall ~~satisfy the following requirements~~: ~~(1) it shall be in writing;~~ ~~(2) it shall specify the place, date and time of the meeting;~~ ~~(3) it shall state the matters to be discussed at the meeting;~~ ~~(4) it shall provide such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be discussed. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize the share capital, or to restructure the Company in any way, the terms of the proposed transaction must be provided in detail together with the proposed agreement (if any), and the causes and effects must be properly explained;~~ ~~(5) it shall contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, manager or other senior management in the matters to be discussed and the effect of the matters to be discussed on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;~~ ~~(6) it shall contain the full text of any special resolution proposed to be passed at the meeting;~~	Article 62 Notice of **the General Meetings** shall **include the following information**: **(1) the date, place and duration of the meeting;** **(2) the matters and resolutions to be considered at the meeting;** **(3) make a clear written statement that all ordinary shareholders (including shareholders holding preferred shares with restored voting rights), shareholders holding shares with special voting rights shall have the right to attend the General Meeting, and have the right to appoint proxies in writing** to attend **the** meeting and to vote and that **such shareholder proxies** need not be **shareholders**; **(4) share registration date of shareholders who have the right to attend the General Meeting;** **(5) the name and telephone number of the permanent contact person of the General Meeting;** **(6) time and procedures of voting by way of internet or other means.**

Articles of Association	
Before amendment	**After amendment**
~~(7) it shall contain conspicuously a statement that a shareholder entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies~~ to attend ~~such~~ meeting and to vote ~~thereat instead of him~~ and that ~~a~~ proxy need not be ~~a shareholder~~; ~~(8) it shall specify the time and place for lodging proxy forms for the relevant meeting.~~	
Article 64 Notice of ~~shareholders' general meeting~~ shall be given to the shareholders (whether or not entitled to vote at the ~~shareholders' general meeting~~) in the manners as prescribed in ~~Article 207~~ of the Articles ~~of Association~~. In the case of delivering by hand or by pre-paid mail, the notice shall be delivered to the addresses of the shareholders as shown in the register of shareholders. ~~For the holders of domestic shares, notice~~ of ~~shareholders' general meeting~~ may be given by way of public announcement. ~~The public announcement referred to above shall be published in a newspaper or several newspapers prescribed by the China Securities Regulatory Commission. Once published, all holders of domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting.~~	Article 63 Notice of **the General Meeting** shall be given to the shareholders (whether or not entitled to vote at the **General Meeting**) in the manners as prescribed in **Article 191** of the Articles. In the case of delivering by hand or by prepaid mail, the notice shall be delivered to the addresses of the shareholders as shown in the register of shareholders. **Notice** of **the General Meeting** may be given by way of public announcement. **For the notice, materials or written statements of the General Meeting to shareholders, once published on the websites of the stock exchanges where the shares of the Company are listed and the website of the Company, all shareholders shall be deemed to have received the relevant notices, materials or written statements of such General Meeting.**

Articles of Association	
Before amendment	**After amendment**
Article 66 ~~Any shareholder who is entitled to attend the shareholders' general meeting and to vote thereat shall be entitled to appoint one or more persons (whether or not he/she is a shareholder) as his proxy to attend and vote on his behalf. Such proxy or proxies shall exercise the following rights pursuant to the appointment made by the appointing shareholder:~~ ~~(1) the same right as the shareholder to speak at the shareholders' general meeting;~~ ~~(2) authority to demand or join in demanding a poll;~~ ~~(3) have the right to vote by hands or on a poll. Where more than one proxy is appointed, the proxies may only exercise the voting right on a poll.~~	Article 65 **All shareholders registered on the shares registration date or their proxies shall have the right to attend the General Meeting and exercise voting rights in accordance with relevant laws, regulations and the Articles. Shareholders may attend the General Meeting in person or, alternatively, appoint a proxy to attend and vote on their behalves. If the shareholder who has the right to attend and vote at the General Meeting is a corporate shareholder, such shareholder may appoint a representative as its proxy to attend and vote on its behalf. If such shareholder has appointed a representative to attend any General Meeting, such shareholders shall be deemed to have attended in person. Hong Kong Securities Clearing Company Limited shall have the right to appoint proxies or corporate representatives to attend General Meetings and creditors' meetings, and these proxies or corporate representatives shall enjoy the same rights as other shareholders, including the right to speak and vote at General Meetings.**

Articles of Association	
Before amendment	**After amendment**
Article 67 ~~The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or signed by a director or attorney duly authorised. Such written instrument shall specify the number of shares held by the appointor as represented by the proxy.~~	Article 66 **If a shareholder attends the meeting in person, such shareholder shall produce his/her identity card or other valid documents or proof that can prove his/her identity. A proxy attending the meeting on behalf of a shareholder shall produce his/her valid identity document and the authorisation letter given by such shareholder.** **In the case of a corporate shareholder, the legal representative or a proxy appointed by such legal representative may attend the meeting. If the legal representative attends the meeting, such legal representative shall produce his/her identity card and valid proof of his/her legal representative status; if a proxy attends the meeting, such proxy shall produce his/her valid identity card and a written authorisation letter issued by the legal representative of the corporate shareholder in accordance with the law.**

Articles of Association	
Before amendment	**After amendment**
Article 68 ~~The instrument appointing a proxy shall be deposited at the registered office of the Company or such other place as specified in the notice of meeting not less than 24 hours before the time appointed for the meeting at which the person named in the instrument proposes to vote or, 24 hours before the time appointed for taking of the poll.~~ Where ~~such~~ instrument is signed by a person ~~under a power of attorney or other authority on behalf of the~~ appointor, ~~that power of attorney~~ or other ~~authority~~ shall be ~~notarized~~. A notarially certified copy of ~~that power of attorney~~ or other ~~authority~~ together with the instrument appointing a proxy shall be deposited at the registered office of the Company or such other place as specified in the notice of the meeting. ~~In the event that the appointor is a corporate, such shareholder shall be represented at the shareholders' general meeting of the Company by its legal representative or the person authorised by its board of directors or other governing body of such appointor.~~	Article 67 Where **the** instrument **appointing a proxy** is signed by a person **authorised by** the appointor, **the authorisation letter** or other **authorisation documents relating to the signing authorisation** shall be **notarised**. A notarially certified copy of **the authorisation letter** or other **authorisation document** together with the instrument appointing a proxy shall be deposited at the registered office of the Company or such other place as specified in the notice of the meeting **or provided to the Company through alternative means (such as electronic means) on the premise that the laws and regulations of the place where the Company is registered and the place where the shares of the Company are listed, as well as the listing rules of the stock exchanges where the shares of the Company are listed are not violated**.
(Newly added)	Article 68 An authorisation letter issued by a shareholder to appoint another person to attend the General Meeting shall contain the following items: (1) the name of the principal, and the class and number of the shares of the Company held by the principal; (2) the name of the proxy; (3) specific instructions from the shareholder, including instructions to vote for or against or abstain from voting on each matter included in the agenda of the General Meeting;

Articles of Association	
Before amendment	**After amendment**
	(4) the date of issuance of the authorisation letter and its validity period; (5) the signature (or seal) of the principal. In the case of a corporate shareholder, the common seal of the corporation shall be affixed.
Article 69 Any form issued to a shareholder by the ~~board of directors~~ for ~~use by him for~~ appointing a proxy shall enable the shareholder, according to his intention, to instruct the proxy to vote in favour ~~or~~ against ~~each resolution dealing with matters to be resolved~~ at the meeting. ~~Such a form shall contain a statement that in default of such instructions, the proxy may vote as he thinks fit.~~	Article 69 Any form issued to a shareholder by the **Board of Directors** for appointing a proxy shall enable the shareholder, according to his intention, to instruct the proxy to vote in favour**,** against **or abstain from voting on, and to give separate instructions on the resolutions to be voted on** at the meeting.
Article 71 A proxy who attends the shareholders' general meeting on behalf of the shareholders shall produce the document of his identity and the power of attorney signed by the appointor or the legal representative of the appointor. The power of attorney shall specify the date of issue. If a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce the document of his identity and a notarially certified copy of resolution of the board of directors or other governing authority of the appointor or such other notarially certified copies as permitted by the Company.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 72 Resolutions of the ~~shareholders' general meeting~~ shall be divided into ordinary resolutions and special resolutions. Ordinary resolution of ~~a shareholders' general meeting~~ shall be ~~passed~~ by ~~more than one-half~~ of the voting rights held by the shareholders ~~(including proxies)~~ present at the meeting. Special resolution of ~~a shareholders' general meeting~~ shall be ~~passed~~ by more than two-thirds of the voting rights held by the shareholders ~~(including proxies)~~ present at the meeting. ~~Shareholders (including proxies) present at the shareholder's general meeting shall specifically vote for or against each resolution proposed to be passed at that meeting. Any abstained vote or waiver to vote shall be disregarded by the Company as voting rights for the purpose of calculating the result of that resolution.~~ Where any member is, under the ~~rules governing the listing of securities on the Stock Exchange~~ and/or any relevant laws, administrative regulations or rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.	Article 71 Resolutions of the **General Meeting** are divided into ordinary resolutions and special resolutions. Ordinary resolutions of **the General Meeting** shall be **adopted** by **a majority** of the voting rights held by the shareholders present at the meeting. Special resolutions of **the General Meeting** shall be **adopted** by at least two-thirds of the voting rights held by the shareholders present at the meeting. **The shareholders referred to in this article shall include shareholders who attend the General Meeting by proxy.** **Voting at the General Meeting shall be conducted by a registered poll. Shareholders (including shareholder proxies) present at the meeting shall expressly indicate one of the following in response to each matter requiring voting: for, against or abstention. If votes are not completed or wrongly completed or handwriting on votes are unidentifiable or votes are not cast, corresponding voters shall be deemed to have waived voting right and result of voting based on each share with voting rights shall be deemed as "abstention".** Where any member is, under the **Rules Governing the Listing of Securities on The Hong Kong Stock Exchange** and/or any relevant laws, administrative regulations or rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

Articles of Association	
Before amendment	**After amendment**
The Company may, if allowed under the technical requirements, provide means for the shareholders to vote through internet or by other means, in accordance with laws, administrative regulations, applicable departmental rules and the rules of the stock ~~exchange on which~~ the shares of the Company are listed, so as to facilitate the shareholder to attend the ~~shareholders' general meeting~~ and to vote.	The Company may, if allowed under the technical requirements, provide means for the shareholders to vote through internet or by other means, in accordance with laws, administrative regulations, applicable departmental rules and the listing rules of the stock **exchanges where** the shares of the Company are listed, so as to facilitate the shareholder to attend the **General Meeting** and to vote**.** **Closing time of the on-site General Meeting shall not be earlier than that of the meeting held through internet or other means. The meeting presider shall announce voting status and result of each resolution and announce whether resolutions are adopted in accordance with voting results on the site of the meeting. Before official release of voting results, the Company, vote counters, voter scrutinisers, shareholders and internet service provider involved in voting on the site of the General Meeting, through internet or other means shall keep the voting status confidential.**

Articles of Association	
Before amendment	**After amendment**
Article 73 For the purpose of voting at the ~~shareholders' general meeting~~, a shareholder (including proxy) shall exercise voting rights in accordance with the number of shares ~~carrying~~ voting rights represented by him. Each share shall have one vote. The shares of the Company held by the Company shall not carry voting rights, and those parts of shares shall not be counted in the total number of shares carrying voting rights at the ~~shareholders' general meeting~~. At the time of reviewing ~~the~~ material issues in the ~~shareholders' general meeting~~, which have effect on the interests of small and medium sized shareholders, the votes of small and medium sized shareholders shall be ~~calculated~~ separately. The separate ~~ballot~~ results shall be timely disclosed to public.	Article 72 For the purpose of voting at the **General Meeting**, a shareholder (including proxy) shall exercise voting rights in accordance with the number of shares **with** voting rights represented by **him/her**. Each share shall have one vote**, except where special provisions apply to class shareholders.** The shares of the Company held by the Company shall not carry voting rights, and those parts of shares shall not be counted in the total number of shares carrying voting rights at the **General Meeting**. **If a shareholder acquires voting shares of the Company in violation of the relevant provisions of the Securities Law, the voting rights of the shares outside of the regulated proportion shall not be exercised within 36 months from the date of acquisition, and such shares shall not be counted into the total number of shares with voting rights present at the General Meeting.** At the time of reviewing material issues in the **General Meeting**, which have effect on the interests of small and medium sized shareholders, the votes of small and medium sized shareholders shall be **counted** separately. The separate **voting** results shall be timely disclosed to public. **The chairman of the General Meeting shall ensure that the detailed procedures for voting by poll are explained to shareholders at the meeting and answer any questions from shareholders regarding voting by poll. When the General Meeting deliberates on connected transactions, connected shareholders shall not participate in voting, and the number of shares with voting rights represented by them shall not be included in the total number of shares with voting rights at the General Meeting; the announcement on the resolutions of the General Meeting shall fully disclose the voting results of non-connected shareholders.**

Articles of Association	
Before amendment	**After amendment**
Article 74 At any onsite shareholders' general meeting, a resolution put to the vote at the meeting shall be decided on a show of hands unless otherwise as stipulated by the relevant laws, administrative regulations, or the rules and regulations of the relevant regulatory bodies as formulated from time to time, or unless a poll is demanded by the following persons before or after the voting by show of hands: …… A demand for a poll may be withdrawn by the person making such demand.	**(Deleted)**
Article 75 A poll demanded on such matters as the election of chairman or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be deemed to be a resolution of that meeting.	**(Deleted)**
Article 76 On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.	**(Deleted)**
Article 77 In case of an equality of votes (whether on a show of hands or on a poll), the chairman of the meeting shall be entitled to a second vote.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 78 The following matters shall require the passing of an ordinary resolution at the ~~shareholders' general meeting~~: (1) the working reports of the ~~board of directors and the supervisory committee~~; (2) profit distribution plan and plan for making up losses prepared by the ~~board of directors~~; (3) the appointment and removal of the members of the ~~board of directors and the supervisory committee~~ as well as their remuneration and method of payment; ~~(4) annual financial budgets and statements of final accounts, balance sheets, profit statements and other financial statements of the Company;~~ (5) any other matters except those passed by special resolutions as prescribed by the laws, administrative regulations or the Articles of Association.	Article 73 The following matters shall require the passing of an ordinary resolution at the **General Meeting**: (1) the working reports of the **Board of Directors**; (2) profit distribution plan and plan for making up losses prepared by the **Board of Directors**; (3) the appointment and removal of the members of the **Board of Directors** as well as their remuneration and method of payment; (4) any other matters except those **required to be** passed by special resolutions as prescribed by the laws, administrative regulations or the Articles of Association.

Articles of Association	
Before amendment	**After amendment**
Article 79 The following matters shall require the passing of a special resolution at the ~~shareholders' general meetings~~: ~~(1) the increase in and reduction of the share capital of the Company, and the issue of any class of shares, warrants or other similar securities;~~ ~~(2) the issue of bonds of the Company;~~ (3) the demerger, ~~amalgamation~~, dissolution, liquidation, ~~change of the form of the Company~~ and purchases, disposals of major assets within one year or provision of guarantees which exceed 30% of the total assets of the Company; (4) ~~amendments to~~ the Articles ~~of Association~~; (5) share incentive scheme; (6) other matters which have been passed by way of ordinary resolutions at the ~~shareholders' general meeting~~, and which are considered to have significant effect on the Company shall be ~~passed~~ by way of special resolutions.	Article 74 The following matters shall require the passing of a special resolution at the **General Meetings**: **(1) the increase in or reduction of the share capital of the Company;** (2) the demerger, **spin-off, merger**, dissolution, **and** liquidation **of the Company;** (3) purchases, disposals of major assets within one year or provision of guarantees **to others** which exceed 30% of the **latest audited** total assets of the Company; (4) **the amendment of** the Articles; (5) share incentive scheme; (6) other matters **which are required by laws, administrative regulations, and the Articles of Association, and** which have been passed by way of ordinary resolutions at the **General Meeting**, and which are considered to have significant effect on the Company shall be approved by way of special resolutions.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 75 When the General Meeting votes on the election of directors, cumulative voting shall be adopted, except for the election of one director. The term "cumulative voting" referred to in the preceding paragraph means that, when the General Meeting votes to elect directors, each share carries the same number of votes as the number of directors to be elected, and a shareholder may cluster his or her voting rights. When the cumulative voting system is implemented for voting at the General Meeting, the following principles shall be followed: (1) The number of candidates for directors may be more than the number of directors to be elected at the General Meeting, but the number of candidates to be voted by each shareholder shall not exceed the number of candidates to be elected at the General Meeting, and the total number of allocated votes shall not exceed the number of votes owned by the shareholders. Otherwise, such vote shall be invalidated; (2) Independent directors and non-independent directors shall be voted on separately. During the election of independent directors, the number of votes each shareholder is entitled to receive is equal to the product of the number of shares they represent and the number of independent directors to be elected, and these votes may only be cast for the independent director candidates of the Company. When electing non-independent directors, the number of votes each shareholder is entitled to receive is equal to the product of the number of shares they represent and the number of non-independent directors to be elected, and these votes may only be cast for non-independent director candidates of the Company;

Articles of Association	
Before amendment	**After amendment**
	(3) The final elected candidates are determined based on the order of the number of the votes received by the director candidates, but the minimum number of votes for each elected candidate must exceed half of the total number of shares represented by shareholders (including proxies) attending the General Meeting. If the number of elected directors is less than the number of directors proposed to be elected at the General Meeting, all candidates who do not have enough votes shall be voted on again to fill the vacancy. If the votes are still insufficient, a by-election shall be conducted at the next General Meeting. If two or more director candidates have the same number of votes, but only a portion of them may be elected due to the limitation of the number of candidates to be elected, the director candidates with the same number of votes shall be voted on again separately. For the election of independent directors, the voting results of small and medium sized shareholders shall be separately counted and disclosed. For the election of two or more independent directors, a cumulative voting system shall be implemented. If a resolution on the election of a director is passed at a General Meeting, the appointment of the new director shall become effective on the date the relevant resolution is passed at the General Meeting.

Articles of Association	
Before amendment	**After amendment**
Article 80 The ~~board of directors~~, independent directors, and shareholders ~~complied with~~ the relevant prescribed conditions may solicit voting rights of shareholders. ~~The intent of~~ voting intentions shall be disclosed to the subjects of solicitation ~~at the time of soliciting voting rights.~~ Solicitation of voting rights shall not be conducted on a fee basis, or on a fee basis in a disguised form. The Company shall not impose a minimum shareholding percentage requirement on solicitation of voting rights. The persons soliciting voting rights shall ~~publicly solicit in compliance~~ with the regulations of the regulatory authorities and the stock ~~exchange at which~~ the shares of the Company are listed and traded. Any resolution adopted at a ~~shareholders' general meeting~~ shall comply with the relevant provisions of ~~China~~ laws, administrative regulations and the Articles of Association.	Article 76 The **Board of Directors**, independent directors, and shareholders **who meet** the relevant prescribed conditions **or investor protection institutions established in accordance with laws, administrative regulations or the requirements of the securities regulatory authorities** may **publicly** solicit voting rights of shareholders. **Specific** voting intentions **and any other relevant information** shall be disclosed to the subjects of solicitation **when soliciting voting rights of shareholders**. Solicitation of voting rights shall not be conducted on a fee basis, or on a fee basis in a disguised form. **Except under statutory conditions,** the Company shall not impose a minimum shareholding percentage requirement on solicitation of voting rights. The persons soliciting voting rights **of shareholders** shall comply with the regulations of the regulatory authorities and the stock **exchanges where** the shares of the Company are listed and traded. Any resolution adopted at a **General Meeting** shall comply with the relevant provisions of **the** laws of **the People's Republic of China**, administrative regulations and the Articles of Association.

Articles of Association	
Before amendment	**After amendment**
Article 81 The procedures for convening an extraordinary ~~general meeting or a class meeting by the shareholders are as follows~~: ~~(1)~~ ~~One or several~~ shareholders holding ~~over~~, individually or aggregately, 10% ~~(including 10%)~~ of the s~~hares of the Company carrying~~ voting rights ~~to vote at the meeting over ninety (90) consecutive days may execute one or several written request with the same form and content to ask the board of directors of the Company to convene an extraordinary general meeting or a class meeting~~ and state the objects of the meeting. The ~~board of directors~~ shall give written opinions of agreeing or disagreeing to hold ~~the meeting~~ within ten (10) days upon receipt of the written request. ~~The board of directors if agreeing~~ to convene the ~~meeting~~ shall give the notice of ~~meeting~~ within five (5) days after the resolution. Consent from the relevant shareholders ~~must~~ be obtained for any amendment to the original ~~proposal~~ in the notice. (2) ~~One or several shareholders holding,~~ individually or aggregately, over 10% of the ~~shares of the Company are entitled to submit a written request to the supervisory committee of convening~~ an extraordinary ~~general meeting or a class meeting in the event that the board of directors~~ disagrees to convene ~~a meeting~~ or does not give written opinions within ten (10) days upon receipt of the request. The ~~supervisory committee~~ shall give the notice of ~~meeting~~ within five (5) days upon receipt of the request in case of agreeing to convene the ~~meeting~~. Consent from the relevant shareholders shall be obtained for any amendment to the original ~~proposal~~ in the notice~~.~~	Article 77 The procedures for convening an extraordinary **General Meeting by the independent directors, the Board of Directors, the Audit Committee, or qualified shareholders are as follows:** **(1) With the approval of more than half of all independent directors, the independent directors shall have the right to propose to the Board of Directors to convene an extraordinary General Meeting. In terms of proposal from independent directors to convene an extraordinary General Meeting, the Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to convene such an extraordinary General Meeting within 10 days after receipt of the proposal. If the Board of Directors agrees to convene an extraordinary General Meeting, it shall issue a notice for such General Meeting within 5 days after the Board resolutions are made; if the Board of Directors does not agree to convene an extraordinary General Meeting, reasons shall be stated and a public announcement shall be made.**

Articles of Association	
Before amendment	**After amendment**
(3) The ~~supervisory committee~~ shall be deemed not to convene and preside over the ~~meeting in case of~~ not ~~giving~~ the notice of ~~meeting~~ within the stipulated period, and ~~one or several~~ shareholders holding, individually or aggregately, ~~over~~ 10% of the ~~shares of the Company~~ over ninety (90) consecutive days may convene the meeting ~~within 4 months from the date of receipt of the written request by the board of directors. The procedures for convening meeting by those shareholders shall be same as those by directors, as nearly as possible.~~ ~~In the event that the board of directors fails to convene the meeting as required above and shareholders decide to convene and hold the same as a result, all reasonable costs incurred therefrom shall be borne by the Company and deducted from the fees payable to the directors who fail to fulfill their duties.~~	**(2) The Audit Committee may propose to the Board of Directors in writing that an extraordinary General Meeting be convened. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to convene an extraordinary General Meeting within 10 days after receipt of the proposal. If the Board of Directors agrees to convene an extraordinary General Meeting, it shall issue a notice for such General Meeting within 5 days after the Board resolutions are made. The consent of the Audit Committee shall be obtained if any change is to be made to the original resolution in the notice. If the Board of Directors does not agree to convene an extraordinary General Meeting, or fails to give a written response within 10 days after receipt of the proposal, it shall be deemed to be unable to or have refused to perform its duty of convening the General Meeting, and the Audit Committee may itself convene and preside over such meeting.**

Articles of Association	
Before amendment	**After amendment**
	(3) Shareholders holding, individually or aggregately, 10% **or more** of the voting rights **(including preferred shares with restored voting rights but excluding treasury shares) may make a request to the Board of Directors in writing to convene an extraordinary General Meeting** and state the objects of the meeting. The **Board of Directors** shall give written opinions of agreeing or disagreeing to hold **the General Meeting** within ten (10) days upon receipt of the written request. **If the Board of Directors agrees** to convene **the General Meeting, it shall issue** the notice of **the General Meeting** within five (5) days after the **Board** resolution. Consent from the relevant shareholders **shall** be obtained for any amendment to the original **resolutions** in the notice. If the **Board of Directors** disagrees to convene **the General Meeting** or does not give written opinions within ten (10) days upon receipt of the request, shareholders holding, individually or aggregately, 10% **or more of voting rights (including preferred shares with restored voting rights but excluding treasury shares) shall have the right to propose to the Audit Committee in writing to convene** an extraordinary **General Meeting.** The **Audit Committee** shall give the notice of **the General Meeting** within five (5) days upon receipt of the request in case of agreeing to convene the **General Meeting**. Consent from the relevant shareholders shall be obtained for any amendment to the original **resolutions** in the notice. The **Audit Committee** shall be deemed not to convene and preside over **the General Meeting if the Audit Committee does** not give the notice of **the General Meeting** within the stipulated period, and shareholders holding, individually or aggregately, 10% **or more** of the **voting rights (including preferred shares with restored voting rights but excluding treasury shares)** over ninety (90) consecutive days may convene **and preside over** the meeting.

Articles of Association	
Before amendment	**After amendment**
	Where the Audit Committee or shareholders decide(s) to itself/themselves convene a General Meeting, it or they must notify the Board of Directors in writing, and file with the stock exchanges in accordance with the regulatory requirements of the places where the shares of the Company are listed. **Prior to the announcement of the resolutions of the General Meeting, the proportion of voting rights of the Company held by the convening shareholders shall not be less than 10%.** **The Audit Committee or the convening shareholders shall submit relevant supporting materials to the stock exchanges in accordance with the regulatory requirements of the places where the shares of the Company are listed when issuing the notice of the General Meeting and the announcement on the resolutions of the General Meeting.** **As for the General Meeting convened by the Audit Committee or shareholders, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors shall provide a register of shareholders prepared at the date of shares registration. If the Board of Directors fails to provide a register of shareholders, the convener may apply to a securities registration and clearing institution for the register with the related public announcement about holding a General Meeting. Register of shareholders obtained by the convener shall not be used for purposes other than holding a General Meeting.**

Articles of Association	
Before amendment	**After amendment**
Article 82 A ~~shareholders' general meeting~~ shall be ~~convened and~~ presided over by the chairman of the ~~board of directors~~. Where the chairman of the ~~board of directors~~ is unable to attend for any reason, such meeting shall be convened and presided over by the ~~deputy~~ chairman of the ~~board of directors~~. Where the chairman and ~~deputy~~ chairman of the ~~board of directors~~ are unable to attend, ~~the board of directors shall designate a director to convene and preside over such meeting. Where no chairman has been designated, the shareholders present may elect one of their members to act as the chairman. If for any reason no chairman is elected by the shareholders, the shareholder (or proxy) holding the highest number of shares carrying the right to vote shall~~ preside over the meeting. A ~~shareholders' general meeting~~ convened by the ~~supervisory committee~~ shall be presided over by the ~~chairman of the supervisory committee~~. Where the ~~chairman of the supervisory committee~~ does not perform the duty or cannot perform the duty, ~~more than half~~ of the ~~supervisors~~ shall choose a ~~supervisor~~ to preside such meeting. A ~~shareholders' general meeting~~ convened by the shareholders shall be presided over by a person who is nominated by the person convening the meeting.	Article 78 **When a General Meeting requires the directors and senior management to attend the meeting as a non-voting attendees, the directors and senior management shall attend the meeting in a non-voting capacity and respond to shareholders' inquiries.** **The chairman of the Board of Directors shall invite the chairmen of the special committees of the Board of Directors to attend the annual General Meeting. If the chairman of the relevant committee is unable to attend, the chairman shall invite another member (or, if the member is unable to attend, his/her duly appointed representative) to attend. Such person shall answer questions at the annual General Meeting. The Company's management shall ensure that external auditors attend the annual General Meeting to answer questions related to audit work, preparation of auditor reports and their contents, and accounting policies, and independence of the auditor.** **The chairman of the Audit Committee shall respond to questions at the General Meeting approving connected transactions or any other transactions that require approval from independent shareholders.** A **General Meeting** shall be presided over by the chairman of the **Board of Directors**. Where the chairman of the **Board of Directors** is unable to attend for any reason, such meeting shall be presided over by the **vice** chairman of the **Board of Directors**. Where the chairman and **vice** chairman of the **Board of Directors** are unable to attend, **a director jointly elected by a majority of the directors** shall preside over the meeting.

Articles of Association	
Before amendment	**After amendment**
	A **General Meeting** convened by the **Audit Committee** shall be presided over by the **convener of the Audit Committee**. Where the **convener of the Audit Committee** does not perform the duty or cannot perform the duty, **a majority** of the **members of the Audit Committee** shall choose a **member of the Audit Committee** to preside **over** such meeting. A **General Meeting** convened by the shareholders shall be presided over by a person who is nominated by the person convening the meeting. **When a General Meeting is held, if the chairman of the meeting violates the Articles, such that the General Meeting is unable to proceed, with the consent of shareholders holding more than one half of the voting rights present at the General Meeting, the General Meeting may elect a person to serve as chairman of the meeting and the meeting shall continue.** **The convener shall ensure that the General Meeting continues until the final resolution has been adopted. If a General Meeting is suspended or if it is unable to reach a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the General Meeting as soon as possible or the General Meeting shall be directly adjourned and the same shall be announced in a timely manner. At the same time, the convener shall report to the office of the securities regulatory authorities and the stock exchanges of the places where the Company is located.** **The resolution of the General Meeting shall be announced in a timely manner, and the announcement shall specify the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held, the proportion to the total number of shares with voting rights of the Company, the voting method, the voting results of each resolution, and the detailed information of each resolution passed.**

Articles of Association	
Before amendment	**After amendment**
	If a resolution is not passed, or if the current General Meeting amends a resolution from a previous General Meeting, a special note shall be included in the announcement of resolution of the current General Meeting. **The Board of Directors and the Audit Committee shall report on its work during the past year to the General Meeting at the annual General Meetings Each independent director shall also give a report on the performance of his or her duties.**
Article 83 The chairman of the meeting shall be responsible for determining whether a resolution of the shareholder's general meeting is passed or not and his decision shall be final and conclusive and the same shall be announced at such meeting and recorded in the minutes.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 85 ~~If there is a poll vote at a shareholders' general meeting, the result thereof shall be recorded in the minutes book.~~ The secretary shall cause minutes in respect of every ~~shareholders' general meeting~~ to be made and ~~the~~ minutes shall be signed by the directors~~, supervisors~~, secretary ~~to the board of directors~~, person convening the meeting or its ~~proxies~~, chairman of the meeting present at the meeting. ~~Memorandum of the meeting shall be made in respect of all resolutions passed at shareholders' general meeting.~~ Minutes ~~and memorandum~~ of a meeting shall be written in Chinese. Minutes together with the shareholders' attendance lists and instruments appointing proxies ~~shall be kept at the registered office of the Company~~.	Article 80 The secretary **of the Board of Directors** shall cause minutes in respect of every **General Meeting** to be made. **The meeting minutes shall record the following particulars:** **(1) the date of, the venue of, and the agenda for, the meeting, and the name of the convener;** **(2) the names of the chairman of the meeting and of the directors and senior management attending the meeting or present as non-voting attendees;** **(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights, and the proportion to total number of shares of the Company (the attendance of domestic shareholders (including proxies) and domestic listed foreign shareholders (including proxies) at the General Meeting shall be recorded separately);** **(4) the deliberations on each resolution, key points of each speaker's statements thereof and the voting results (the voting results of domestic shareholders and domestic listed foreign shareholders on each resolution shall be recorded separately);** **(5) the queries and suggestions of the shareholders and the relevant replies or explanations;** **(6) the names of lawyers, vote counters and vote scrutinisers;**

Articles of Association	
Before amendment	**After amendment**
	(7) other particulars that shall be included in the meeting minutes as required by relevant laws, regulations, normative documents, and the Articles. **The convener shall ensure that the meeting minutes are true, accurate and complete. The** minutes shall be signed by the directors, secretary **of the Board of Directors**, person convening the meeting or its **representatives**, chairman of the meeting present at **or attending** the meeting. Minutes of a meeting shall be written in Chinese. Minutes together with the shareholders' attendance lists and instruments appointing proxies **and valid information on votes cast online or by other means shall be kept together for a period of not less than 10 years.**
Article 86 A shareholder shall be entitled to inspect copies of minutes of any shareholders' general meeting free of charge during the business hours of the Company. If the shareholder demands from the Company a copy of such minutes, the Company shall send him the copy within seven (7) days after having received reasonable charges.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 90 The class shareholders so affected, whether or not otherwise having voting rights at a ~~shareholders' general meeting~~, shall be entitled to vote at the class meeting involving matters provided in items (2) to (8) and (11) to (12) of ~~Article 89~~, provided that any ~~interested~~ shareholders shall not be entitled to vote at the class meeting. ~~The meaning of an interested shareholder as referred to in the preceding paragraph shall be as follows:~~ ~~(1) Where the Company, in accordance with the Article 31 of the Articles of Association makes a repurchase offer to all shareholders in the same proportion or repurchases its shares on a stock exchange through open transactions, "interested shareholder" shall mean the controlling shareholders as defined in Article 55 of the Articles of Association;~~ ~~(2) Where the Company repurchases its shares by way of an agreement other than on a stock exchange in accordance with Article 31 of the Articles of Association, "interested shareholder" shall mean the shareholder to whom the agreement relates;~~ ~~(3) In the case of a restructuring of the Company, "interested shareholder" shall mean a shareholder who undertakes obligations by a lower proportion than that of other shareholders of the same class, or a shareholder who holds interests different from those held by other shareholders of the same class.~~	Article 84 The class shareholders so affected, whether or not otherwise having voting rights at a **General Meeting**, shall be entitled to vote at the class meeting involving matters provided in items (2) to (8) and (11) to (12) of **Article 83**, provided that any **connected** shareholders shall not be entitled to vote at the class meeting.

Articles of Association	
Before amendment	**After amendment**
Article 93 The notice of a class meeting shall only be given to the shareholders who are entitled to vote at such meeting only. The proceedings of a class meeting shall be as similar as possible as that of a ~~shareholders' general meeting~~. The provisions in the Articles of Association relating to the proceedings of a ~~shareholders' general meeting~~ shall apply to the class meeting.	Article 87 The notice of a class meeting shall only be given to the shareholders who are entitled to vote at such meeting only. The proceedings of a class meeting shall be as similar as possible as that of a **General Meeting**. The provisions in the Articles of Association relating to the proceedings of a **General Meeting** shall apply to the class meeting.
Article 94 In addition to holders of other classes of shares, holders of domestic shares and holders of overseas foreign listed shares shall be deemed to be different classes of shareholders. The special procedures for voting of class shareholders shall not apply to the following circumstances: (1) where, upon approval by a special resolution passed at a shareholders' general meeting, the Company issues domestic shares and overseas foreign listed shares either separately or concurrently once every twelve (12) months, and the total amount of the domestic shares and overseas foreign listed shares so issued do not exceed 20% of their total issued amount, respectively; (2) where the Company plans to issue domestic shares and overseas foreign listed shares on establishment, to be implemented within fifteen (15) months from the date of approval by the securities regulatory authority of the State Council.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Chapter 10 The Party Committee	Chapter 10 The Party Committee **of the Company**
(Newly added)	Article 88 In accordance with the provisions of regulations such as the Constitution of the Communist Party of China and the Regulations on the Work of Primary Organisations of the Communist Party of China in State-owned Enterprises (Trial), and with the approval of the higher-level Party organisation, the Company established the Party Committee of Jiangxi Copper Company Limited. Concurrently, the Party Disciplinary Committee has been established in accordance with the relevant regulations.
(Newly added)	Article 89 The Party Committee of the Company shall be elected in the meeting of the Party members' representatives, with each term generally lasting for five years. At the end of the term, re-election shall be held as scheduled. Party Disciplinary Committee shall serve the same term as the Party Committee.
(Newly added)	Article 90 The Party Committee of the Company shall consist of nine members, including one secretary of the Party Committee, two vice secretaries of the Party Committee, and one secretary of the Party Disciplinary Committee.

Articles of Association	
Before amendment	**After amendment**
Article 95 ~~The establishment and the term of office of the Party committee and discipline inspection committee of the Company shall be implemented in accordance with the relevant documents of the Party.~~ The establishment of the Party ~~organization~~ and its ~~staffing~~ shall be incorporated into the Company's management ~~organization~~ and the formation thereof. The Company shall ~~provide necessary conditions for the activities of the Party organization and~~ include expenses of the Party ~~organization~~ in the Company's budget, which will be disbursed from the Company's management fee.	Article 91 **The Company and its subsidiaries shall establish Party organisations, appoint staff for Party affairs and carry out Party work to effectively leverage the role of Party organisations and as Party members.** The establishment of the Party **organisation** and its personnel allocations shall be incorporated into the Company's management **organisation** and the formation thereof**, and full-time staff engaging in Party affairs shall be appointed at a ratio of no less than 1% of the total number of employees**. The Company shall include expenses of the Party **organisation** in the Company's budget, which will be disbursed from the Company's management fee **at a ratio of no less than 1% of the total employee remunerations of the year before**.

Articles of Association	
Before amendment	**After amendment**
Article 96 ~~The Party organization of the Company shall play a core political role and carry out the works with focus on direction control, overall management and ensuring implementation. It shall ensure and supervise the thorough implementation of the directional policies of the Party and the country throughout the Company; support the Board, supervisory committee and the management in performing their functions and exercising their power in accordance with the laws; faithfully rely on the staff and support the meetings of staff representatives in performing their functions; participate in the decision-making process of material matters of the Company; strengthen the self-construction of the Party organization, play a leading role in the ideological and political work and the spiritual civilization building of the Company and lead the mass organizations such as the labor union and the Communist Youth L~~eague.	Article 92 **The Party Committee of the Company shall play a leading role in setting the direction, overseeing the overall situation, ensuring implementation, and shall discuss and decide on major issues of the Company in accordance with the regulations. Its main responsibilities shall be:** **(1) to enhance the political establishment of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;** **(2) to thoroughly study and implement Xi Jinping's Thought on Socialism with Chinese Characteristics for a New Era, learn and propagate the Party's theory, thoroughly implement the Party's vision, principles and policies as well as supervise and guarantee the implementation of major decisions and strategic deployments of the Party Central Committee as well as the resolutions of the Party organisation at a higher level in the Company;** **(3) to study and discuss the major operation and management issues of the Company and support the General Meeting, the Board of Directors and the management in performing their functions and exercising their powers in accordance with the laws;**

Articles of Association	
Before amendment	**After amendment**
	(4) to strengthen the leadership and control in the appointment and personnel management of the Company, and the building of the leading team, cadres team and talents team of the Company; **(5) to perform the main responsibility in protecting integrity and clear governance within the Company organisation, lead and support disciplinary organisations to fulfil their supervisory and disciplinary responsibilities as well as exercise strict administrative discipline and political extrusion of rules and promote extension of full and strict governance over the Party to the grassroots level;** **(6) to strengthen the establishment of grassroots-level Party organisations and the team building Party members, unite and lead employees to actively engage in the reform and development of the Company;** **(7) to play a leading role in ideological and political work and the establishment of the cultures and ethics Company as well as unite front-line work and lead the mass organisations such as the labor union, the Communist Youth League and Women's Association of the Company;** **(8) to discuss and decide other material matters within the scope of the Party Committee's responsibilities.**

Articles of Association	
Before amendment	**After amendment**
Article 97 The Party committee shall consider and make decisions on the following material matters: (1) major measures of the Company in the thorough implementation of the directions and policies of the Party and important decisions made by the higher Party organization; (2) ideological construction, organization construction, work style construction, anti-corruption construction, system construction of and other aspects of the Party organization of the Company; (3) matters in relation to the appointment and dismissal of and reward and punishment for employees in accordance with management supervision authority; or recommendation of candidates to the Board or the General Manager in accordance with certain procedures; vetting and raising opinion and advice on the candidates nominated by the Board or the General Manager; (4) material matters in relation to united front work and mass organization work; (5) material matters to be referred and reported to the higher Party organization; (6) other matters to be considered and decided by the Party committee.	**(Deleted)**
Article 98 The Party committee shall participate in the decision-making process for the following material matters: (1) major measures of the Company regarding the thorough implementation of national laws and regulations and important decisions of the higher authorities;	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
(2) the development strategies and medium to long term development plans of the Company; (3) the production and operation policies of the Company; (4) principle and directional matters in respect of the asset restructuring, property transfer, capital operation and significant investment of the Company; (5) the formulation and modification of the Company's important reform proposals and important rules and regulations; (6) the merger, division, change and dissolution of the Company, set up and adjustment of internal management institutions and set up and dissolution of subordinate enterprises; (7) the assessment, remuneration, management and supervision of the Company's mid to high level operation management personnel; (8) material matters related to the interests of the staff which are required to be submitted to the meetings of staff representatives for discussion; (9) important measures taken by the Company in matters involving the political and social responsibilities of the Company such as particularly significant safe production and maintenance of stability; (10) material matters to be referred and reported to the higher authorities; (11) other matters the decision of which shall involve the Party committee.	

Articles of Association	
Before amendment	**After amendment**
Article 99 ~~Major procedures for the Party committee's participation in the decision-making process:~~ ~~(1) Prior consideration by the Party committee. Research and discussion conducted by the Party committee are the preceding procedures before material matters are decided by the Board and the management, and material matters shall be decided by the Board and the management after the research and discussion conducted by the Party committee. If matters proposed to be decided by the Board and the management are not in compliance with the directional policies of the Party and national laws and regulations or may prejudice national and public interests or legitimate interests of the Company and its staff, the Party committee shall propose to revoke or defer discussion thereof. If the Party committee considers that other material matters are required to be decided by the Board and the management, such material matters may be proposed to the Board and the management;~~ ~~(2) Communication before the meeting. Members of the Party committee who also serve as members of the Board and the management (especially the chairman or the General Manager) shall communicate with other members of the Board and the management regarding the relevant opinion and advice of the Party committee before formal submission of the resolutions to the Board or General Manager office;~~ ~~(3) Expression during the meeting. Members of the Party committee who also serve as members of the Board and the management shall fully express the opinion and advice of the Party committee during the decision-making process of the Board and the management;~~	Article 93 **A list of material operational and management matters shall be established in accordance with relevant regulations. Material operational management and matters shall be reviewed and discussed by the Party Committee in advance, and then decided upon by the Board of Directors, the management, and other relevant parties in accordance with their respective authorities and prescribed procedures.**

Articles of Association	
Before amendment	**After amendment**
~~(4) Report after the meeting. Members of the Party committee who also serve as members of the Board and the management shall report to the Party organization in respect of the decisions of the Board and the management in a timely manner.~~	
(Newly added)	Article 94 By insisting on and improving the leadership mechanism of "Dual Entry and Cross Appointment", eligible members of the Party Committee may take seats in the Board of Directors and the management through statutory procedures, while eligible members of the Board of Directors and the management who are also Party members may take seats in the Party Committee in accordance with relevant requirements and procedures. Generally, the position of the secretary of the Party Committee and the chairman of the Board of Directors shall be assumed by the same person. The president of the Party members shall also serve as the vice secretary of the Party Committee. Upon approval, the Party Committee shall appoint a full-time vice secretary who is specifically responsible for Party building work. The full-time vice secretary shall generally be a member of the Board of Directors.
Article 100 Organize and implement the Company's material decisions and arrangements. The Party organization of the Company shall play a leading role in complying with various rules and regulations of the Company, conduct promotion, motivation and explanation of the implementation of the Company's material decisions, organize and lead all the Party members and staff to focus their mind and action on the strategic goal of development and implementation of material decisions of the Company and facilitate the reform and development of the Company.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 101 The Party committee shall establish a supervision system for the implementation of the Company's material decisions and conduct regular supervision and inspection. For the Company's practices which are not in compliance with the Party's directional policies, national laws and regulations and the requirements of the Party central committee and Jiangxi provincial committee, the Party committee shall provide rectification advice in a timely manner and report to the higher level Party organization regarding the failure in rectification in a timely manner.	**(Deleted)**
Article 102 There shall be a ~~board of directors~~ comprising 11 ~~members~~. The ~~board of directors~~ shall have one chairman and one or two ~~deputy~~ chairmen and one or more executive directors. Executive directors shall manage the affairs authorised by the ~~board of directors~~. At least one-third of the ~~board of directors~~ shall be independent (non-executive) directors (i.e. directors who are independent of the shareholders of the ~~company~~ and are not employees of the Company), at least one of them shall be an accounting professional. The Company may establish several special committees of the ~~board of directors~~ if necessary.	Article 95 There shall be a **Board of Directors** comprising 11 **directors, including one employee representative director**. The **Board of Directors** shall have one chairman and one or two **vice** chairmen and one or more executive directors. Executive directors shall manage the affairs authorised by the **Board of Directors**. At least one-third of the **Board of Directors** shall be independent (non-executive) directors (i.e. directors who are independent of the shareholders of the **Company** and are not employees of the Company), at least one of them shall be an accounting professional **who has appropriate professional qualifications or has appropriate accounting or related financial management expertise as required by the listing rules of the stock exchanges where the shares of the Company are listed**. The Company may establish several special committees of the **Board of Directors** if necessary.

Articles of Association	
Before amendment	**After amendment**
Article 103 Directors shall be elected at the ~~shareholders' general meeting for a term of~~ three years. Upon the expiry of the term, a director shall be eligible for re-election. ~~The notice of intention to nominate a candidate to be elected as a director and a notice by such candidate of his willingness to be nominated shall be delivered to the Company not earlier than the day after the despatch of the notice of the meeting and not later than 7 days prior to the date of the meeting.~~ ~~Candidate for directors (executive director and non-executive directors) of the first board of directors shall be nominated by the promoter and elected at the founding meeting for the establishment of the Company. The number of directors elected shall be not less than the number specified in Article 102 and not more than the maximum number of directors fixed by the ordinary resolution passed at the shareholders' general meeting. If the number of directors voted for is more than the maximum number of directors prescribed, directors who obtained the higher number of votes with reference to the maximum number of directors so fixed shall be the elected directors.~~ Subject to the relevant laws and administrative regulations and the rules and regulations of the relevant regulatory bodies as formulated from time to time, the ~~shareholders' general meeting~~ may by an ordinary resolution remove a director before the expiration of his term of office but without prejudice to any claim for damages under any contract.	Article 96 Directors shall be elected **or replaced** at the **General Meeting, each term of office shall be** three years. Upon the expiry of the term, a director shall be eligible for re-election. **However, independent directors shall not serve continuously for more than six years. The employee representative director shall be elected by the Company's employees through the employee representative meeting, employee meeting, or other democratic methods.** **The term of office of a director shall be calculated from the date when such director takes office until the expiry of the term of the incumbent Board of Directors. If an election is not timely held at the expiration of the term of office of a director, the incumbent director shall continue to perform his or her duties as a director in accordance with laws and the Articles of Association until the incoming director takes office.** Subject to the relevant laws and administrative regulations and the rules and regulations of the relevant regulatory bodies as formulated from time to time, the **General Meeting** may by an ordinary resolution remove a director before the expiration of his **or her** term of office but without prejudice to any claim for damages under any contract. The chairman **and** vice chairman (nominated by the chairman) shall be elected and removed by a simple majority of **all** the directors. The term of office for the chairman **and** vice chairman shall be three years and they shall be eligible for re-election.

Articles of Association	
Before amendment	**After amendment**
The chairman~~, deputy chairman~~ (nominated by the chairman) ~~and executive director (nominated by the chairman)~~ shall be elected and removed by a simple majority of the directors. The term of office for the chairman~~, deputy~~ chairman ~~and executive director~~ shall be three years and they shall be eligible for re-election. A director may assume the office of ~~any other~~ senior management of the Company. A director shall not be required to hold any shares of the Company.	**A non-independent** director may assume the office of senior management of the Company, **but the total number of directors who are also in the posts of senior management, together with directors who are employee representative directors, shall not exceed half of the total number of directors of the Company**. A director shall not be required to hold any shares of the Company.

Articles of Association	
Before amendment	**After amendment**
Article 104	Article 97
The ~~board of directors~~ shall be responsible to the ~~shareholders' general meeting~~ and shall have the following powers and duties:	The **Board of Directors** shall be responsible to the **General Meeting** and shall have the following powers and duties:
(1) to be responsible for convening ~~shareholders' general meeting~~ and to report on its work to the ~~shareholders' general meeting~~;	(1) to be responsible for convening **General Meetings** and to report on its work to the **General Meeting**;
(2) to implement resolutions of the ~~shareholders' general meeting~~;	(2) to implement resolutions of the **General Meeting**;
(3) to determine the business plans and investment proposals of the Company;	(3) to determine the business plans and investment proposals of the Company;
(4) to ~~prepare~~ the annual financial budgets ~~and final accounts~~ of the Company;	(4) to **consider and approve** the annual financial budgets of the Company;
(5) to prepare plans for profit distribution and plans for making up losses for the Company;	(5) to prepare plans for profit distribution and plans for making up losses for the Company;
(6) to formulate the ~~Company's borrowing and financial policies,~~ proposals for the increase in and reduction of registered capital and the ~~issue~~ of ~~bonds~~ or other securities of the Company or listing;	(6) to formulate the proposals for the increase in and reduction of registered capital and the **proposals for the issuance** of bonds or other securities of the Company or **for** listing;
(7) to formulate proposals for major acquisitions and disposals, proposals for repurchase of shares of the Company, merger, division and dissolution or the change of formation of the Company;	(7) to formulate proposals for major acquisitions and disposals, proposals for repurchase of shares of the Company, merger, division and dissolution or the change of formation of the Company;
(8) to decide on the internal management structure of the Company;	**(8) to decide on matters such as the Company's external investments, acquisitions and disposals of assets, pledges on asset, external guarantees, entrusted financial management, connected transactions, external donation, to the extent authorised by the General Meeting;**

Articles of Association	
Before amendment	**After amendment**
(9) to employ or dismiss the manager, secretary ~~to~~ the ~~board of directors~~, and to engage or dismiss the ~~deputy~~ manager, officer in charge of financial matters and other senior management ~~etc.~~ on the basis of nominations from the manager and to determine their remunerations and rewards and punishments;	(9) to decide on the internal management structure of the Company;
(10) to set up the basic management systems of the Company~~, including the financial management and personnel management systems~~;	(10) to employ or dismiss the manager, secretary **of** the **Board of Directors**, **and decide on their remuneration, rewards and punishments;** and to engage or dismiss the **vice** manager, officer in charge of financial matters and other senior management on the basis of nominations from the manager and to determine their remunerations and rewards and punishments;
(11) to formulate proposals for amendments of the Articles of Association;	(11) to set up the basic management systems of the Company;
~~(12) to file a petition for the insolvency of the Company;~~	(12) to formulate proposals for amendments of the Articles of Association;
~~(13) to appoint operating and legal advisers of the Company;~~	
(14) to manage the disclosure of information of the Company;	(13) to manage the disclosure of information of the Company;
(15) to propose ~~in~~ the ~~shareholders' general meeting~~ to engage or replace the accounting firm which undertakes auditing work for the Company;	(14) to propose **to** the **General Meeting** to engage or replace the accounting firm which undertakes auditing work for the Company;
(16) to consider the report from the manager of the Company and to check the manager's work;	(15) to consider the report from the manager of the Company and to check the manager's work;
(17) to decide on other major issues and administrative matters of the Company other than those required by the Company Law and the Articles of Association to be resolved at the ~~shareholders' general meetings~~ and to execute other major agreements;	(16) to decide on other major issues and administrative matters of the Company other than those required by the Company Law and the Articles of Association to be resolved at the **General Meetings,** and to execute other major agreements;
(18) other powers conferred by the ~~shareholders' general meeting~~ and the Articles of Association.	(17) other powers conferred by the **General Meeting** and the Articles of Association.

Articles of Association	
Before amendment	**After amendment**
Except ~~directors' resolutions in respect of~~ the matters specified in items (6), (7) and ~~(11)~~ above which shall be passed by two-thirds or more of the directors, directors' resolutions in respect of all the other matters above may be passed by ~~more than one half~~ of the directors. For those within the scope of material issues involving decision-making of the Party ~~committee~~ of the Company, the Board shall take opinion and advice from the Party ~~committee~~ of the Company in advance.	Except **for** the matters specified in items (6), (7) and **(12)** above and others which shall be passed by two-thirds or more of the directors **as required by laws, administrative regulations and the listing rules of the stock exchanges where the shares of the Company are listed,** directors' resolutions in respect of all the other matters above may be passed by **a majority** of the directors. For those within the scope of material issues involving decision-making of the **Party Committee** of the Company, the Board **of Directors** shall take opinion and advice from the **Party Committee** of the Company in advance.
Article 105 Where the ~~board of directors~~ disposes of the Company's fixed assets, if the aggregate of the expected value of the proposed disposal and the received value of the fixed assets of the Company which have been disposed of in the period of four (4) months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets as shown in the latest balance sheet laid before the Company in ~~shareholders' general meeting~~, the ~~board of directors~~ shall not dispose of or agree to dispose of the said fixed assets without the prior approval of the ~~shareholders' general meeting~~. The proposed disposal of fixed assets referred to in this article shall include the acts of transferring certain interests ~~in that~~ assets but exclude the acts of charging that fixed assets by way of ~~security~~. The validity of the transaction on the disposal of fixed assets by the Company shall not be affected by the breach of the first paragraph of this article.	Article 98 Where the **Board of Directors** disposes of the Company's fixed assets, if the aggregate of the expected value of the proposed disposal and the received value of the fixed assets of the Company which have been disposed of in the period of four (4) months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets as shown in the latest balance sheet laid before the Company in **the General Meeting**, the **Board of Directors** shall not dispose of or agree to dispose of the said fixed assets without the prior approval of the **General Meeting**. The proposed disposal of fixed assets referred to in this article shall include the acts of transferring certain interests **of the** assets but exclude the acts of charging that fixed assets by way of guarantee. The validity of the transaction on the disposal of fixed assets by the Company shall not be affected by the breach of the first paragraph of this article.

Articles of Association	
Before amendment	**After amendment**
Article 106 The chairman shall have the following powers and duties: (1) to preside over the ~~shareholders' general meeting~~ and to convene and preside over the meeting of the ~~board of directors~~; (2) to examine the implementation of the resolutions of the ~~board of directors~~; (3) to sign the securities issued by the Company; (4) other powers conferred by the ~~board of directors~~. The ~~deputy~~ chairman of the Company shall assist the chairman, when the chairman is unable to perform his duties or fails to perform his duties, the deputy chairman shall perform the same on behalf of the chairman (where the Company has two ~~deputy~~ chairmen, the ~~deputy~~ chairman who has been chosen by ~~more than half~~ of the directors shall act as ~~deputy~~ chairman to perform the duties of the chairman); where the ~~deputy~~ chairman is unable to perform the duties or fails to perform the duties, the director who has been chosen by ~~more than half~~ of the directors shall ~~act~~ the duties.	Article 99 The chairman shall have the following powers and duties: (1) to preside over the **General Meeting** and to convene and preside over the meeting of the **Board of Directors**; (2) to **supervise,** examine the implementation of the resolutions of the **Board of Directors**; (3) to sign the securities issued by the Company; (4) other powers conferred by the **Board of Directors**. **The Board of Directors shall not delegate the statutory powers to be exercised by the Board of Directors to the chairman or managers.** The **vice** chairman of the Company shall assist the chairman, when the chairman is unable to perform his **or her** duties or fails to perform his **or her** duties, the **vice** chairman shall perform the same on behalf of the chairman (where the Company has two **vice** chairmen, the **vice** chairman who has been chosen by **a majority** of the directors shall act as **vice** chairman to perform the duties of the chairman); where the **vice** chairman is unable to perform the duties or fails to perform the duties, the director who has been chosen by **a majority** of the directors shall **perform** the duties.

Articles of Association	
Before amendment	**After amendment**
Article 107 ~~Meeting of the board of directors~~ shall be held at least four times every year and shall be convened by the chairman. The notice for ~~such~~ meeting shall be given to all directors ~~and supervisors~~ fourteen days in advance. In case of emergency, ~~notwithstanding the restrictions of notice of meeting under Article 108, interim~~ meeting of the ~~board of directors~~ may be convened at the request of shareholders holding more than one-tenth of the voting rights, more than one-third of the directors, ~~supervisory committee~~ or the managers of the Company. ~~The language used at the meeting of the board of directors shall be Chinese. Where necessary, interpreters may also attend the meeting to provide simultaneous interpretation service between Chinese and English languages.~~	Article 100 **The Board meeting** shall be held at least four times every year and shall be convened by the chairman. The notice for **the Board** meeting shall be given to all directors fourteen days in advance. In case of emergency, **extraordinary** meeting of the **Board of Directors** may be convened at the request of shareholders holding more than one-tenth of the voting rights, more than one-third of the directors, **more than half of the independent directors, the Audit Committee** or the managers of the Company.

Articles of Association	
Before amendment	**After amendment**
Article 108 Notice of the meeting ~~of the board of directors~~ shall be served in the following manners: (1) Where the time and place of regular meeting of the ~~board of directors~~ have been fixed by the ~~board of directors~~ in advance, no notice shall be served. (2) Unless otherwise specified by ~~Article 107~~, where the time and place of the meeting ~~of the board of directors~~ have not been fixed by the board of directors in advance, notice of the meeting ~~of the board of directors~~ specifying the time and place of the meeting shall be given by the ~~chairman to~~ the directors ~~and supervisors~~ by telex, cable, facsimile, express courier service, registered mail or by hand at least ~~10 days (but not more than 30 days)~~ before the meeting. (3) The notice shall be in Chinese and, if necessary, an English version of the same shall be enclosed therein and the notice shall include time limitation, reasons, agenda of the meeting and the date of issuing the notice. ~~Any director may waive the right to receive notice of the meeting of the board of directors.~~	Article 101 Notice of the **Board** meeting shall be served in the following manners: (1) Where the time and place of regular meeting of the **Board of Directors** have been fixed by the **Board of Directors** in advance, no notice shall be served. (2) Unless otherwise specified by **Article 190**, where the time and place of the **Board** meeting have not been fixed by the **Board of Directors** in advance, notice of the **Board** meeting specifying the time and place of the meeting shall be given by the **secretary of the Board of Directors** to the directors by **email**, telex, cable, facsimile, express courier service, registered mail or by hand **or by a manner permitted by the stock exchanges where the shares of the Company are listed** at least **14 days (for regular meetings) or 3 days (for extraordinary meetings)** before the meeting. (3) The notice shall be in Chinese and, if necessary, an English version of the same shall be enclosed therein and the notice shall include time limitation, reasons, agenda of the meeting and the date of issuing the notice.

Articles of Association	
Before amendment	**After amendment**
Article 109 A director shall be deemed to have received the notice of meeting if he is present at the meeting and does not raise the issue of the non-receipt of such notice prior to or at the time of his arrival at the meeting. The ~~regular~~ meeting ~~or interim meeting of the board of directors~~ may be held by ~~conference telephone or similar communication equipment. So long as all the directors participating at the meeting can clearly hear and communicate with each other~~, all such directors present shall be deemed to be present in person at the meeting.	Article 102 A director shall be deemed to have received the notice of meeting if he **or she** is present at the meeting and does not raise the issue of the non-receipt of such notice prior to or at the time of his **or her** arrival at the meeting. **Subject to ensuring the full expression by the directors of their opinions,** the **Board** meeting may be held by **means of telecommunication and to pass resolutions, and shall be signed by attending directors. If the number of directors who sign to agree reaches the required number required by laws and regulations, an effective resolution shall be formed, and** all such directors present shall be deemed to be present in person at the meeting.

Articles of Association	
Before amendment	**After amendment**
Article 110 The quorum of the meeting ~~of the board of directors~~ shall be ~~more than one-half~~ of the directors (including those directors who have been appointed in writing by other directors to attend the meeting on their behalf under ~~Article 111 of~~ the Articles of Association). Each director shall have one vote. Resolutions of the meeting ~~of the board of directors~~ shall be passed by ~~more than one-half~~ of all the directors. ~~A Director shall also not vote (or be counted in the quorum at a meeting) on any resolution relating to any contract or arrangement or other proposal in which he or any of his associates has an interest which (taken together with any interest of any of his associates) is to his knowledge a material interest and, if~~ he purports to do so, his vote shall not be counted, unless permitted by the laws, administrative regulations, the rules or regulations of the relevant regulatory bodies.	Article 103 The quorum of the **Board** meeting shall be **a majority** of the directors (including those directors who have been appointed in writing by other directors to attend the meeting on their behalf under the Articles of Association). Each director shall have one vote. Resolutions of the **Board** meeting shall be passed by **a majority** of all the directors **except as specifically provided in Article 97 of the Articles**. **If the director has a connected relationship with the enterprise or individual involved in the matters to be resolved at the Board meeting, the director shall promptly report to the Board of Directors in writing. A connected director shall not exercise voting rights on that resolution and shall not act as a proxy to exercise voting rights on behalf of other directors. If** he purports to do so, his vote shall not be counted, unless permitted by the laws, administrative regulations, the rules or regulations of the relevant regulatory bodies. **Such Board meeting may be held with the attendance (not written resolutions) of more than half of the non-connected directors, and resolutions made at the Board meeting must be passed by more than half of the non-connected directors. If less than three non-connected directors attend the Board meeting, the matter shall be submitted to the General Meeting for consideration.**

Articles of Association	
Before amendment	**After amendment**
Article 111 A director shall attend the meeting ~~of the board of directors~~ in person. Where the director is unable to attend the meeting, he/she may appoint in writing another director to attend the same on his/her behalf. The appointing instrument shall specify the authorised scope. The proxy director at the meeting shall exercise the director's right within the scope of authorisation. Any director who fails to attend a meeting ~~of the board of directors~~ without appointing any proxy is deemed to have waived his voting right at the particular meeting. The expenses incurred by the directors in attending a meeting ~~of the board of directors~~ shall be borne by the Company. ~~These~~ expenses include offsite transportation fees between the location of the director and the place of meeting and charges for accommodation and meals during the period of the meeting ~~of the board of directors~~. Miscellaneous expenses such as rental of the venue of the meeting and local transportation fees shall also be borne by the Company.	Article 104 A director shall attend the **Board** meeting in person. Where the director is unable to attend the meeting, he/she may appoint in writing another director to attend the same on his/her behalf. The appointing instrument shall specify the **name of the proxy, the matters entrusted,** the authorised scope **and the period of validity**, **and shall be signed or sealed by the principal**. **Independent directors shall not appoint non-independent directors to vote on their behalf.** The proxy director at the **Board** meeting shall exercise the director's right within the scope of authorisation. Any director who fails to attend a **Board** meeting without appointing any proxy is deemed to have waived his voting right at the particular meeting. **If a director fails to attend two consecutive Board meetings in person and does not delegate another director to attend on his/her behalf, he/she shall be deemed to be unable to fulfill his/her duties, and the Board of Directors shall propose the removal of such director at the General Meeting.** The expenses incurred by the directors in attending a **Board** meeting shall be borne by the Company. **Such** expenses include offsite transportation fees between the location of the director and the place of **the Board** meeting and charges for accommodation and meals during the period of the **Board** meeting. Miscellaneous expenses such as rental of the venue of the meeting and local transportation fees shall also be borne by the Company.

Articles of Association	
Before amendment	**After amendment**
Article 112 The board of directors may accept resolutions in writing in lieu of convening a meeting of the board of directors. However, the draft of such resolutions shall be sent to every director by hand or by post, telex or facsimile. A resolution shall be a director's resolution without convening a meeting of the board of directors if it has been sent to all directors by the board of directors and approved and signed by the requisite quorum of directors to pass the resolution and sent back to the Secretary by one of the aforesaid means.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 113 The ~~board of directors~~ shall cause the matters resolved at the meeting ~~of the board of directors~~ and director's resolution passed ~~without convening meeting of the board of directors~~ to be recorded in Chinese language in form of minutes. ~~Minutes of every meeting of board or directors shall be present to all directors for examination as soon as possible. Directors who intend to amend or supplement the minutes shall within one week after receiving the same submit his proposed amendments to the chairman. The agreed final form of the minutes shall be signed by the directors who attended such meeting and the person taking notes of the proceeding of such meeting. Minutes of all meetings of the board of directors shall be kept at the registered office of the Company in the People's Republic of China and a complete copy of the minutes shall be sent to every director as soon as possible.~~ The directors shall be responsible for the resolution passed by the ~~board of directors~~. Where any resolution of the ~~board of directors~~ contravenes the laws, administrative regulations, the Articles of Association or resolutions passed at ~~general meetings~~, the directors involved in passing such resolution shall be liable to indemnify the Company for losses sustained by the Company as the consequences of such contravention ~~provided that it has been proved that he objected to the resolution and the objection has been recorded in the minutes of such meeting, such director may be exempt from the liability~~.	Article 105 The **Board of Directors** shall cause the matters resolved at the **Board** meeting and director's resolution passed to be recorded in Chinese language in form of minutes. **The minutes of the Board meeting shall be kept as records of the Company for a period of not less than ten years.** The directors shall be responsible for the resolution passed by the **Board of Directors**. Where any resolution of the **Board of Directors** contravenes the laws, administrative regulations, the Articles of Association or resolutions passed at **General Meetings**, the directors involved in passing such resolution shall be liable to indemnify the Company for losses sustained by the Company as the consequences of such contravention.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 106 A director may resign before the expiry of his/her term of office. The resigning director shall submit to the Board of Directors a written resignation. The resignation shall take effect on the date the Company receives the resignation report, and the relevant details shall be disclosed by the Board of Directors within two trading days. In case that the number of directors falls below the minimum statutory requirement as a result of the resignation of a director, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and departmental rules and the Articles of Association until the newly elected directors take office.
(Newly added)	Article 107 The General Meeting may resolve to remove a director, and such removal shall take effect on the date of passing the resolution. If a director is removed before the expiration of his or her term without justifiable reason, the director may request compensation from the Company.
(Newly added)	Article 108 No directors shall act, in their personal capacity, on behalf of the Company or the Board of Directors beyond the provisions of the Articles of Association or without appropriate authorisation by the Board of Directors. The director shall, when acting in his or her personal capacity, declare his or her positions and identities in advance if a third party has reasons to believe that the said director is acting on behalf of the Company or the Board of Directors.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 109 If a director, in the performance of his or her duties for the Company, causes damage to others, the Company shall bear liability for compensation; if the director acted intentionally or with gross negligence, he or she shall also bear liability for compensation. If a director violates laws, administrative regulations, departmental rules or the Articles of Association while performing duties for the Company, causing losses to the Company, he or she shall bear liability for compensation.
Article 114 The independent directors shall ~~perform their duties diligently, protect~~ the interests of the Company~~, with particularly notice not to prejudice the legal interests of public shareholders of the Company.~~ The independent directors shall perform their duties independently and be free from the influence of the substantial shareholders, ~~de facto controller or party, whether~~ entities or individuals~~,~~ who has interest with the Company~~,~~ its substantial shareholder or ~~de facto~~ controller.	Article 110 The independent directors shall **diligently perform their duties in accordance with laws, administrative regulations, the requirements of the securities regulatory authorities, the stock exchanges and the Articles of Association. They shall play a role in decision-making, supervision, checks and balances, and providing professional consultation within the Board of Directors, safeguarding** the **overall** interests of the Company **and protecting the legitimate rights and interests of minority shareholders.** The independent directors shall perform their duties independently and be free from the influence of the substantial shareholders, **actual controllers and** entities or individuals who has interest with the Company **and** its substantial shareholders or **actual** controller.

Articles of Association	
Before amendment	**After amendment**
Article 115 The independent directors shall be nominated by the ~~board of directors~~ of the Company, ~~the supervisory committee, those~~ shareholders who, individually or aggregately, hold 1% ~~or more~~ of the ~~Company's~~ shares with voting rights and be elected in the ~~shareholders' general meeting~~. The term of office of independent directors shall be the same as the other directors. Upon the end of term of office, the independent directors shall be eligible for re-election, but in any event the term of office shall not be more than 6 years.	Article 111 The independent directors shall be nominated by the **Board of Directors** of the Company, and shareholders who, individually or aggregately, hold **over** 1% of the shares with voting rights **of the Company** and be elected in the **General Meeting**. The term of office of independent directors shall be the same as the other directors. Upon the end of term of office, the independent directors shall be eligible for re-election, but in any event the term of office shall not be more than 6 years.
Article 116 In order to be qualified as an independent director, he ~~should~~ meet the following basic requirements: (1) he ~~should~~ have the qualification to be a director of a company under the laws, administrative regulations, other relevant provisions and the Articles of Association; (2) he ~~should~~ be independent as required by the relevant laws, administrative regulations, departmental rules and listing rules of the stock exchange ~~on which~~ the shares of the Company are listed; (3) he ~~should~~ have basic knowledge of the operation of a company, be familiar with the relevant laws, administrative regulations, and other regulations and rules (including but not limited to the applicable accounting standards);	Article 112 In order to be qualified as an independent director, he **or she shall** meet the following basic requirements: (1) he **or she shall** have the qualification to be a director of a **listed** company under the laws, administrative regulations, other relevant provisions**, the listing rules of the stock exchanges where the shares of the Company are listed** and the Articles of Association; (2) he **or she shall** be independent as required by the relevant laws, administrative regulations, departmental rules and listing rules of the stock **exchanges where** the shares of the Company are listed **and the Articles**; (3) he **or she shall** have basic knowledge of the operation of a **listed** company, be familiar with the relevant laws, administrative regulations, and other regulations and rules (including but not limited to the applicable accounting standards);

Articles of Association	
Before amendment	**After amendment**
(4) he ~~should~~ have more than 5 years legal or financial experience or other experience ~~in~~ performing the duties of an independent director;	(4) he **or she shall** have more than 5 years **of** legal**, accounting** or financial experience or other experience **necessary for** performing the duties of an independent director**;**
(5) he ~~should~~ meet other requirements stipulated in the Articles of Association.	**(5) he or she shall possess good personal integrity and have no adverse records such as major breach of trust;**
	(6) **he or she shall** meet other requirements stipulated in **laws, administrative regulations, departmental rules, regulatory documents, relevant rules of the stock exchanges where the shares of the Company are listed and** the Articles of Association.

Articles of Association	
Before amendment	**After amendment**
Article 117 The independent directors must be independent. Unless otherwise stipulated in the applicable laws, regulations and/or the listing rules of the stock ~~exchange on which~~ the shares of the Company are listed, the following persons shall not be appointed as an independent director: (1) employees of the Company ~~and~~ its subsidiaries, their immediate family members and major social associates (immediate family members shall mean spouse, parents, children and so on; major social associates shall mean siblings, parent-in-law, sons-in-law and daughters-in-law, spouses of siblings, siblings of their spouse and so on); (2) natural person shareholders who directly or indirectly hold ~~more than~~ 1% of the issued shares of the Company or who rank in the top ten shareholders of the Company, as well as their immediate family members; (3) employees of those shareholders who directly or indirectly hold ~~more than~~ 5% of the issued shares of the Company or who rank in the top five shareholders of the Company, as well as their immediate family members; (4) persons who are employed by the actual controllers of the Company and its subsidiaries;	Article 113 The independent directors must be independent. Unless otherwise stipulated in the applicable laws, regulations and/or the listing rules of the stock **exchanges where** the shares of the Company are listed, the following persons shall not be appointed as an independent director: (1) employees of the Company **or** its subsidiaries, their immediate family members and major social associates (immediate family members shall mean spouse, parents, children and so on; major social associates shall mean siblings, parent-in-law, sons-in-law and daughters-in-law, spouses of siblings, siblings of their spouse, **parent-in-law of sons-in-law and daughters-in-law** and so on); (2) natural person shareholders who directly or indirectly hold **over** 1% of the issued shares of the Company or who rank in the top ten shareholders of the Company, as well as their immediate family members; (3) employees of those shareholders who directly or indirectly hold **over** 5% of the issued shares of the Company or who rank in the top five shareholders of the Company, as well as their immediate family members; (4) persons who are employed by the **controlling shareholders and** actual controllers of the Company and its subsidiaries **and their immediate family members**;

Articles of Association	
Before amendment	**After amendment**
(5) persons who provide financial, legal ~~and~~ consulting services to the Company and its controlling shareholders or their respective subsidiaries, including all persons in the project team of ~~intermediaries~~ who provide services, reviewers of each level, persons who sign on the reports, partners and primary responsible persons;	(5) persons who provide financial, legal**,** consulting **and sponsorship** services to the Company and its controlling shareholders**, actual controllers** or their respective subsidiaries, including **but not limited to** all persons in the project team of **intermediary companies** who provide services, reviewers of each level, persons who sign on the reports, partners**, directors, senior management** and primary responsible persons;
(6) persons who ~~hold a post as director, supervisor or senior management member in the entity which has~~ major business transactions with the Company ~~and~~ its controlling shareholders or their respective subsidiaries; or the persons who hold a post ~~as director, supervisor or senior management member in~~ the controlling shareholder of such entity. The "major business transactions" referred to under this clause shall mean the issues which are subject to the shareholders' approval at the ~~shareholders' general meeting~~ in accordance with the rules governing the listing of securities on the Shanghai Stock Exchange or the Articles of Association of the Company, or other major issues determined by Shanghai Stock Exchange (hereinafter referred to as "SSE");	(6) persons who **have** major business transactions with the Company**,** its controlling shareholders**, actual controllers** or their respective subsidiaries**,** or the persons who hold a post **in entities with such major business transactions, or of** the controlling shareholder **or actual controller of** such entities. The "major business transactions" referred to under this clause shall mean the issues which are subject to the shareholders' approval at the **General Meeting** in accordance with the rules governing the listing of securities on the Shanghai Stock Exchange or the Articles of Association of the Company, or other major issues determined by Shanghai Stock Exchange (hereinafter referred to as "SSE");
(7) persons satisfying conditions of the preceding 6 clauses during the latest one year;	(7) persons satisfying conditions of the preceding 6 clauses during the latest one year;
(8) other persons determined by ~~China Securities Regulatory Commission and~~ the stock ~~exchange on which~~ the shares of the Company are listed.	**(8)** other persons **who are not independent** determined by **laws, administrative regulations, securities regulatory authorities and** the stock **exchanges where** the shares of the Company are listed **and the Articles of Association.**

Articles of Association	
Before amendment	**After amendment**
	The subsidiaries of the Company's controlling shareholders or actual controllers referred to in items (4) to (6) of the preceding paragraph do not include enterprises that are controlled by the same state-owned asset management authority as the Company and do not constitute connected parties with the Company in accordance with relevant regulations. **The independent directors shall conduct a self-examination of their independence on an annual basis and submit the self-examination results to the Board of Directors. The Board of Directors shall evaluate the independence of the incumbent independent directors and issue a specific opinion on an annual basis, which shall be disclosed at the same time as the annual report.** **The term "employment" in this Article refers to serving as directors, senior management and other staff members.**

Articles of Association	
Before amendment	**After amendment**
Article 118 If an independent director has failed to attend a ~~board~~ meeting personally on ~~three~~ consecutive occasions, the ~~board of directors~~ shall propose in a ~~shareholders' general meeting~~ to remove and replace ~~this~~ director. Unless in the above circumstances and in circumstance as provided by the laws, administrative regulations and the Articles of Association where a person is prohibited from acting as a director, no independent director may be removed before his term of office expires. In case of early removal, the Company shall disclose it by way of special disclosure. If the removed independent director considers that he is removed by the Company improperly, he may make a public declaration. An independent director may resign before his term of office expires. In resigning his duties, an independent director shall tender a resignation to the ~~board of directors~~, specifying any matter which is related to his resignation or which he considers necessary to bring to the attention of the Company's shareholders and creditors. If the resignation of an independent director causes the proportion of independent directors in the ~~board~~ of the Company to fall below the minimum statutory requirements, ~~the resignation of this independent director shall be effective only after the succeeding independent director has filled his vacancy.~~	Article 114 If an independent director has failed to attend a **Board** meeting personally on **two** consecutive occasions **or does not appoint another independent director to attend on his or her behalf,** the **Board of Directors** shall propose in a **General Meeting** to remove and replace **such** director **within thirty (30) days from the date of occurrence of such fact.** Unless in the above circumstances and in circumstance as provided by the laws, administrative regulations and the Articles of Association where a person is prohibited from acting as a director, no independent director may be removed **without cause** before his **or her** term of office expires. In case of early removal, the Company shall disclose it by way of special disclosure. If the removed independent director considers that he **or she** is removed by the Company improperly, he **or she** may make a public declaration. **If an independent director of the Company fails to meet the qualifications for appointment as an independent director or the independence requirements as stipulated in the relevant laws and regulations and the Articles of Association after taking office, he or her shall immediately cease to perform his or she duties and resign from his or her position as an independent director. If an independent director fails to resign upon request, the Board of Directors of the Company shall initiate decision-making procedures to remove him or her from his or her position as an independent director within two (2) days after the Board of Directors of the Company has become aware of, or should have become aware of, the occurrence of such fact.**

Articles of Association	
Before amendment	**After amendment**
	An independent director may resign before his **or her** term of office expires. In resigning his **or her** duties, an independent director shall tender a **written** resignation to the **Board of Directors**, specifying any matter which is related to his **or her** resignation or which he **or her** considers necessary to bring to the attention of the Company's shareholders and creditors. If the resignation **or dismissal** of an independent director causes the proportion of independent directors in the Board **of Directors** of the Company to fall below the minimum statutory requirement**s, or the proportion of independent directors of the special committees of the Board of Directors fails to comply with the requirements, or there is a shortage of accounting professionals among the independent directors, the Company shall complete the by-election within sixty (60) days from the date of the occurrence of the foregoing fact**s.
(Newly added)	Article 115 Independent directors, as members of the Board of Directors, owe fiduciary and diligence duties to the Company and all shareholders, and shall prudently perform the following responsibilities: (1) to participate in decision-making of the Board of Directors and provide clear opinions on matters under discussion; (2) to supervise on matters that involve potential significant conflicts of interest between the Company and its controlling shareholders, actual controllers, directors or senior management, and protect the legitimate rights and interests of minority shareholders; (3) to provide professional and objective advice on the Company's operations and development to enhance the quality of decision-making of the Board of Directors; (4) other responsibilities as stipulated by laws, administrative regulations, the requirements of the securities regulatory authorities and the Articles of Association.

Articles of Association	
Before amendment	**After amendment**
Article 119 An independent director shall have the following special functions and powers in addition to those conferred by the Company Law~~,~~ other relevant laws, administrative regulations and the Articles of Association: ~~(1) to, after obtaining recognition of more than one half of the independent directors, submit to the board of directors for discussion of matters relating to material connected transactions (determined according to the standards issued from time to time by the relevant regulatory authorities) which require the consideration of the board of directors or the shareholders' general meeting according to the laws, regulations and/or listing rules of the stock exchange on which the shares of the Company are listed, and the engagement or removal of accounting firm. If required by the provisions of applicable laws, regulations and/or the relevant listing rules, the independent directors shall comply with such provisions. Any resolution made by the board of directors regarding the Company's connected transactions must only be effective after it has been signed by the independent directors. The independent directors may, before making a judgment, engage an intermediary to issue an independent financial report for them to rely upon in making the judgment;~~ ~~(2) to propose to the board of directors to engage or remove an accounting firm;~~ (3) to propose to the ~~board of directors~~ to convene an extraordinary ~~general meeting~~; (4) to propose the calling of a ~~board~~ meeting;	Article 116 An independent director shall have the following special functions and powers in addition to those conferred by the Company Law **and** other relevant laws, administrative regulations and the Articles of Association: **(1) to express independent opinions on matters that may harm the interests of the Company or the minority shareholders;** (2) to propose to the **Board of Directors** to convene an extraordinary **General Meeting**; (3) to propose the calling of a **Board** meeting; **(4) to independently engage intermediary organisations to audit, consult or investigate specific matters of the Company;** **(5) to publicly solicit shareholders' rights in accordance with the laws;** **(6) other functions and powers as stipulated by laws, administrative regulations, the securities supervision and management authorities of the places where the shares of the Company are listed and the Articles of Association.** The independent directors shall seek the consent of **a majority** of **all** the independent directors **when** exercising their authorities under **items** (2) to (**4**). **The Company shall promptly disclose when the independent directors exercise the functions and powers set out in item (4). In the event that the aforesaid functions and powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.**

Articles of Association	
Before amendment	**After amendment**
~~(5) to engage an external auditing or advisory organ independently;~~ ~~(6) to collect voting rights from shareholders' before the convening of the general meetings;~~ ~~(7) to directly report to the general meetings, securities regulatory organ under the State Council and other relevant departments.~~ The independent directors shall seek the consent of ~~more than half~~ of the independent directors ~~in~~ exercising their authorities under ~~sections~~ (2) to ~~(7)~~. Where the independent directors engage ~~an~~ external auditing or advisory ~~organ~~ independently for auditing or ~~advice~~ in respect of the specific matters of the Company, the relevant fees shall be borne by the Company.	Where the independent directors engage external auditing or advisory **organisations** independently for auditing or **consultation** in respect of the specific matters of the Company, the relevant fees shall be borne by the Company.

Articles of Association	
Before amendment	**After amendment**
Article 120 ~~Apart from performing the above-mentioned functions and powers, the independent directors shall also provide independent advice to the board of directors or at the shareholders' general meeting:~~ ~~(1) nomination, appointment and removal of directors;~~ ~~(2) engagement or removal of managers and other senior management;~~ ~~(3) determining the remuneration of the directors, managers and other senior management of the Company;~~ ~~(4) matters that in the opinion of independent directors may prejudice to the interests of the minority shareholders;~~ ~~(5) current or proposed loans or other investment amount by the shareholders of the Company, the de factor controller or other associate entities which exceed the standards of material connected transactions (determined according to the standards issued from time to time by the relevant regulatory authorities) which should be approved by the board of directors or the shareholders' general meeting, and whether the Company has adopted effective procedures for repayment of such debt;~~ ~~(6) any other matters which require the independent opinion from the independent directors according to the laws, regulations, listing rules of the stock exchange on which the shares of the Company are listed and other regulations.~~	Article 117 **The following matters shall be submitted to the Board of Directors for consideration after being approved by a majority of all independent directors of the Company:** **(1) connected transactions that shall be disclosed;** **(2) plans of the Company and related parties to change or waive their undertakings;** **(3) decisions made and measures taken by the board of directors of the company being acquired in relation to the acquisition;** **(4) other matters as prescribed by laws, administrative regulations, the provisions of securities regulatory authorities and the Articles of Association.**

Articles of Association	
Before amendment	**After amendment**
~~Independent directors shall give their opinions in relation to the above mentioned matters in the following manners: consent; reserve their opinion and the reasons thereof; against the proposal and the reasons thereof; unable to provide opinion and the obstacles thereof.~~ ~~If the relevant matters require disclosure, the Company shall disclose the opinions provided by the independent directors, where the independent directors are unable to reach unanimous consent to their opinions, the board of directors shall disclose the opinion of each independent directors separately.~~	

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 118 The Company shall establish a special meeting mechanism to be attended exclusively by independent directors. When the Board of Directors considers matters such as connected transactions, prior approval by the special meeting of independent directors shall be required. The Company shall regularly or irregularly convene meetings to be attended by all independent directors (hereinafter referred to as the Special Meeting of Independent Directors). The matters set out in items (2) to (4) of the first paragraph of Article 116 and Article 117 of the Articles of Association shall be considered at the Special Meeting of Independent Directors. The Special Meetings of Independent Directors may study and discuss other matters of the Company as needed. The Special Meeting of Independent Directors shall be convened and chaired by an independent director jointly elected by a majority of the independent directors; in the event that the convenor does not perform or is unable to perform his/her duties, two or more independent directors may convene a meeting and elect a representative to chair the meeting. Minutes of the Special Meeting of Independent Directors shall be prepared in accordance with the regulations, and the opinions of the independent directors shall be recorded in the minutes. The independent directors shall sign and confirm the minutes of the meetings. The Company shall facilitate and provide support for the convening of the Special Meeting of Independent Directors.

Articles of Association	
Before amendment	**After amendment**
Article 122 The secretary shall be a natural person who has the requisite professional knowledge and experience. The secretary shall be appointed by the ~~board of directors~~, his primary responsibilities are: If the Company has two (2) secretaries to the ~~board of directors~~, they shall be respectively responsible for the Company's affairs in the ~~PRC~~ and in Hong Kong, but either one of the secretaries can independently exercise all the ~~power~~ of a secretary to the ~~board of directors~~. The secretary responsible for affairs in the ~~People's Republic of China~~ shall be mainly responsible for ensuring that the constitution documents and records of the Company are in order, that the necessary reports and documents are prepared and submitted to relevant ~~PRC~~ authorities in accordance with the laws, that the register of shareholders of the Company ~~are~~ properly maintained ~~and~~ that persons entitled to records and documents of the Company ~~are furnished with~~ such records and documents without delay. In accordance with the directions ~~to~~ the ~~board of directors~~, the secretary who is responsible for Hong Kong's affairs shall be mainly responsible for reporting and submitting relevant information and documents to the Hong Kong Stock Exchange in accordance with the Listing Rules of the Hong Kong Stock Exchange, preparing various documents in connection with the ~~shareholders' general meetings~~ and meetings of ~~board of directors~~ and submitting to the ~~Registrar of Companies in~~ Hong Kong documents relating to the Company. Where the Company has only one secretary of the ~~board of directors~~, he shall undertake all the above mentioned responsibilities of ~~PRC affairs~~ secretary and Hong Kong affairs ~~secretary~~.	Article 120 The secretary **to the Board of Directors** shall be a natural person who has the requisite professional knowledge and experience. The secretary shall be appointed by the **Board of Directors**, his primary responsibilities are: If the Company has two (2) secretaries to the **Board of Directors**, they shall be respectively responsible for the Company's affairs in the **mainland China** and in Hong Kong**, China**, but either one of the secretaries can independently exercise all the **powers** of a secretary to the **Board of Directors**. The secretary responsible for affairs in the **mainland China** shall be mainly responsible for ensuring that the constitution documents and records of the Company are in order, that the necessary reports and documents are prepared and submitted to relevant authorities **in the mainland China** in accordance with the laws, that the register of shareholders of the Company **is** properly maintained**,** that persons entitled to **retrieve the** records and documents of the Company **can acquire** such records and documents without delay**, preparing General Meetings and meetings of the Board of Directors and handling matters relating to information disclosure**. In accordance with the directions **of** the **Board of Directors**, the secretary who is responsible for Hong Kong**, China's** affairs shall be mainly responsible for reporting and submitting relevant information and documents to the Hong Kong Stock Exchange in accordance with the Listing Rules of the Hong Kong Stock Exchange, preparing various documents in connection with the **General Meetings** and **Board** meetings and submitting to the **Companies Registry of** Hong Kong documents relating to the Company. Where the Company has only one secretary of the **Board of Directors**, he shall undertake all the above mentioned responsibilities of **the** secretary **for the mainland China's affairs** and **the secretary for** Hong Kong**, China's** affairs.

Articles of Association	
Before amendment	**After amendment**
Article 126 The manager shall be responsible to the ~~board of directors~~ and shall have the following powers and duties: (1) to be responsible for the production and management of the Company ~~and~~ to ~~organize~~ the implementation of the resolutions of the ~~board of directors~~; …… (8) other powers conferred by the Articles of Association and the ~~board of directors~~. In exercising the above-mentioned powers, for those matters within the scope of material issues involving decision-making of the Party ~~committee~~ of the Company, the manager shall ~~take~~ opinion from the Party ~~committee~~ of the Company in advance.	Article 124 The manager shall be responsible to the **Board of Directors** and shall have the following powers and duties: (1) to be responsible for the production and management of the Company**,** to **organise** the implementation of the resolutions of the **Board of Directors and to report to the Board of Directors**; …… (8) other powers conferred by the Articles of Association and the **Board of Directors**. In exercising the above-mentioned powers, for those matters within the scope of material issues involving decision-making of the Party **Committee** of the Company, the manager shall **obtain** opinion from the Party **Committee** of the Company in advance.
Article 130 The manager, deputy managers and other senior management shall give three (3) months prior written notice of resignation to the board of directors. Departmental managers shall give two (2) months prior written notice of resignation to the manager.	**(Deleted)**
Chapter 15 Supervisory Committee Article 131 to Article 139	**(Deleted)**
(Newly added)	Chapter 15 Special Committees of the Board of Directors
(Newly added)	Article 128 The Board of Directors of the Company shall establish the Audit Committee to exercise the powers and functions of the supervisory committee as stipulated in the Company Law.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 129 The Audit Committee shall consist of four members, being directors who do not hold senior management positions in the Company, all of whom shall be independent directors, and an accounting professional who is an independent director shall be the chairman/chairlady (convenor).
(Newly added)	Article 130 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audits and overseeing internal controls. The following matters shall be submitted to the Board of Directors for consideration only after obtaining the consent of a majority of all members of the Audit Committee: (1) to disclose the financial information in financial accounting reports and periodic reports, internal control evaluation reports; (2) to appoint or dismiss the accounting firm engaged for the audit work of the Company; (3) to appoint or dismiss the officer responsible for the financial matters of the Company; (4) to make changes in accounting policies or accounting estimates, or corrections of significant accounting errors, except those resulting from changes in accounting standards; (5) other matters as stipulated by laws, administrative regulations, provisions of securities regulatory authorities and the Articles.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 131 The Audit Committee shall convene at least one meeting every quarter. An extraordinary meeting can be convened upon the proposal of two or more members or when the convenor deems necessary. Meetings of the Audit Committee shall be held only when more than two-thirds of its members are present. Resolutions of the Audit Committee shall be passed by a majority all its members. Voting on resolutions of the Audit Committee shall be on a one-person-one-vote basis. Resolutions of the Audit Committee shall be recorded in written minutes in accordance with relevant regulations, and the members attending the meeting shall sign the minutes. The working rules of the Audit Committee shall be formulated by the Board of Directors.
(Newly added)	Article 132 In addition to the Audit Committee, the Board of Directors of the Company shall establish the Nomination Committee, the Remuneration Committee and the Environmental, Social and Governance Development Committee, which shall perform their duties in accordance with the Articles and the authorisation of the Board of Directors. Proposals of such special committees shall be submitted to the Board of Directors for consideration and approval. The working rules of the special committees shall be formulated by the Board of Directors.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 133 The Nomination Committee shall be responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing candidates for directors and senior management personnel and their qualifications, and making recommendations to the Board of Directors on the following matters: (1) to nominate, appoint or remove directors; (2) to appoint or dismiss senior management; (3) other matters as stipulated by the laws, administrative regulations, requirements of the securities regulatory authorities and the Articles. The Company shall appoint at least one director of a different gender for the Nomination Committee. If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting them in the board resolutions, and shall make disclosures accordingly.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 134 The Remuneration Committee shall be responsible for formulating the assessment standards and conducting assessments for directors and senior management, formulating and reviewing the remuneration policies and plans of directors and senior management, including the remuneration determination mechanism, decision-making procedures, arrangements for payment, withholding and recovery of payment, and making recommendations to the Board of Directors on the following matters: (1) remuneration for directors and senior management; (2) to formulate or change the share incentive schemes and employee shareholding plans, and achievement of the conditions for grant and exercise of rights by incentive recipients; (3) to arrange the shareholding plans for directors and senior management in the subsidiaries proposed to be spun off; (4) other matters as stipulated by the laws, administrative regulations, requirements of the securities regulatory authorities and the Articles. If the Board of Directors does not adopt or does not fully adopt the recommendations of the Remuneration Committee, it shall record the opinions of the Remuneration Committee and the specific reasons for not adopting them in the Board resolutions, and shall make disclosures accordingly.

Articles of Association	
Before amendment	**After amendment**
Chapter 16 Qualifications and Obligations of the Directors~~, Supervisors, Managers~~ and ~~Other~~ Senior Management of the Company	Chapter 16 Qualifications and Obligations of the Directors and Senior Management of the Company
Article 140 A person shall be disqualified from being a director~~, supervisor, manager~~ or ~~other~~ senior management of the Company in any one of the following circumstances: (1) the individual has no civil capacity or restricted civil capacity; (2) a person of less than five (5) years has elapsed since the conviction of corruption, bribery, unauthorised appropriation of properties, embezzlement of properties or disrupting social and economic order; or a period of less than five (5) years has elapsed since being deprived of political rights for ~~commission of~~ offences; (3) a period of less than three (3) years has elapsed since the completion of the liquidation of any company or enterprise and where the person acted as a director or factory manager, manager of such company or enterprise and was personally liable for such insolvency; (4) a period of not less than three (3) years has elapsed since revocation of the business license of a company or enterprise or where the company or enterprise are ordered to be closed due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;	Article 135 A person shall be disqualified from being a director or senior management of the Company in any one of the following circumstances: (1) the individual has no civil capacity or restricted civil capacity; (2) a person of less than five (5) years has elapsed since the conviction of corruption, bribery, unauthorised appropriation of properties, embezzlement of properties or disrupting social and economic order; or a period of less than five (5) years has elapsed since being deprived of political rights for **committing** offences; **or a period of less than two (2) years has elapsed since the completion of the probation test period in the case of a probation sentence**; (3) a period of less than three (3) years has elapsed since the completion of the liquidation of any company or enterprise and where the person acted as a director or factory manager, manager of such company or enterprise and was personally liable for such insolvency; (4) a period of not less than three (3) years has elapsed since **the date of** revocation of the business license of a company or enterprise or where the company or enterprise are ordered to be closed due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;

Articles of Association	
Before amendment	**After amendment**
(5) the person is personally liable for a substantial loan which was due ~~for payment but remains unpaid~~;	(5) the person is personally liable for a **relatively** substantial loan which was due **and outstanding and having been listed by the People's Court as a discredited person subject to enforcement**;
~~(6) the person has been involved in criminal offences subject to investigation by judicial authorities and the case has yet to be settled;~~	(6) the person has been prohibited by the securities regulatory authority of the State Council from participating in **securities** market activities and such prohibition has not **yet** expired;
~~(7) the person is not eligible for acting in the leadership of a company or enterprise according to the laws or administrative regulations;~~	**(7) the person has been publicly determined by a stock exchange to be unfit to serve as a director or senior management of a listed company and such prohibition period has not yet expired;**
~~(8) the person is not a natural person;~~	**(8) other circumstances stipulated in the relevant laws, regulations and normative documents.**
~~(9) a period of less than 5 years has elapsed since the person was adjudged by the relevant governing authority to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty;~~	
(10) the person has been prohibited by the securities regulatory authority of the State Council from participating in ~~security~~ market activities and such prohibition has ~~still~~ not ~~been~~ expired~~.~~	The election, appointment of directors or engagement of senior management by the Company in contravention of the above provisions shall be invalid. The Company shall remove him **or her** from his **or her position and terminate his or her** duties if **any of** the above **circumstances** happened during the term of office of such **director**, or senior management.
The election, appointment of directors~~, supervisors~~ or engagement of ~~manager, other~~ senior management by the Company in contravention of the above provisions shall be invalid. The Company shall remove him from his duties if the above happened during the term of office of such ~~directors~~, ~~supervisors, managers~~, or ~~other~~ senior management.	**Where any of the circumstances set forth in items (1) to (6) of paragraph 1 of this Article occurs during the term of office of a director or senior management, or where an independent director fails to meet the independence requirements as provided for by the laws and regulations and the rules of the securities regulatory authorities of the places where the Company is listed, the relevant director or senior management shall immediately cease performing his or her duties and shall be removed from his or her position by the Company in accordance with the corresponding provisions.**

Articles of Association	
Before amendment	**After amendment**
Article 141 The ~~validity of an act of a~~ director~~, manager~~ or ~~other~~ senior management of the Company ~~acting on behalf of the Company against any bona fide third party shall not be affected by any irregularity in his appointment, election or any defects in his qualification.~~	Article 136 The director or senior management of the Company **shall comply with the laws, administrative regulations and the Articles of Association, and shall assume the duties of fidelity and diligence to the Company.**
Article 142 ~~In addition to the obligations imposed by the laws, administrative regulations and the listing rules of the stock exchange on which the shares of the Company are listed, a director, supervisor, manager or other senior management owes a duty to each shareholder for the following in the exercise of the powers entrusted to him:~~ ~~(1) not to cause the Company to exceed the scope of the business stipulated in its business license;~~ ~~(2) to act honestly in the best interest of the Company;~~ ~~(3) not to expropriate in any guise the Company's property, including, without limitation to usurpation of opportunities advantageous to the Company;~~ ~~(4) not to expropriate the individual rights of shareholders including, without limitation to rights of distribution and voting rights save and except pursuant to a restructuring of the Company submitted for approval of the shareholders in shareholders' general meeting in accordance with the Articles of Association.~~	Article 137 **Directors or senior management of the Company shall comply with laws, administrative regulations and the Articles of Association, and owe a duty of fidelity to the Company, shall take measures to avoid conflicts of interest between their personal interests and those of the Company and shall not exploit their positions to seek improper benefits. Directors or senior management of the Company shall owe the following duties of fidelity to the Company:** **(1) shall not misappropriate Company's property or embezzle Company's funds;** **(2) shall not deposit Company's funds into accounts opened in their own name or in the name of any other individual;** **(3) shall not exploit their position to offer or accept bribes or other illegal income;** **(4) without reporting to the Board of Directors or General Meeting and obtaining approval through a resolution of the Board of Directors or General Meeting in accordance with the Articles of Association, shall not directly or indirectly enter into any contract or transaction with the Company;**

Articles of Association	
Before amendment	**After amendment**
	(5) shall not exploit their positions to seize business opportunities belonging to the Company for themselves or others, except where they have reported to the Board of Directors or General Meeting and obtained approval through a General Meeting resolution, or where the Company is unable to utilise such opportunities due to laws, administrative regulations, or the Articles; **(6) without reporting to the Board of Directors or General Meeting and obtaining approval through a General Meeting resolution, shall not engage in businesses similar to that of the Company, whether on their own account or for others;** **(7) shall not appropriate commissions from transactions between others and the Company for themselves;** **(8) shall not disclose the Company's secrets without authorisation;** **(9) shall not use their connected relationships to harm the interests of the Company;** **(10) other duties of fidelity as stipulated by laws, administrative regulations, departmental rules and the Articles of Association.** **Any income obtained by a director or senior management in contravention of this Article shall belong to the Company. If such contravention causes losses to the Company, the director or senior management shall be liable for compensation.**

Articles of Association	
Before amendment	**After amendment**
	The provisions of item (4) of the first paragraph of this Article shall apply to any contract or transaction entered into between the Company and close relatives of directors or senior management, enterprises directly or indirectly controlled by directors, senior management or their close relatives, or other connected parties having connected relationships with directors or senior management.
Article 143 Director, supervisors, managers and other senior management of the Company, owe a duty, in the exercise of their powers and discharge of their duties, to exercise the care, diligence and skills that a reasonable and prudent person would be expected to exercise in comparable circumstances.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 144 ~~Director, supervisors, managers and other senior management of the Company shall, in the exercise of their powers and duties, comply with the principle of honesty, not to place himself in a position where his interest and the obligations undertaken may conflict. This principle shall include, without limitation to the following obligations:~~ ~~(1) to act honestly in the best interests of the Company;~~ ~~.....~~ ~~Any income received by directors, supervisors, the manager or other senior management in breach of the preceding Article shall belong to the Company. The directors, supervisors, managers or other senior management shall be held liable for indemnifying against any loss caused to the Company~~.	Article 138 **Directors of the Company shall comply with the laws, administrative regulations, and the Articles of Association, and owe a duty of diligence to the Company. They shall perform their duties with the reasonable care typically expected of a manager and act in the best interests of the Company. Directors shall owe the following duties of diligence to the Company:** **(1) to exercise the powers granted by the Company prudently, conscientiously and diligently to ensure that the Company's commercial activities comply with the requirements of national laws, administrative regulations and various national economic policies, and that business activities do not exceed the scope of business specified in the business license;** **(2) to treat all shareholders equally;** **(3) to stay informed about the Company's business operations and management status in a timely manner;** **(4) to sign written confirmation opinions of the Company's periodic reports to ensure that the information disclosed by the Company is true, accurate and complete;** **(5) to truthfully provide relevant information and materials to the Audit Committee and shall not obstruct the Audit Committee from exercising its authority;** **(6) other duties of diligence as stipulated by the laws, administrative regulations, departmental rules and the Articles.** **The above provisions shall also apply to senior management.**

Articles of Association	
Before amendment	**After amendment**
Article 145 Director, supervisors, managers and other senior management of the Company shall not cause any of the following persons or associations (the "associates") to do such things as such directors, supervisors, managers or other senior management are prohibited from doing so: …… (5) a director, supervisor, manager or other senior management of a company being controlled as referred to in paragraph (4) of this article.	**(Deleted)**
Article 146 The fiduciary duty of a director, supervisor, manager or other senior management of the Company does not necessarily cease upon the termination of his tenure of office. The obligation of confidence in relation to the trade secrets of the Company shall survive after the termination of his tenure. Other obligations may continue for such period as to be determined under the principle of fairness, depending on the time lapse between the acts concerned and the termination and the circumstances and the conditions under which the relationship with the Company terminated.	**(Deleted)**
Article 147 Except as provided in Article 54 of the Articles, directors, supervisors, manager and other senior management of the Company may be exempted from liabilities for specific breach of duties with informed consent by the shareholders' general meeting. The amounts received by the directors, supervisors, manager, other senior management in contravention of the above provisions shall belong to the Company; and shall indemnify against the losses sustained by the Company.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 148 Where a director~~, supervisor, manager~~ and ~~other~~ senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the ~~board of directors~~ at the earliest opportunity~~, whether or not the contract, transaction or arrangement or proposal there for is otherwise~~ subject to the approval of the Board. Unless the interested director~~, supervisor, manager~~ or ~~other~~ senior management member discloses his interests in accordance with the preceding paragraph of this Article and the ~~contract, transaction or arrangement is~~ approved by the ~~board of directors~~ at a meeting in which the interested director~~, supervisor, manager~~ or ~~other~~ senior management member is not counted in the quorum and refrains from voting, ~~a~~ contract, transaction or arrangement ~~in which that director, supervisor, manager~~ or ~~other senior management is materially interested is voidable at the instance of the Company~~ except as against a bona fide party thereto acting without ~~notice~~ of the breach of duty by the interested director~~, manager~~ or ~~other~~ senior management member. A director~~, supervisor, manager~~ or ~~other~~ senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.	Article 139 Where a director and senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he **or she** shall declare the nature and extent of his **or her** interests to the **Board of Directors** at the earliest opportunity, **regardless of whether the matter under normal circumstances would be** subject to the approval of the Board. Unless the interested director or senior management member discloses his **or her** interests in accordance with the preceding paragraph of this Article and the **subject matter** is approved by the **Board of Directors** at a meeting in which the interested director or senior management member is not counted in the quorum and refrains from voting, **the Company shall have the right to rescind such** contract, transaction or arrangement except as against a bona fide party thereto acting without **knowledge** of the breach of duty by the interested director or senior management member. A director or senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him **or her** is interested.

Articles of Association	
Before amendment	**After amendment**
Article 149 Where a director~~, supervisor, manager~~ or senior management of the Company gives a ~~general~~ notice in writing to the ~~board of directors~~ before ~~the date on which the question~~ of entering into the relevant contract, transaction or arrangement ~~is first taken into consideration on behalf of the Company~~, ~~stating~~ that, by reason of facts specified in the notice, he is interested in contracts, transactions or arrangements ~~of any description~~ which may subsequently be made by the Company, ~~that notice shall be deemed for the purpose of the preceding article of this Article to be~~ a sufficient declaration of interests of such director~~, supervisor, manager~~ or senior management~~, so far as attributable to those facts in relation to any contract, transaction or arrangement of that description which may subsequently be made by the Company~~.	Article 140 Where a director or senior management of the Company gives a notice in writing to the **Board of Directors** before **the Company's first-time consideration** of entering into the relevant contract, transaction or arrangement, **declaring** that, by reason of facts specified in the notice, he **or she** is interested in contracts, transactions or arrangements which may subsequently be made by the Company, **to the extent specified in that notice, the relevant director or senior management member shall be deemed to have given** sufficient declaration of interests **pursuant to the preceding article of this chapter**.
Article 150 The Company shall not, in any manner, pay tax for or on behalf of its director, supervisor, managers or other senior management.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 151 The Company shall not directly or indirectly, make a loan to or provide guarantee in connection with a loan made by any person to its directors, supervisors, managers or other senior management of the Company or of its holding company; or make a loan to or provide guarantee in connection with any loan made by any person to the associates of such person as aforesaid. …… (3) where the ordinary course of business of the Company includes the lending of money and the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with a loan by another person to any of its directors, supervisors, managers or senior management and his associates on normal commercial terms.	**(Deleted)**
Article 152 A loan made by the Company in breach of the preceding provisions, shall be forthwith repayable by the recipient regardless of the terms of the loan.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 153 A loan guarantee provided by the Company in breach of provision under paragraph (1) of Article 151 shall be unenforceable against the Company, except under the following circumstances: (1) a loan was made by a person to a person connected with director, supervisor, manager or other senior management of the Company or of its holdings company, and at the time the loan was advanced the lender did not know of the relevant circumstances; (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.	**(Deleted)**
Article 154 The guarantee referred to in the preceding article shall include an undertaking by the guarantor or property provided to secure the performance of obligations by the obligor.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 155 Where a director~~, supervisor, manager~~ and ~~other~~ senior management of the Company is in breach of his obligations to the Company, the Company shall have a right to take the following measures in addition to the various rights and remedies provided by the laws and administrative regulations: (1) to request such director~~, supervisor, manager~~ and ~~other~~ senior management to ~~pay damages~~ for the losses sustained by the Company as a ~~natural consequence~~ of his breach of duties; (2) to rescind any contract or transaction entered into by the Company with such director~~, supervisor, manager~~ or ~~other~~ senior management and any contract or transaction entered into by the Company with a third party (where such third party knew or should have known that such director~~, supervisor, manager~~ or ~~other~~ senior management representing the Company is in breach of the obligations to the Company); (3) to request such director~~, supervisor, manager~~ or ~~other~~ senior management to return the proceeds received as a consequence of the breach of the obligations; (4) to recover from such director~~, supervisor, manager~~ and ~~other~~ senior management any monies which should otherwise have been received by the Company, including~~, without limitation to the~~ commissions; (5) to request such director~~, supervisor, manager~~ and ~~other~~ senior management to return such interests accrued or may be accrued from the monies which should otherwise have been paid to the Company.	Article 141 Where a director and senior management of the Company is in breach of his **or her** obligations to the Company, the Company shall have a right to take the following measures in addition to the various rights and remedies provided by the laws and administrative regulations: (1) to request such director and senior management to **compensate** for the losses sustained by the Company as a **result** of his **or he**r breach of duties; (2) **unless otherwise specified in the laws and regulations,** to rescind any contract or transaction entered into by the Company with such director or senior management and any contract or transaction entered into by the Company with a third party (where such third party knew or should have known that such director or senior management representing the Company is in breach of the obligations to the Company); (3) to request such director or senior management to return the proceeds received as a consequence of the breach of the obligations; (4) to recover from such director and senior management any monies which should otherwise have been received by the Company, including (**but not limited to**) commissions; (5) to request such director and senior management to return such interests accrued or may be accrued from the monies which should otherwise have been paid to the Company.

Articles of Association	
Before amendment	**After amendment**
Article 156 The Company shall, with the prior approval of the shareholders in shareholders' general meeting, enter into a contract in writing with a director or supervisor in respect of their remuneration. The emoluments referred to above shall include: (1) the emoluments in respect of his service as a director, supervisor or other senior management of the Company; …… Save pursuant to the contract aforesaid, no legal proceedings may be brought by a director or supervisor against the Company in respect of the benefits ought to be received by him by reasons of the matters stipulated above.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 157 There shall be a provision in a contract made between the Company and a director or supervisor in respect of their remuneration that the director or the supervisor shall, with the prior approval of the shareholders in shareholders' general meeting, be entitled to payment by way of compensation for loss of office or other amounts as consideration for his retirement from office in connection with the takeover of the Company. A takeover of the Company referred above shall mean any of the following: (1) a takeover offer made to all shareholders by any person; …… If the relevant director or supervisor does not comply with this article, any sum received by him shall belong to the persons who have sold their shares as a result of accepting the offer made as aforesaid; and the expenses incurred by him in distributing that sum pro rata amongst those persons shall be borne by him and not deducted out of that sum.	**(Deleted)**
Article 159 The financial year of the Company shall coincide with the Gregorian calendar year, which commences from 1st January and ends on 31st December of the Gregorian calendar. The Company shall adopt Renminbi as its accounts keeping unit. All accounts shall be written in Chinese. ~~At the end of each financial year, the Company shall prepare a financial report reviewed and certified in accordance with statutory requirements.~~	Article 143 The financial year of the Company shall coincide with the Gregorian calendar year, which commences from 1st January and ends on 31st December of the Gregorian calendar. The Company shall adopt Renminbi as its accounts keeping unit. All accounts shall be written in Chinese.

Articles of Association	
Before amendment	**After amendment**
Article 160 At each shareholders' annual general meeting, the board of directors of the Company shall submit to shareholders the financial reports prepared by the Company as required by the relevant laws, administrative regulations and mandatory documents promulgated by the local government and other governing authorities. Such reports shall be certified.	**(Deleted)**
Article 161 The financial reports of the Company shall be deposited at the Company for inspection by its shareholders not later than twenty (20) days before the shareholders' annual general meeting. Each shareholder of the Company shall be entitled to receive the financial statements referred to in this article. The Company shall provide the holders of overseas foreign listed shares with a copy of the above mentioned report not less than twenty-one (21) days before the date of the shareholder's annual general meeting in the manner as prescribed in Article 207 of the Articles of Association.	**(Deleted)**
Article 165 The Company shall not have other books of account other than the statutory books of account.	Article 147 The Company shall not have other books of account other than the statutory books of account. **The Company shall implement an internal auditing system, which shall clearly define the leadership structure, responsibilities and scope of authority, staffing, funding protections, utilisation of audit results and accountability mechanisms for internal audit work.**
(Newly added)	Article 148 The Company's internal audit department shall conduct supervision and inspection of matters such as the Company's business activities and financial information.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 149 In the course of supervising and inspecting the Company's business activities and financial information, the internal audit department shall be subject to the supervision and guidance of the Audit Committee. If the internal audit department discovers any material issues or leads, it shall report directly and immediately to the Audit Committee.
(Newly added)	Article 150 When the Audit Committee communicates with accounting firms, national audit authorities or other external audit units, the internal audit department shall actively cooperate and provide necessary support and assistance.

Articles of Association	
Before amendment	**After amendment**
Article 166 At the time of distribution of annual after tax profits, the Company shall allocate 10 per cent of such ~~profit~~ to the Company's statutory ~~accumulation fund~~. The Company may stop allocation of after tax ~~profit~~ to the Company's statutory ~~accommodation fund~~ when ~~the account~~ is above 50 per cent of the Company's registered capital. Where the statutory ~~accumulation fund~~ is insufficient to cover the Company's losses of the previous year, the Company shall apply its annual after-tax ~~profit~~ for the recovery of such losses before allocating such ~~profit~~ to the Company's statutory ~~public welfare fund~~. After allocation of the Company's statutory ~~accumulation fund~~ from the annual after tax ~~profit~~, the Company may allocate to the s~~tatutory accumulation fund~~ and public welfare fund in accordance with the resolution of shareholders of the Company in ~~shareholders' general meeting~~. After the recovery of the Company's losses and the allocation to the statutory ~~accumulation fund~~ and the public welfare fund, the Company shall distribute the remaining profits to the shareholders in accordance with the proportion of ~~capital subscribed for by~~ each shareholder. The shares of the Company held by the Company shall not be entitled to distribution of profits.	Article 151 At the time of distribution of annual after**-**tax profits, the Company shall allocate 10 per cent of such **profits** to the Company's statutory **reserves**. The Company may stop allocation of after**-**tax **profits** to the Company's statutory **reserves** when **the accumulated amount** is above 50 per cent of the Company's registered capital. Where the statutory **reserves** is insufficient to cover the Company's losses of the previous year, the Company shall apply its annual after-tax **profits** for the recovery of such losses before allocating such **profits** to the Company's statutory **reserves**. After allocation of the Company's statutory **reserves** from the annual after**-**tax **profits**, the Company may allocate to the **discretionary reserves** and public welfare fund in accordance with the resolution of shareholders of the Company in **General Meeting**. After the recovery of the Company's losses and the allocation to the statutory **reserves** and the public welfare fund, the Company shall distribute the remaining profits to the shareholders in accordance with the proportion of **the shareholding of** each shareholder. The shares of the Company held by the Company shall not be entitled to distribution of profits. **Where the General Meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the improperly distributed profits to the Company. If such distribution causes losses to the Company, the shareholders and the responsible directors and senior management shall bear liability for compensation.**

Articles of Association	
Before amendment	**After amendment**
Article 169 The Company's ~~statutory accumulated fund~~ may be used as: recovery of the Company's losses, expansion of the Company's business or transferred to increase the Company's registered capital. ~~However, capital accumulated fund shall not be used as recovery of the Company's losses.~~ When a resolution has been passed by shareholders of the Company in ~~shareholders' general meeting~~ to ~~transfer the~~ statutory ~~accumulation fund~~ to the registered capital of the Company, the Company may distribute new shares in accordance with the proportion of the original shareholdings or increase the par value of each share provided that, upon such ~~transfer~~ of the statutory ~~accumulation fund to~~ the registered capital of the Company, the remaining balance of the statutory ~~accumulation fund~~ must not be less than 25 per cent of the registered capital of the Company before the ~~transfer~~.	Article 154 The Company's **reserves** may be used as: recovery of the Company's losses, expansion of the Company's business or transferred to increase the Company's registered capital. **To cover losses with reserves, the Company shall first use discretionary reserves and statutory reserves; if these are insufficient to cover losses, capital reserves may be used in accordance with relevant regulations.** When a resolution has been passed by shareholders of the Company in **General Meeting** to **convert** the statutory **reserves** to **increase the** registered capital of the Company, the Company may distribute new shares in accordance with the proportion of the original shareholdings or increase the par value of each share provided that, upon such **conversion** of the statutory **reserves** to **increase the** registered capital of the Company, the remaining balance of the statutory **reserves** must not be less than 25 per cent of the registered capital of the Company before the **conversion**.
Article 170 The public welfare fund as allocated by the Company shall be used for the collective benefit of the Company's employees.	(**Deleted**)

Articles of Association	
Before amendment	**After amendment**
Article 171 The Company may distribute dividends by the following forms: (1) cash (which shall prevail generally); (2) shares. …… Conditional upon the cumulative distributable profits being positive, having sufficient profits and cash to support the normal production and operation of the Company, the earning per share is more than Renminbi 0.01 and if the cash dividend per share distributed ~~according to~~ 10% of the ~~realized~~ profit available for distribution is more than Renminbi 0.01, ~~in each~~ year, the profit distribution by way of cash shall be not less than 10% of the ~~realized~~ distributable profits of that year, and the recent 3 years accumulated distributable ~~profit~~ distributed by way of cash shall be not less than 30% of the ~~realized~~ average distributable profits of those 3 recent years. If the Company generated profits in the ~~then~~ year ~~while~~ the Board did not make any cash profit distribution proposal, the reasons thereof and the application of funds retained by the Company not ~~available~~ for distribution shall be explained in details in its periodic reports ~~and the independent directors shall give an independent opinion in such regard~~.	Article 155 The Company may distribute dividends by the following forms: (1) cash (which shall prevail generally); (2) shares. …… Conditional upon the cumulative distributable profits being positive, having sufficient profits and cash to support the normal production and operation of the Company, the earning per share **for that year** is more than Renminbi 0.01 and if the cash dividend per share distributed **at not less than** 10% of the **realised** profit available for distribution is more than Renminbi 0.01 **for that** year, the profit distribution by way of cash shall be not less than 10% of the **realised** distributable profits of that year, and the recent 3 years accumulated distributable **profits** distributed by way of cash shall be not less than 30% of the **realised** average distributable profits of those 3 recent years. If the Company generated profits in the year **but** the Board did not make any cash profit distribution proposal, the reasons thereof and the application of funds retained by the Company not used for distribution shall be explained in details in its periodic reports. **The shares of the Company held by the Company shall not be entitled to distribution of profits.**

Articles of Association	
Before amendment	**After amendment**
Article 172 Upon the passing of the resolution regarding the distribution of profits at the ~~general meeting~~, the board of directors shall complete the distribution of dividend within two months from the date of convening of the ~~general meeting~~. Where the Company makes payment of cash dividends and other amounts to the holders of domestic shares, the payment shall be made in Renminbi. Where the Company makes payment of cash dividends and other amounts to the holders of overseas foreign ~~listed~~ shares, the payment shall be calculated and declared in Renminbi and ~~payable~~ in Hong Kong Dollars. The foreign currencies required by the Company for payment of cash dividends and other sums to holders of overseas foreign ~~listed~~ shares shall be handled ~~according to~~ the relevant provisions on foreign exchange administration of the State.	Article 156 Upon the passing of the resolution regarding the distribution of profits at the **General Meeting**, **or after the Board of Directors has formulated a specific plan based on the interim dividend conditions and caps for the following year approved at the annual General Meeting,** the board of directors shall complete the distribution of dividend (**or shares**) within two months from the date of convening of the **General Meeting**. Where the Company makes payment of cash dividends and other amounts to the holders of domestic shares, the payment shall be made in Renminbi. Where the Company makes payment of cash dividends and other amounts to the holders of overseas **listed** foreign shares, the payment shall be calculated and declared in Renminbi and **paid** in Hong Kong Dollars. The foreign currencies required by the Company for payment of cash dividends and other sums to holders of overseas **listed** foreign shares shall be handled **in accordance with** the relevant provisions on foreign exchange administration of the State.

Articles of Association	
Before amendment	**After amendment**
Article 174 ~~Consent from more than half of all the independent directors on the~~ profit distribution proposal ~~formulated by the Board shall be obtained~~ and such proposal shall be considered and passed by the Board before ~~putting forward~~ to the ~~general meeting~~ for approval by the shareholders of the Company. ~~When~~ the ~~profit distribution~~ proposal is considered in the ~~general meeting~~, the ~~Board~~ shall ~~fully~~ communicate with minority shareholders and listen to their ~~opinion~~. Where adjustment to the profit distribution policy is required by the Company due to the substantial changes in external or internal operating environment, ~~the proposal for such adjustment shall be approved by the independent directors before submission to the Board for consideration. The Independent Director and the supervisory committee shall express independent opinion on the adjusted profit distribution policy~~; the adjusted profit distribution policy shall be ~~put forward~~ to the ~~general meeting~~ for consideration by the shareholders after consideration by the Board and shall only be implemented after obtaining approval by the shareholders holding more than ~~two-third~~ of the voting rights.	Article 158 **The Company's** profit distribution proposal **shall be formulated by the Board in accordance with the provisions of the Articles of Association and the operating conditions of the Company** and such proposal shall be considered and passed by the Board before **submitting** to the **General Meeting** for approval by the shareholders of the Company. **When formulating specific cash dividend plans, the Board shall diligently study and evaluate matters such as the timing, conditions, minimum proportion, adjustment conditions and decision-making procedure requirements for cash dividends. If independent directors consider that a specific cash dividend plan may harm the interests of the Company or minority shareholders, they have the right to express independent opinions. If the Board does not adopt or only partially adopts the opinions of independent directors, the independent directors' opinions and the specific reasons for not adopting them shall be included in the Board resolutions.** **Before** the **cash dividend** proposal is considered in the **General Meeting**, the **Company** shall **actively** communicate with **shareholders, particularly** minority shareholders, **through various channels**, and listen to their **opinions and demands**. **When considering the annual profit distribution plan at the annual General Meetings of the Company, matters such as 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 dividend for the coming year as considered at the annual General Meeting shall not exceed the net profit attributable to shareholders of the Company for the respective period. The Board shall formulate specific interim profit distribution plan based on the resolutions of the General Meeting upon fulfilment of profit distribution conditions.**

Articles of Association	
Before amendment	**After amendment**
	Where adjustment to the profit distribution policy is required by the Company due to the substantial changes in external or internal operating environment, **after detailed analysis and discussion**, the adjusted profit distribution policy shall be **submitted** to the **General Meeting** for consideration by the shareholders after consideration by the Board and shall only be implemented after obtaining approval by the shareholders holding more than **two-thirds** of the voting rights **present at such General Meeting**.
Article 176 The Company shall appoint a receiving agent for holders of overseas foreign ~~listed~~ shares. The receiving agent shall receive on behalf of such ~~shareholder~~ the dividends distributed to and other amounts payable by the Company in respect of the overseas foreign ~~listed~~ shares. The receiving agent appointed by the Company shall satisfy requirements provided under the laws or the relevant provisions of the stock ~~exchange~~ where the shares of the Company are listed. ~~The receiving agent appointed by the Company for the holders of overseas foreign listed shares listed in Hong Kong shall be a trust company registered under the Trustee Ordinance of Hong Kong.~~	Article 160 The Company shall appoint a receiving agent for holders of overseas **listed** foreign shares. The receiving agent shall receive on behalf of such **shareholders** the dividends distributed to and other amounts payable by the Company in respect of the overseas **listed** foreign shares. The receiving agent appointed by the Company shall satisfy requirements provided under the laws or the relevant provisions of the stock **exchanges** where the shares of the Company are listed.

Articles of Association	
Before amendment	**After amendment**
Article 177 The Company shall engage independent accounting firms which ~~satisfy~~ the relevant ~~stipulations of the PRC to audit the annual financial reports and other financial reports of the C~~ompany. ~~The first accounting firm may be appointed by the founders meeting prior to the first shareholders' annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first shareholders' annual general meeting.~~ ~~Where the founders meeting does not exercise the powers prescribed in the preceding paragraph, the board of directors shall exercise such powers.~~	Article 161 The Company shall engage independent accounting firms which **comply with** the relevant **national provisions to conduct services such as the audit of the financial statements, net assets verification and other relevant consultation**.
Article 178 The term of engagement of the accounting firms shall begin from the conclusion of the current ~~shareholders'~~ annual ~~general meeting~~ of the Company until the conclusion of ~~its next meeting~~.	Article 162 The term of engagement of the accounting firms shall begin from the conclusion of the current annual **General Meeting** of the Company until the conclusion of **the next annual General Meeting**. **Upon completion of the term of appointment, reappointment may be made.** **The Company's appointment and dismissal of an accounting firm shall be decided in the General Meeting, and the Board of Directors may not appoint an accounting firm before a decision is made in the General Meeting.**

Articles of Association	
Before amendment	**After amendment**
Article 179 The accounting firm appointed by the Company shall have the following rights: (1) to inspect at any time the books and accounts, records and supporting documents of the Company and be entitled to request the directors, managers and other senior management of the Company to provide relevant information and explanations thereof; (2) to request the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of the duties of such accounting firm; (3) to attend any shareholders' general meeting and to receive all notices of and other communications relating to any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting on any matter which concerns it as accounting firm of the Company.	**(Deleted)**
Article 180 Where the office of the accounting firm is vacated, the board of directors may appoint another accounting firm to fill such vacancy prior to the holding of shareholders' general meeting, but while any such vacancy continues, the surviving or continuing accounting firm or accounting firms, if any, may act.	**(Deleted)**
(Newly added)	Article 163 The Company undertakes to provide true and complete accounting proofs, accounting books, financial accounting reports and other accounting information to the accounting firm engaged, and shall not refuse to provide, conceal or make false statements.

Articles of Association	
Before amendment	**After amendment**
Article 181 Notwithstanding anything in the agreement between the accounting firm and the Company, the shareholders in shareholders' general meeting may by an ordinary resolution remove the accounting firm before the expiration of the term of office of such accounting firm. The accounting firm so removed shall be entitled to claim against the Company for damages, if any, in respect of such removal, such entitlement shall not be prejudiced thereby.	**(Deleted)**
Article 182 The remuneration or the determination of the remuneration of the accounting firm shall be fixed by the shareholders in the ~~shareholders' general meeting~~. ~~In the case of the accounting firm appointed by the board of directors, the remuneration of the accounting firm shall be fixed by the board of directors, and shall be approved at the shareholders' general meeting.~~	Article 164 The remuneration or the determination of the remuneration of the accounting firm shall be fixed by the shareholders in the **General Meeting**.
Article 183 The decisions of the Company regarding the engagement, dismissal or non-renewal of an accounting firm shall be made by the shareholders' general meeting and file the case with the securities regulatory authorities of the State Council. …… The leaving accounting firm is entitled to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting on any matter which concerns it as a former accounting firm of the Company.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 184 In the event of any dismissal or ~~non-renewal~~ of an accounting firm by the Company, a notice shall be served to inform the accounting firm in advance and the accounting firm has the right to express its ~~opinion~~ at the ~~shareholders' general meeting~~. If an accounting firm tenders its resignation, it shall make statement to the ~~shareholders' general meeting~~ whether there are any improper ~~happenings~~. ~~An accounting firm may resign its office by depositing a notice in writing at the Company's registered office. Such notice shall come into force on the date on which it is deposited at the Company's seat or such later date as may be specified in the notice. Such notice shall include:~~ …… ~~Where the notice of resignation of the accounting firm contains a statement regarding any accountable affair, the accounting firm may require the board of directors to convene an extraordinary shareholders' general meeting for the purpose of hearing an explanation of the circumstances connected with his resignation.~~	Article 165 In the event of any dismissal or **non-reappointment** of an accounting firm by the Company, a notice shall be served to inform the accounting firm **15 days** in advance and the accounting firm has the right to express its **opinions** at the **General Meeting when the dismissal of such accounting firm is being voted on at the General Meeting.** If an accounting firm tenders its resignation, it shall make statement to the **General Meeting** whether there are any improper **circumstances**.
Article 185 The Company shall effect insurance with the People's Insurance Company of China or other insurance companies registered in the PRC and allowed by the laws of PRC to provide insurance coverage to PRC companies. The types of insurance, insured amount, other terms and ~~period~~ of insurance shall be discussed and decided by the ~~board of directors~~ with reference to the practices of companies in the same industry in other countries and the ~~practice~~ and legal requirements in the PRC.	Article 166 The Company shall effect insurance with the People's Insurance Company of China or other insurance companies registered in the PRC and allowed by the laws of PRC to provide insurance coverage to PRC companies. The types of insurance, insured amount, other terms and **periods** of insurance shall be discussed and decided by the **Board of Directors** with reference to the practices of companies in the same industry in other countries and the **customary practices** and legal requirements in the PRC.

Articles of Association	
Before amendment	**After amendment**
Chapter 20 Labor Management	Chapter 20 Labor **and Human Resources** Management
Article 187 In respect of all levels of management personnel, the Company shall adopt appointment system and the Company shall adopt contract system in respect of ordinary staff and workers. The Company shall have autonomy in respect of the allocation and the assignment of work of its employees and may exercise its own discretion to recruit and, in accordance with laws, administrative regulations and the terms of contracts, dismiss management personnel, staff and workers.	**(Deleted)**
Article 189 The Company shall ~~arrange for medical insurance, retirement insurance and unemployment insurance for its management personnel and staff and workers~~ in accordance with the relevant laws, administrative regulations and rules of the ~~China's~~ central government and ~~of~~ local governments ~~and shall implement the laws, administrative regulations and relevant requirements in respect of labor insurance and labor protection for retired and unemployed staff and workers.~~	Article 169 The Company shall **implement the laws, administrative regulations and relevant requirements in respect of labor protection** in accordance with the relevant laws, administrative regulations and rules of the **PRC** central government and **PRC** local governments.
Article 190 The staff and workers of the Company shall have the right to establish a trade union and engage in trade union activities in accordance with the Trade Union Law of the PRC. The activities of the trade union shall be conducted ~~beyond the~~ normal working hours unless otherwise prescribed by the ~~board of directors~~. The Company shall allocate 2 per cent. (2%) of the total amount of wages paid to the staff and workers to the trade union fund every month. Such funds shall be used by the trade union of the Company in accordance with ~~the Measures for the Management of Trade Union Funds~~ formulated by the All China Federation of Trade Unions.	Article 170 The staff and workers of the Company shall have the right to establish a trade union and engage in trade union activities in accordance with the Trade Union Law of the PRC. The activities of the trade union shall be conducted **outside** normal working hours unless otherwise prescribed by the **Board of Directors**. The Company shall allocate 2 per cent. (2%) of the total amount of wages paid to the staff and workers to the trade union fund every month. Such funds shall be used by the trade union of the Company in accordance with the **relevant requirements** formulated by the All China Federation of Trade Unions.

Articles of Association	
Before amendment	**After amendment**
Article 191 The board of directors of the Company shall put forward proposals for amalgamation or demerger which shall be submitted to relevant approving authorities for approval in accordance with the laws after the same have been approved according to the procedures provided in the Articles of Association of the Company. Shareholders who oppose the proposals for amalgamation or demerger shall have the right to request the Company or the shareholders who are in favour of amalgamation or demerger to purchase their shares at a fair price. The contents of the resolutions about amalgamation and demerger of the Company shall be compiled as a special document for shareholders' perusal. Such document shall also be provided to the holders of overseas foreign listed shares in the manner as prescribed in Article 207 of the Articles of Association.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 192 The ~~amalgamation~~ of the Company may take the form of either ~~amalgamation~~ by absorbing another company or ~~amalgamation~~ by establishing a new company. In case of a ~~consolidation~~ of the Company, various parties involved shall sign the ~~consolidation~~ agreement and prepare the balance sheet and the property list. The Company shall, within ten (10) days upon passing the resolution ~~for the consolidation~~, notify the creditors and publish an announcement in newspapers ~~at least three (3) times~~ within thirty (30) days. ~~Upon amalgamation~~, all claims and liabilities of the parties to the ~~amalgamation~~ shall be taken over by the company which exists after the ~~amalgamation~~ or by the newly established company.	Article 171 The **merger** of the Company may take the form of either **merger** by absorbing another company or **merger** by establishing a new company. In case of a **merger** of the Company, various parties involved shall sign the **merger** agreement and prepare the balance sheet and the property list. The Company shall, within ten (10) days upon passing the resolution **on** the **merger**, notify the creditors and publish an announcement in newspapers **or on the National Enterprise Credit Information Publicity System** within thirty (30) days. **The creditors have the right to, within forty-five (45) days since the issuance of the public announcement if they fail to receive such notice, request the Company to repay its debts or to provide corresponding guarantees.** **After the merger**, all claims and liabilities of the parties to the **merger** shall be taken over by the company which exists after the **merger** or by the newly established company.
(Newly added)	Article 172 If the payment by the Company for a merger does not exceed 10% of the net assets of the Company, it shall not be subject to a resolution of the General Meeting, unless otherwise specified in the Articles. If the Company merges in accordance with the preceding paragraph without a resolution of the General Meeting, it shall be approved by a resolution of the Board.

Articles of Association	
Before amendment	**After amendment**
Article 193 In case of a demerger of the Company, its assets shall be divided correspondingly. In case of a demerger by the Company, various parties involved shall sign the demerger agreement and prepare the balance sheet and the property list. The Company shall, within ten (10) days upon passing the resolution for the demerger, notify the creditors and publish an announcement in newspapers ~~at least three (3) times~~ within thirty (30) days. Liabilities of the Company before demerger shall be jointly borne by the companies after demerger, except as provided for in the written agreements entered into between the Company and the creditors in relation to the repayment of debt before the demerger.	Article 173 In case of a demerger of the Company, its assets shall be divided correspondingly. In case of a demerger by the Company, various parties involved shall sign the demerger agreement and prepare the balance sheet and the property list. The Company shall, within ten (10) days upon passing the resolution for the demerger, notify the creditors and publish an announcement in newspapers **or through the National Enterprise Credit Information Publicity System** within thirty (30) days. Liabilities of the Company before **the** demerger shall be jointly borne by the companies after demerger, except as provided for in the written agreements entered into between the Company and the creditors in relation to the repayment of debt before the demerger.

Articles of Association	
Before amendment	**After amendment**
Article 195 The Company shall be dissolved and liquidated upon the occurrence of any the following events: (1) where the ~~shareholders' general meeting~~ resolves to dissolve the Company; (2) where dissolution of the Company is necessary for the ~~amalgamation~~ or demerger; (3) ~~where the Company is adjudged insolvent in accordance with the applicable laws as a result of its inability to pay its debts when due;~~ (4) where, according to the laws, the business licenses of the Company are revoked, or the Company is ordered to close down or dissolved; (5) where the Company encounters significant difficulties in management and operation, the continuance of which will ~~be in a manner highly prejudicial to~~ the interests of the shareholders, and which cannot be resolved by other means, and the shareholders of the Company holding more than 10% of the total ~~voting~~ shares of the Company file a petition to the People's Court for the dissolution of the Company, and the People's Court ordered the Company to be dissolved ~~according to law~~.	Article 175 The Company shall be dissolved and liquidated upon the occurrence of any **of** the following events: (1) where the **General Meeting** resolves to dissolve the Company; (2) where dissolution of the Company is necessary for the **merger** or demerger; (3) **where the term of business stipulated in the Articles of Association expires or other circumstances of dissolution stipulated in the Articles of Association occurs;** (4) where, according to the laws, the business licenses of the Company are revoked, or the Company is ordered to close down or dissolved; (5) where the Company encounters significant difficulties in management and operation, the continuance of which will **significantly harm** the interests of the shareholders, and which cannot be resolved by other means, and the shareholders of the Company holding more than 10% of the total shares **with voting rights** of the Company file a petition to the People's Court for the dissolution of the Company, and the People's Court ordered the Company to be dissolved **in accordance with the laws**. **If the Company encounters any of the dissolution events set forth in the preceding paragraph, it shall publicly announce the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten (10) days.**

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 176 Where the Company falls under the circumstances specified in items (1) or (3) of Article 175 of the Articles and has not yet distributed its assets to the shareholders, it may continue to exist by amending the Articles or by a resolution of the General Meeting. Such amendment to the Articles or resolution of the General Meeting pursuant to the preceding paragraph shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting.
Article 196 In the event that the Company is dissolved pursuant to the ~~above Subsections~~ (1), (4) and (5), it shall within fifteen (15) days thereof establish a liquidation committee ~~whose members shall be elected by shareholders at the shareholders' general meeting by means of an ordinary resolution. If the liquidation committee is not established within the aforesaid period, creditors may petition to the People's Court for appointing relevant persons to form a liquidation committee so as to proceed with the liquidation~~. ~~If the Company is dissolved pursuant to paragraph (3) of the preceding article, the People's Court shall form a liquidation team comprising the shareholders, relevant authorities and relevant professionals in accordance with the laws to proceed with the liquidation.~~	Article 177 In the event that the Company is dissolved pursuant to the **items** (1), **(3),** (4) and (5) **of the first paragraph under Article 175**, **it shall undergo liquidation.** **The directors shall act as the liquidation obligors and** shall within fifteen (15) days thereof establish a liquidation committee. **The liquidation committee shall be composed of directors, unless otherwise provided in the Articles or otherwise resolved by the General Meeting. If a liquidation obligor fails to perform its liquidation duties in a timely manner, and thereby causes losses to the Company or its creditors, it shall bear the liability for compensation.**

Articles of Association	
Before amendment	**After amendment**
Article 197 Where the board of directors decides to liquidate the Company (except for the liquidation as a result of the insolvency of the Company), it shall specify in the notice convening the shareholders' general meeting for such purpose that the board of directors has made a full inquiry into the affairs of the Company and is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation. Upon the passing of the resolution for liquidation by shareholders in shareholders' general meeting, the duties and powers of the board of directors shall cease forthwith. The liquidation committee shall comply with the instructions of the shareholders' general meeting and shall report to it at least once every year the receipts and payments of the liquidation committee, the business and the progress of liquidation of the Company. Upon the completion of liquidation it shall also give a final report to the shareholders' general meeting.	**(Deleted)**
Article 198 The liquidation committee shall notify the creditors within ten (10) days following its establishment and shall make public announcements in newspapers ~~at least three (3) times~~ within sixty (60) days. The liquidation committee shall carry out registration for creditors.	Article 178 The liquidation committee shall notify the creditors within ten (10) days following its establishment and shall make public announcements in newspapers **or through the National Enterprise Credit Information Publicity System** within sixty (60) days. **Creditors shall declare their claims to the liquidation committee within thirty (30) days from the date of receipt of the notice or, if they did not receive the notice, within forty-five (45) days from the date of the announcement.** The liquidation committee shall carry out registration for creditors. **During the claim declaration period, the liquidation committee shall not make any payment to creditors.**

Articles of Association	
Before amendment	**After amendment**
Article 200 After the completion of the disposal of the assets of the Company and the preparation of the balance sheets and ~~an inventory of assets~~, the liquidation committee shall prepare a liquidation proposal and submit the same to the ~~shareholders' general meeting~~, the People's Court ~~or relevant governing authorities~~ for their confirmation. After payment of the liquidation costs, the assets of the Company shall be used to make repayments in the following order of priority: (i) accrued wages and social insurance premiums of employees of the Company and statutory compensation ~~funds~~; (ii) accrued tax in arrears; and (iii) bank loans, bonds and other debts and liabilities. …… During the liquidation, the Company ~~subsists~~, but shall not carry on any business activities not related to liquidation.	Article 180 After the completion of the disposal of the assets of the Company and the preparation of the balance sheets and **the property list**, the liquidation committee shall prepare a liquidation proposal and submit the same to the **General Meeting** or the People's Court for their confirmation. After **the priority** payment of the liquidation costs, the assets of the Company shall be used to make repayments in the following order of priority: (i) accrued wages and social insurance premiums of employees of the Company and statutory compensation **payments**; (ii) accrued tax in arrears; and (iii) bank loans, bonds and other debts and liabilities **of the Company**. …… During the liquidation, the Company **continues to exist**, but shall not carry on any business activities not related to liquidation.

Articles of Association	
Before amendment	**After amendment**
Article 201 If the Company is to be dissolved by liquidation, the liquidation committee discovers that after the disposal of the assets of the Company and preparation of the balance sheets and ~~assets inventory of the assets~~ of the Company are insufficient to repay its debts in full, it shall ~~forthwith~~ apply to the People's Court for a ~~declaration of insolvency~~. Upon ~~declaration of insolvency of the Company~~ by the People's Court, the liquidation committee shall ~~hand over~~ liquidation affairs of the Company to the People's Court.	Article 181 If the Company is to be dissolved by liquidation, the liquidation committee discovers that**,** after the disposal of the assets of the Company and preparation of the balance sheets and **property list** of the Company**, the assets of the Company** are insufficient to repay its debts in full, it shall apply to the People's Court for **bankruptcy liquidation in accordance with the laws**. Upon **acceptance of the bankruptcy application** by the People's Court, the liquidation committee shall **transfer** liquidation affairs **to the bankruptcy administrator designated by** the People's Court.
Article 202 Following the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report ~~and statement of receipts and expenditures and various financial records for the period of liquidation which shall, upon being audited by accountants registered in the PRC, be~~ submitted to the ~~shareholders' general meeting~~, the People's Court ~~and relevant governing authority for their~~ confirmation. ~~The liquidation committee shall, within thirty (30) days upon the confirmation of the shareholders' general meeting and relevant governing authority, submit the said documents to the company registration authorities, and apply for the cancellation of registration of the Company and to make public announcement in respect of the termination of the Company.~~	Article 182 Following the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, **submit the same to the General Meeting or** the People's Court for confirmation**, and file the same to the company registration authority to apply for deregistration of the Company**.

Articles of Association	
Before amendment	**After amendment**
(Newly added)	Article 183 The members of the liquidation committee shall perform their liquidation duties and shall owe a duty of fidelity and a duty of diligence. If any member of the liquidation committee fails to perform such duties, and causes losses to the Company, he/she shall be liable for compensation. If a creditor sustains a loss due to a willful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for compensation.
(Newly added)	Article 184 Where the Company is declared bankrupt in accordance with the laws, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.
(Newly added)	Article 186 The Company shall amend the Articles of Association if any of the following circumstances occur: (1) provisions of the Articles conflict with the amended provisions of the Company Law or related laws and administrative regulations after such amendments; (2) a change occurs in the Company's situation and such change is inconsistent with the matters stated in the Articles; or (3) the General Meeting resolves to amend the Articles.

Articles of Association	
Before amendment	**After amendment**
Article 205 ~~The modification of~~ the Articles of Association~~, shall subject to the approval of the approving department of the Company. The modification of the Articles of Association which involves the contents of the "Mandatory Provisions", shall take effect upon the approval of the authorised approving department of the State Council and approval of the securities regulatory authority of the State Council.~~	Article 188 **Where amendments to** the Articles of Association **are subject to approval by the competent authorities, such amendments shall be submitted to the competent authorities for approval.**
Article 206 Should the amendments to the Articles involve company registration ~~items~~, a registration of the changes shall be made in accordance with the laws.	Article 189 Should the amendments to the Articles involve company registration **or filing matters**, a registration **or filing** of the changes shall be made in accordance with the laws.

Articles of Association	
Before amendment	**After amendment**
Article 207 The notification, communication or other written materials of the Company may be issued in the following manners: (1) by hand; (2) by mail; (3) by fax or electronic mail; (4) by posting on the website of the Company and/or the specified ~~website~~ of the ~~stock exchange on which~~ the shares of the Company are listed to the extent as permitted under applicable laws, administrative regulations and the listing rules of the ~~stock exchange on which~~ the shares of the Company are listed; (5) by public announcements in newspapers and/or other specified mass media; (6) by other means as accepted by the ~~stock exchange on which~~ the shares of the Company are listed.	Article 190 The notification, communication or other written materials of the Company may be issued in the following manners: (1) by hand; (2) by mail; (3) by fax or electronic mail; (4) by posting on the website of the Company and/or the specified **websites** of the **stock exchanges of the places where** the shares of the Company are listed to the extent as permitted under applicable laws, administrative regulations and the listing rules of the **securities regulatory authorities where** the shares of the Company are listed; (5) by public announcements in newspapers and/or other specified mass media; (6) by other means as accepted by the **securities regulatory authorities of the places where** the shares of the Company are listed.

Articles of Association	
Before amendment	**After amendment**
~~Holders of overseas foreign listed shares may by notice in writing request the Company to provide notification, information or written statement in printed form or using electronic means to obtain those corporate communications. If the holders of overseas foreign listed shares request to obtain the corporate communications of the Company in printed form, they should also state if they wish to receive the Chinese version, English version or both Chinese and English versions of the printed copies. The Company shall according to the written request send the relevant printed copies to the shareholders' registered addresses by delivering in person or by pre-paid mail. Holders of overseas foreign listed shares may also by reasonable notice in writing served on the Company to change their choice as to the manner of receiving the abovementioned corporate communications and as to the language version of the printed copies according to appropriate procedures.~~	**In terms of the ways by which the Company may provide or send corporate communications to H share shareholders in accordance with the listing rules of the Hong Kong Stock Exchange, subject to compliance with the laws, administrative regulations, departmental rules, securities regulatory rules of the places where the shares of the Company are listed, and the Articles, the Company may provide or send corporate communications through the designated website of the Company and/or the website of the Hong Kong Stock Exchange or through electronic means to H share shareholders. Corporate communications mentioned in the preceding paragraph refer to any documents issued or to be issued by the Company for reference or action by any H share shareholders or any other individual required by the listing rules of the Hong Kong Stock Exchange, including but not limited to:**
~~At the same time, the Company is also entitled to issue written notice to request holders of overseas foreign listed shares to confirm to receive notification, corporate communications or other written materials of the Company in printed form or by electronic means. If the Company does not receive any written confirmation from the holders of overseas foreign listed shares on or before the deadline set by the relevant laws, administrative regulations and the relevant listing rules of the stock exchange on which the shares of the Company are listed, the holders of overseas foreign listed shares shall be deemed to consent the Company to issue or provide the Company's corporate communications to them by its prescribed manner (includes but not limited to publication on the website of the Company by electronic means) according to the Articles of Association, relevant laws, administrative regulations and the relevant listing rules of the stock exchange on which the shares of the Company are listed.~~	**(1) annual reports (including board report, annual accounts of the Company together with auditor's report, audit report, and financial summary report (if applicable);** **(2) interim reports and their summary reports (if applicable);** **(3) notices of meetings;** **(4) listing documents;** **(5) circulars; and** **(6) proxy forms (proxy form has the meaning ascribed to it by the listing rules of the stock exchanges where the shares of the Company are listed). When notices are published in the form of announcement pursuant to the Articles, such announcement shall be published in accordance with the manner prescribed by the relevant listing rules of the Hong Kong Stock Exchange.**

Articles of Association	
Before amendment	**After amendment**
Article 208 Where a notice is sent by post, service of the notice shall be effected by properly addressing, prepaying, putting the notice into an envelope and posting an envelope containing the notice in to mailbox shall be deemed to have been posted and shall be deemed to have been ~~effected~~ at the expiration of 48 hours after the envelope containing the same is posted.	Article 191 Where a notice is sent by post, service of the notice shall be effected by properly addressing, prepaying, putting the notice into an envelope and posting an envelope containing the notice in to mailbox shall be deemed to have been posted and shall be deemed to have been **served** at the expiration of 48 hours after the envelope containing the same is posted. **For a Company notice delivered by hand, the person on whom it is served shall sign (or affix his or her seal to) the acknowledgement of receipt, and the date of receipt shall be the date of service. For a Company notice given by way of a public announcement, the first day of publication shall be the date of service.**
Chapter 26 Settlement of Disputes Article 209 The Company shall comply with the following rules for settlements of disputes: (1) Whenever any disputes or claims arising from the Articles of Association, or any rights or obligations conferred or imposed by the Company Law and other relevant laws or administrative regulations concerning the affairs of the Company between the holders of overseas foreign listed shares and the Company, between the holders of overseas foreign listed shares and any director, supervisor, manager or other senior management of the Company or between the holders of overseas foreign listed shares and holders of domestic shares, the parties involved shall refer such kind of disputes or claims for settlement by arbitration. …… (4) The award of the arbitration body is final and conclusive and is binding on all parties.	**(Deleted)**

Articles of Association	
Before amendment	**After amendment**
Article 210 Any matter not provided in the Articles ~~of Association~~ shall be resolved by the ~~resolution~~ proposed by the ~~board of directors~~ and ~~passed at~~ the ~~shareholders' general meeting~~.	Article 192 Any matter not provided in the Articles shall be resolved by the **resolutions** proposed by the **Board of Directors** and **submitted to** the **General Meeting**.
Article 213 In the Articles of Association, the term "~~other~~ senior management" ~~other than directors, supervisors, managers of the Company~~ shall refer to the ~~deputy~~ manager, secretary to the ~~board of directors~~, officer in charge of financial matters and other senior management determined by the ~~board of directors~~. In the Articles of Association, the term "accounting firm" shall have the same meaning as "auditor" and the terms "manager" and "~~deputy~~ manager" shall refer to the "general manager" and "~~deputy~~ general manager" of the Company respectively. In the Articles of Association, the terms of "above", "within" and "below" shall include the figures mentioned whilst the terms of "short of", "beyond", "less than" and "more than" shall not include the figures mentioned.	Article 195 In the Articles of Association, the term "senior management" shall refer to the **manager, vice** manager, secretary to the **Board**, officer in charge of financial matters and other senior management determined by the **Board**. In the Articles of Association, the term "accounting firm" shall have the same meaning as "auditor" and the terms "manager" and "**vice** manager" shall refer to the "general manager" and "**vice** general manager" of the Company respectively. In the Articles of Association, the terms of "above", "within" and "below" shall include the figures mentioned whilst the terms of **"exceeding",** "short of", "beyond", "less than" and "more than" shall not include the figures mentioned.

Note: In addition to the above table, if the addition, deletion, or rearrangement of certain provisions resulted in changes to the numbering of the articles, the numbering of the articles in the revised Articles of Association shall be adjusted accordingly by extension or reduction, and any cross-references to article numbers shall be revised accordingly. Furthermore, all references to "General Meetings of Shareholders (股東大會)" in the document have been uniformly amended to "General Meetings (股東會)" in accordance with the PRC Company Law. Where no other substantive amendments are involved, these changes will not be listed individually.

The English version is an unofficial translation of its Chinese version and is provided for reference only. In the event of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Details of the Proposed Amendments to the Rules for General Meetings are as follows:

Rules for General Meetings	
Before amendment	**After amendment**
Article 1 For the purpose of ~~standardizing~~ behaviors of Jiangxi Copper Company Limited (hereinafter referred to as the "Company") and safeguarding legitimate exercise of authority by the General Meeting, the Company hereby prepares these rules in accordance with rules and regulations such as the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), the Securities Law of the People's Republic of China, ~~the Mandatory Provisions for Companies Listing Overseas,~~ Guidelines for Articles of Association of Listed Company, Rules of the General Meeting ~~of Shareholders~~ of Listed Companies, Corporate Governance Standards for Listed Companies, related securities or stock listing rules of the stock exchanges where the ~~Company's stocks~~ are listed (including but not limited to The Stock Exchange of Hong Kong Limited and Shanghai Stock Exchange) (hereinafter referred to as "Listing Rules"), Articles of Association of Jiangxi Copper Company Limited and its amendments (hereinafter referred to as "Articles of Association").	Article 1 For the purpose of **standardising** behaviors of Jiangxi Copper Company Limited (hereinafter referred to as the "Company") and safeguarding legitimate exercise of authority by the General Meeting, the Company hereby prepares these rules in accordance with rules and regulations such as 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 as to the "Securities Law")**, Guidelines for Articles of Association of Listed Company, Rules of the **General Meeting** of Listed Companies, Corporate Governance Standards for Listed Companies, related securities or stock listing rules of the stock exchanges where the **shares of the Company** are listed (including but not limited to The Stock Exchange of Hong Kong Limited and Shanghai Stock Exchange) (hereinafter referred to as **the** "Listing Rules"), Articles of Association of Jiangxi Copper Company Limited and its amendments (hereinafter referred to as **the** "Articles of Association").

Rules for General Meetings	
Before amendment	**After amendment**
Article 2 The Company shall hold the General Meeting ~~of Shareholders~~ in strict accordance with laws, administrative regulations, these rules and Articles of Association ~~of the Company~~ and safeguard shareholders' legitimate exercise of rights. Board of Directors shall earnestly execute the duties and ~~organize~~ the General ~~meeting of Shareholders~~ in a careful and timely manner. All directors of the Company shall work diligently to ensure normal holding of the General ~~meeting of Shareholders~~ and legitimate exercise of the authority.	Article 2 The Company shall hold the **General Meetings** in strict accordance with laws, administrative regulations, these rules, **the Listing Rules** and **the** Articles of Association and safeguard shareholders' legitimate exercise of rights. **The** Board of Directors shall earnestly execute the duties and **organise** the **General Meeting** in a careful and timely manner. All directors of the Company shall work diligently to ensure normal holding of the **General Meeting** and legitimate exercise of the authority.

Rules for General Meetings	
Before amendment	**After amendment**
Article 4 The ~~general meetings fall to Annual~~ General Meeting ~~of Shareholders~~ and ~~temporary~~ General Meeting. Annual General Meeting ~~of Shareholders~~ shall be held every year within 6 months after completion of the previous accounting year. ~~Temporary meeting~~ may be held irregularly. Under one of following circumstances, ~~a temporary~~ General Meeting ~~of Shareholders~~ shall be held within 2 months after occurrence date of the fact~~.~~ (I) If number of directors is less than that specified in Company Law or less than two thirds of that specified in Articles of Association ~~of the Company~~; (II) Amount of ~~uncovered~~ losses of the Company reaches one third of total amount of ~~paid-up~~ capital; (III) Shareholders ~~holding over~~ 10% ~~(inclusive) of outstanding~~ voting ~~shares of the company propose to hold a temporary General Meeting of Shareholders in written form~~; (IV) Board of Directors deems it as necessary; (V) ~~Board of Supervisors~~ proposes to hold;	Article 4 The **General Meetings are divided into annual General Meeting** and **extraordinary General Meeting**. Annual **General Meetings** shall be held **once** every year within 6 months after completion of the previous accounting year. **Extraordinary General Meetings** may be held irregularly. Under one of following circumstances, **an extraordinary General Meeting** shall be held within 2 months after occurrence date of the fact**:** (I) If **the** number of directors is less than that specified in **the** Company Law or less than two thirds of that specified in **the** Articles of Association; (II) Amount of **unrecovered** losses of the Company reaches one third of total amount of **the** capital **of the Company**; (III) Shareholders**, who separately or jointly hold** 10% **or above** voting **rights of the Company's shares (including preferred shares with restored voting rights but excluding treasury shares), request that an extraordinary General Meeting be convened**; (IV) **The** Board of Directors deems it as necessary; (V) **The Independent Audit Committee (Audit Committee) (hereinafter referred to as the "Audit Committee")** proposes to hold;

Rules for General Meetings	
Before amendment	**After amendment**
(VI) Under circumstances specified by laws, administrative regulations, departmental rules, listing rules or Articles of Association ~~of the Company~~. If the Company fails to hold a General Meeting ~~of Shareholders~~ during the ~~foregoing~~ period, the Company shall make a report to the local agency of China Securities Regulatory Commission (hereinafter referred to as "CSRC") and the stock exchange where the ~~Company's stocks~~ are ~~traded~~ (hereinafter referred to as the "stock exchange"), state reasons and make ~~an~~ public announcement in accordance with related provisions.	(VI) Under circumstances specified by laws, administrative regulations, departmental rules, **the Listing Rules** or **the** Articles of Association. If the Company fails to hold a **General Meeting** during the **aforesaid** period, the Company shall make a report to the local agency of China Securities Regulatory Commission (hereinafter referred to as **the** "CSRC") and the stock **exchanges** where the **shares of the Company** are **listed** (hereinafter referred to as the "**Stock Exchanges**"), state reasons and make **a** public announcement in accordance with related provisions.
Article 5 At the time of holding the General Meeting, the Company shall engage a lawyer to issue legal opinions about following matters and make a public announcement: (I) Whether convening and holding ~~procedures~~ of the ~~meeting~~ comply with laws, administrative regulations, Articles of Association ~~of the Company and these rules~~;	Article 5 At the time of holding the General Meeting, the Company shall engage a lawyer to issue legal opinions about following matters and make a public announcement: (I) Whether **the procedures of** convening and holding of the **General Meeting** comply with laws, administrative regulations, **and the** Articles of Association; .....

Rules for General Meetings	
Before amendment	**After amendment**
Article 7 Independent directors shall have the right to make a proposal to Board of Directors for holding ~~a~~ ~~temporary~~ General Meeting. As for independent directors' proposals about holding the ~~temporary~~ General Meeting, Board of Directors shall, in accordance with laws, administrative regulations and Articles of Association ~~of the Company~~, give a written opinion about whether to approve holding of the ~~temporary~~ General Meeting ~~of Shareholders~~ within 10 days upon receipt of proposals. If Board of Directors agrees to hold the ~~temporary~~ General Meeting, a notice about holding the General Meeting ~~of Shareholders~~ shall be announced within 5 days after a resolution is made by Board of Directors. If Board of Directors disagrees to hold the ~~temporary~~ General Meeting, reasons shall be stated and a public announcement shall be made.	Article 7 **Upon approval by more than half of all the independent directors,** independent directors shall have the right to make a proposal to **the** Board of Directors for holding **an extraordinary** General Meeting. As for independent directors' proposals about holding the **extraordinary** General Meeting, **the** Board of Directors shall, in accordance with laws, administrative regulations and **the** Articles of Association, give a written opinion about whether to approve holding of the **extraordinary** General Meeting within 10 days upon receipt of proposals. If **the** Board of Directors agrees to hold the **extraordinary** General Meeting, a notice about holding the General Meeting shall be announced within 5 days after a resolution is made by **the** Board of Directors. If **the** Board of Directors disagrees to hold the **extraordinary** General Meeting, reasons shall be stated and a public announcement shall be made.

Rules for General Meetings	
Before amendment	**After amendment**
Article 8 ~~Board of Supervisors~~ shall have the right to make a written proposal to Board of Directors for holding ~~a temporary~~ General Meeting. Board of Directors shall, in accordance with laws, administrative regulations and Articles of Association ~~of the Company~~, give a written opinion about whether to approve holding of the ~~temporary~~ General Meeting ~~of Shareholders~~ within 10 days upon receipt of the proposal. If the Board of Directors agrees to hold ~~a temporary~~ General Meeting, a notice about holding the General Meeting ~~of Shareholders~~ shall be announced within 5 days after a resolution is made by Board of Directors. As for changes contained in the notice made in response to the original proposal, consent shall be obtained from ~~the Board of Supervisors~~. If the Board of Directors disagrees to hold the ~~temporary~~ General Meeting ~~of Shareholders~~ or fails to give a written ~~feedback~~ within 10 days upon receipt of the proposal, Board of Directors shall be deemed to have failed or refused to perform the duty of convening the General Meeting, and ~~Board of Supervisors~~ may convene and preside over the General Meeting.	Article 8 **The Audit Committee** shall have the right to make a written proposal to **the** Board of Directors for holding **an extraordinary** General Meeting. **The** Board of Directors shall, in accordance with laws, administrative regulations and **the** Articles of Association, give a written opinion about whether to approve holding of the **extraordinary** General Meeting within 10 days upon receipt of the proposal. If the Board of Directors agrees to hold **an extraordinary** General Meeting, a notice about holding the **General Meeting** shall be announced within 5 days after a resolution is made by **the** Board of Directors. As for changes contained in the notice made in response to the original proposal, consent shall be obtained from **the Audit Committee**. If the Board of Directors disagrees to hold the **extraordinary** General Meeting or fails to give a written **opinion** within 10 days upon receipt of the proposal, **the** Board of Directors shall be deemed to have failed or refused to perform the duty of convening the General Meeting, and **the Audit Committee** may convene and preside over the General Meeting.

Rules for General Meetings	
Before amendment	**After amendment**
Article 9 If shareholders ~~require~~ to convene ~~a temporary~~ General Meeting ~~of Shareholders or a classified shareholders' meeting~~, ~~such shareholders shall go through~~ the following procedures: (I) Shareholders, who separately or jointly hold over 10% ~~(inclusive) of~~ voting ~~shares at the proposed meeting for 90 consecutive days, may sign one or more written requests in the same format and content, require~~ Board of Directors ~~to hold a temporary~~ General Meeting ~~of Shareholders or a classified shareholders' meeting~~ and expound the topic for discussion at the meeting. Board of Directors shall give a written opinion about whether to approve holding of the General Meeting ~~of Shareholders~~ within 10 days upon receipt of the foregoing written request. If Board of Directors agrees to hold ~~a~~ General Meeting, a notice about holding the General Meeting ~~of Shareholders~~ shall be announced within 5 days after a resolution is made by Board of Directors. As for changes contained in the notice made in response to the original request, consent shall be obtained from ~~related~~ shareholders.	Article 9 If shareholders **request** to convene **an extraordinary** General Meeting, the following procedures **shall be followed**: (I) Shareholders, who separately or jointly hold 10% **or above** voting **rights (including preferred shares with restored voting rights but excluding treasury shares)**, **may request the** Board of Directors **to convene an extraordinary** General Meeting**, which shall be made in writing to the Board of Directors,** and expound the topic for discussion at the meeting. **The** Board of Directors shall give a written opinion about whether to approve holding of the **extraordinary** General Meeting within 10 days upon receipt of the foregoing written request. If **the** Board of Directors agrees to hold **an extraordinary** General Meeting, a notice about holding the **General Meeting** shall be announced within 5 days after a resolution is made by **the** Board of Directors. As for changes contained in the notice made in response to the original, consent shall be obtained from **relevant** shareholders.

Rules for General Meetings	
Before amendment	**After amendment**
(II) If the Board of Directors disagrees to hold a General Meeting ~~of Shareholders~~ or fails to give a written ~~feedback~~ within 10 days upon receipt of the request, shareholders who separately or jointly hold over 10% ~~shares~~ of the Company shall ~~have the right to require in written form Board of Supervisors to hold a temporary~~ General Meeting ~~of Shareholders or a classified shareholders' meeting~~. If ~~Board of Supervisors~~ agrees to hold a General Meeting, a notice about holding the General Meeting ~~of Shareholders~~ shall be announced within 5 days upon receipt of the request. As for changes contained in the notice made in response to the original request, consent shall be obtained from ~~related~~ shareholders.	(II) If the Board of Directors disagrees to hold a **General Meeting** or fails to give a written **opinion** within 10 days upon receipt of the request, shareholders who separately or jointly hold 10% **or above voting rights (including preferred shares with restored voting rights but excluding treasury shares)** of the Company shall **request the Audit Committee to convene an extraordinary General Meeting, which shall be made in writing to the Audit Committee**. If **the Audit Committee** agrees to hold a General Meeting, a notice about holding the **General Meeting** shall be announced within 5 days upon receipt of the request. As for changes contained in the notice made in response to the original request, consent shall be obtained from **relevant** shareholders. **(III) If the Audit Committee does not issue the notice of the General Meeting within the prescribed period, it shall be deemed that the Audit Committee does not convene and preside over the General Meeting. Shareholders who separately or jointly hold 10% or above voting rights (including preferred shares with restored voting rights but excluding treasury shares) of the Company for more than 90 consecutive days can convene and preside over the meeting by themselves.**

Rules for General Meetings	
Before amendment	**After amendment**
Article 10 If ~~the Board of Supervisors~~ or shareholders decide to convene a General Meeting ~~of Shareholders~~ by themselves, they shall inform the Board of Directors of the same in written form and go through the procedure of filing with the competent authority in accordance with applicable regulations. Before public announcement of resolutions made at the General Meeting, ~~shareholding~~ proportion of the convening shareholder shall not be less than 10%. At the time of giving the notice of the General Meeting ~~of Shareholders~~ and releasing public announcement of resolutions made at the General Meeting, ~~Board of Supervisors and~~ the convening shareholder shall submit related supporting materials to ~~the local agency of CSRC and~~ the stock exchange.	Article 10 If **the Audit Committee** or shareholders decide to convene a **General Meeting** by themselves, they shall inform the Board of Directors of the same in written form and go through the procedure of filing with the competent authority in accordance with applicable regulations. Before public announcement of resolutions made at the General Meeting, **the voting rights (including preferred shares with restored voting rights but excluding treasury shares)** proportion of the convening shareholder shall not be less than 10%. At the time of giving the notice of the **General Meeting** and releasing public announcement of resolutions made at the General Meeting, **the Audit Committee or** the convening shareholder shall submit related supporting materials to the **Stock Exchanges in accordance with the regulatory requirements of the listing location where the shares of the Company are listed**.

Rules for General Meetings	
Before amendment	**After amendment**
Article 11 As for the General Meeting ~~of Shareholders~~ convened by t~~he Board of Supervisors~~ or shareholders, the Board of Directors and the Secretary of Board of Directors shall ~~provide assistance~~. Board of Directors shall provide a register of shareholders prepared at the date of ~~equity~~ registration. If Board of Directors fails to provide a register of shareholders, the convener may apply to a securities registration and ~~settlement~~ institution for ~~obtainment against~~ related public announcement about holding a General Meeting. Register of shareholders obtained by the convener shall not be used for purposes other than holding of a General Meeting.	Article 11 As for the **General Meeting** convened by **the Audit Committee** or shareholders, the Board of Directors and the secretary of Board of Directors shall **cooperate**. **The** Board of Directors shall provide a register of shareholders prepared at the date of **shares** registration. If **the** Board of Directors fails to provide a register of shareholders, the convener may apply to a securities registration and **clearing** institution for **the register with the** related public announcement about holding a General Meeting. Register of shareholders obtained by the convener shall not be used for purposes other than holding of a General Meeting.
Article 12 As for the General Meeting ~~of Shareholders~~ convened by ~~the Board of Supervisors~~ or shareholders, expenses necessary for the meeting shall be borne by the Company.	Article 12 As for the **General Meeting** convened by **the Audit Committee** or shareholders, expenses necessary for the meeting shall be borne by the Company.

Rules for General Meetings	
Before amendment	**After amendment**
Article 14 The Board of Directors, ~~Board of Supervisors~~ and shareholders individually or aggregately holding over ~~3%~~ of the ~~total~~ shares of the Company shall have the right to propose ~~motions~~ to the Company when the Company convenes the General Meeting ~~of Shareholders~~. Shareholders, individually or aggregately, holding over ~~3%~~ of the ~~total~~ shares of the Company shall have the right to propose provisional ~~motions~~ to the convener in writing ten (10) days prior to the General Meeting. Subject to compliance with relevant laws, administrative regulations and listing rules of the stock exchanges on which the shares of the Company are listed, the convener shall within two (2) days of receipt of the provisional ~~motions~~ issue supplementary notice of the General Meeting ~~of Shareholders~~ to disclose the contents of the provisional ~~motions~~. ~~The content of such provisional motions shall fall within the scope of duties of the shareholders, and have a clear topic for discussion and specific matters for resolutions.~~ Save as stipulated in the above paragraph, the convener shall not change the ~~motions~~ stated in the notice of the General Meeting ~~of Shareholders~~ or add new ~~motions~~ after the announcement of such notice. No voting or resolution shall be made at the General Meeting ~~of Shareholders~~ on ~~motions~~ which are not stated in the notice of the General Meeting ~~of Shareholders~~ or do not comply with the provisions under Article 13.	Article 14 The Board of Directors, **the Audit Committee** and shareholders individually or aggregately holding over **1% (including preferred shares with restored voting rights)** of the shares of the Company shall have the right to propose **resolutions** to the Company when the Company convenes the **General Meeting**. Shareholders, individually or aggregately, holding over **1%** of the shares of the Company **(including preferred shares with restored voting rights)** shall have the right to propose provisional **resolutions** to the convener in writing ten (10) days prior to the General Meeting. Subject to compliance with relevant laws, administrative regulations and **the Listing Rules** of the **Stock Exchanges** on which the shares of the Company are listed, the convener shall within two (2) days of receipt of the provisional **resolutions** issue supplementary notice of the **General Meeting** to disclose the contents of the provisional **resolutions, and submit the provisional resolutions to the General Meeting for consideration, except for provisional resolutions that violate the requirements of the laws, administrative regulations or the Articles of Association, or are not within the scope of authority of the General Meeting**. Save as stipulated in the above paragraph, the convener shall not change the **resolutions** stated in the notice of the **General Meeting** or add new **resolutions** after the announcement of such notice. No voting or **passing of** resolution shall be made at the **General Meeting** on **resolutions** which are not stated in the notice of the **General Meeting** or do not comply with the provisions under Article 13.

Rules for General Meetings	
Before amendment	**After amendment**
Article 15 The Company shall, twenty (20) ~~clear business~~ days before the date of the meeting, give written notice of the ~~shareholders'~~ annual ~~general meeting~~; when the Company convenes an extraordinary ~~general meeting,~~ the Company shall give ~~a~~ written notice at least ~~ten (10) clear business days or~~ fifteen (15) days ~~(whichever is the longer period)~~ prior to the date of the meeting, and inform all registered shareholders of the matters to be considered at the meeting, and the date and venue of the meeting. ~~Those shareholders who intend to attend the meeting shall deliver a written reply to the Company five (5) business days before the meeting.~~	Article 15 The Company shall, twenty (20) days before the date of the meeting, give written notice of the annual **General Meeting**; when the Company convenes an extraordinary **General Meeting**, the Company shall give written notice at least fifteen (15) days prior to the date of the meeting, and inform all registered shareholders of the matters to be considered at the meeting, and the date and venue of the meeting. **The Company shall exclude the day of the meeting when calculating the starting period.**
Article 16 The notice of the General Meeting ~~of Shareholders~~ shall ~~comply with following requirements~~: ~~(I) Announced in written form;~~ ~~(II) Indicate place, date and time of the meeting;~~ ~~(III) Indicate matters to be discussed at the meeting;~~	Article 16 The notice of the **General Meeting** shall **include the following**: **(I) the time, place and duration of the meeting;** **(II) the matters and resolutions to be considered at the meeting;** (III) Make a clear written statement that all **ordinary** shareholders (**including shareholders holding preferred shares with restored voting rights) and shareholders holding shares with special voting rights** shall have the right to attend the General Meeting, **and have the right to appoint proxies in writing** to attend the meeting and vote and that such shareholder proxies need not be shareholders;

Rules for General Meetings	
Before amendment	**After amendment**
~~(IV) Provide shareholders with necessary materials and explanations for them to make a wise decision about matters to be discussed. If the Company makes a proposal about merger, redemption of shares, reorganization of share capital or other reorganization, such materials and explanations include but not limited to specific conditions and contracts (if any) of transactions under discussion, careful explanation about causes and consequences and the content to be disclosed as required by listing rules;~~ ~~(V) If any director, supervisor, manager or other senior executive has significant interest in matters to be discussed, nature and degree of interest shall be disclosed. If effect imposed by matters to be discussed on such director, supervisor, manager and other senior executive is different from that on other shareholders of the same type, difference shall be stated;~~ ~~(VI) Contain the full text of a special resolution to be adopted at the meeting;~~	(IV) Shares registration date of shareholders who have the right to attend the General Meeting; (V) Name and telephone number of the permanent contact **person** of the General Meeting; **(VI) Time and procedures of voting by way of internet or other means.** The notice and the supplementary notice of the **General Meeting** shall sufficiently and fully disclose specific content of all **resolutions** and all materials and explanations necessary for shareholders to make a reasonable judgment about matters to be discussed.

Rules for General Meetings	
Before amendment	**After amendment**
(VII) Make a clear written statement that all shareholders shall have the right to attend the General Meeting~~, that shareholders who have the right to attend the meeting and vote shall have the right to entrust one or more shareholder proxies~~ to attend the meeting and vote and that such shareholder proxies need not be shareholders; ~~(VIII) Contain date and address for service of power of attorney issued to voting proxies;~~ (IX) Shares registration date of shareholders who have the right to attend the General Meeting; (X) Name and telephone number of the permanent contact of the General Meeting. The notice and the supplementary notice of the General Meeting ~~of Shareholders~~ shall sufficiently and fully disclose specific content of all ~~proposals~~ and all materials and explanations necessary for shareholders to make a reasonable judgment about matters to be discussed. ~~If independent directors are required to give opinions about matters to be discussed, such independent directors' opinions and reasons shall be disclosed at the same time of giving the notice or the supplementary notice of the General Meeting.~~	

Rules for General Meetings	
Before amendment	**After amendment**
Article 17 Notice of the General Meeting ~~of Shareholders~~ shall be sent to the shareholders (whether or not entitled to vote at the General Meeting) through delivery by hand or by prepaid mail. The notice shall be delivered to the addresses of the shareholders as shown in the register of shareholders. ~~For the holders of domestic shares, notice~~ of the General Meeting ~~of Shareholders~~ may be given by way of public announcement. ~~The public announcement referred to above shall be published in a newspaper or several newspapers prescribed by the China Securities Regulatory Commission. Once published, all holders of domestic shares shall be deemed to have received the relevant notice of the General Meeting of Shareholders.~~	Article 17 Notice of the **General Meeting** shall be sent to the shareholders (whether or not entitled to vote at the General Meeting) **in compliance with the requirements of the Articles of Association, such as** through delivery by hand or by prepaid mail. The notice shall be delivered to the addresses of the shareholders as shown in the register of shareholders. **Notice** of the **General Meeting** may be given by way of public announcement. **For the notice, materials or written statements of the General Meeting to shareholders, once published on the websites of the Stock Exchanges where the shares of the Company are listed and the website of the Company, it shall be deemed that all shareholders have received the relevant notice, materials or written statements of such General Meeting.**

Rules for General Meetings	
Before amendment	**After amendment**
Article 19 If election of directors ~~and supervisors~~ will be discussed at the General Meeting, the notice of the General Meeting ~~of Shareholders~~ shall fully disclose detailed materials of candidates for directors ~~and supervisors~~ and at least contain the following information: (I) Personal information, such as education background, work experience and part-time job; (II) Whether they have ~~association~~ relationship with the Company or ~~the Company's~~ controlling shareholders or actual controller; (III) Number of shares held in the Company; (IV) Whether they ~~are penalized~~ by CSRC and other related authorities or disciplined by the stock exchange; (V) Related disclosures required by ~~listing rules.~~	Article 19 If election of directors will be discussed at the General Meeting, the notice of the **General Meeting** shall fully disclose detailed materials of candidates for directors and at least contain the following information: (I) Personal information, such as education background, work experience and part-time job; (II) Whether they have **connected** relationship with the Company or **its** controlling shareholders or actual **controllers**; (III) Number of shares held in the Company; (IV) Whether they **have been penalised** by **the** CSRC and other related authorities or disciplined by the **Stock Exchanges**; (V) Related disclosures required by **the Listing Rules**. **Other than adopting a cumulative voting system for the election of a director, each candidate for the director shall be put forward as an individual resolution.**

Rules for General Meetings	
Before amendment	**After amendment**
Article 22 The General Meeting ~~of Shareholders~~ shall have a meeting place and shall be held in the form of an on-site meeting. ~~In addition, safe, economical and convenient network and other means of communication shall be adopted in accordance with provisions of laws, administrative regulations, CSRC and Article of Association of the Company to make convenience for shareholders' participation in the General Meeting. If shareholders participate in the General Meeting of Shareholders through the foregoing means, such shareholders shall be deemed to have been present at the meeting.~~ Shareholders may personally attend the General Meeting ~~of Shareholders~~ and exercise voting right or entrust others to attend the meeting and exercise voting right within the ~~authorized~~ scope.	Article 22 **The location of the General Meeting convened by the Company shall be the Company's office or the place specified in the notice of the General Meeting.** The **General Meeting** shall have a meeting place and shall be held in the form of an on-site meeting. **The General Meeting may also be held electronically or a hybrid of both forms, and shall be conducted in accordance with provisions of the law, administrative regulations, the CSRC, the Listing Rules, or the Articles of Association, using secure, economical, and convenient network and other methods to provide convenience for shareholders.** **If the shareholder who has the right to attend and vote at the General Meeting is a corporation, such shareholder may appoint a representative as its proxy to attend and vote on its behalf. If such shareholder has appointed a representative to attend any General Meeting, such shareholder shall be deemed to have attended the General Meeting in person.** **Hong Kong Securities Clearing Company Limited shall have the right to appoint proxies or corporate representatives to attend General Meetings and creditors' meetings, and these proxies or corporate representatives shall enjoy the same rights as other shareholders, including the right to speak and vote at General Meetings.** Shareholders may personally attend the **General Meeting** and exercise voting right or entrust others to attend the meeting and exercise voting right within the **authorised** scope.

Rules for General Meetings	
Before amendment	**After amendment**
Article 23 ~~If the General Meeting of Shareholders is held through internet or other means of communication~~, the notice of the General Meeting ~~of Shareholders~~ shall expressly indicate time and procedure of voting ~~through internet~~ or other means of ~~communication~~. ~~Time of~~ voting ~~through internet~~ or other means of ~~communication~~ shall not be earlier than 3:00 p.m. of the day before ~~opening~~ of the on-site General Meeting ~~of Shareholders~~ or later than 9:30 a.m. of the ~~opening~~ date of the on-site General Meeting. In addition, closing time shall not be earlier than 3:00 p.m. of the closing date of the on-site General Meeting.	Article 23 The notice of the **General Meeting** shall expressly indicate **the** time and procedure of **online** voting or other means of **voting**. **The staring time for online** voting or other means of **voting** shall not be earlier than 3:00 p.m. of the day before commencement of the on-site **General Meeting** or later than 9:30 a.m. of the **date of commencement of** the on-site General Meeting. In addition, closing time shall not be earlier than 3:00 p.m. of the closing date of the on-site General Meeting.
Article 25 All shareholders registered at shares registration date or their proxies shall have the right to attend the General Meeting ~~of Shareholders~~ and exercise voting ~~right~~ in accordance with ~~related~~ laws, regulations and Articles of Association of the Company~~. The Company and the convener shall not deny for any reason~~.	Article 25 All shareholders registered at shares registration date or their proxies shall have the right to attend the **General Meeting** and exercise voting **rights** in accordance with **relevant** laws, regulations and **the** Articles of Association of the Company.

Rules for General Meetings	
Before amendment	**After amendment**
Article 26 ~~If a proxy represents a shareholder to attend the General Meeting, such proxy shall present his or her own ID card and power of attorney signed by the principal or legal representative of the principal. Power of attorney shall indicate date of issue. If a corporate shareholder entrusts its legal representative to attend the meeting, such legal representative shall present his or her own ID card and a notarized copy of the resolution made by Board of Directors or other authority of the corporate body that entrusts such legal representative or other certified copy approved by the Company.~~	Article 26 **If a shareholder attends the meeting in person, such shareholder shall produce his/her identity card or other valid documents or proof that can prove his/her identity. A proxy attending the meeting on behalf of a shareholder shall produce his/her valid identity document and the authorisation letter given by such shareholder.**
Article 27 ~~Shareholders shall entrust their proxies in written form. Power of attorney shall be signed by the principal or the proxy entrusted by the principal in written form. If the principal is a corporate body, power of attorney shall be affixed with a corporate seal or signed by a director or officially entrusted proxy. Such power of attorney in written form shall indicate number of the principal's shares represented by the proxy.~~	Article 27 **In the case of a corporate shareholder, the legal representative or a proxy appointed by such legal representative may attend the meeting. If the legal representative attends the meeting, such legal representative shall produce his/her identity card and valid proof of his/her legal representative status; if a proxy attends the meeting, such proxy shall produce his/her valid identity card and a written authorisation letter issued by the legal representative of the corporate shareholder in accordance with the law.**

Rules for General Meetings	
Before amendment	**After amendment**
Article 28 ~~Power of attorney concerning voting shall be placed in the domicile of the Company or other place designated in the notice about convening the meeting at least 24 hours before opening of the meeting where a vote is cast under power of attorney or 24 hours before the designated voting time. If such power of attorney is signed by other person authorized by the principal, signed power of attorney or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents shall be placed in the domicile of the Company or other place designated in the notice about convening the meeting together with power of attorney concerning voting.~~ ~~If the principal is corporate body, personnel authorized by legal representative or Board of Directors or other decision-making authorities upon a resolution shall work as a representative and attend the company's General Meeting.~~	Article 28 **If the principal authorises any other person to sign the authorisation letter, the authorisation letter or other authorisation document shall be notarised. Such notarised authorisation letter or other authorisation document, together with the authorisation letter concerning voting, shall be deposited at the office of the Company or other places specified in the notice of the meeting, or provided to the Company in other ways (such as by electronic means), provided that the laws and regulations of the places where the Company is incorporated and where the shares of the Company are listed and the Listing Rules are not contravened.**

Rules for General Meetings	
Before amendment	**After amendment**
Article 29 ~~The format of any power of attorney issued by the Company's Board of Directors to shareholders to appoint shareholder proxies shall allow shareholders to freely instruct shareholder proxies to vote for or against and make a separate instruction for voting in response to each topic for discussion. Power of attorney shall indicate that if shareholders fail to make instructions, shareholder proxies may vote at their own discretion.~~	Article 29 **An authorisation letter issued by a shareholder to appoint another person to attend the General Meeting shall contain the following items:** **(I) the name of the principal, and the class and number of the shares of the Company held by the principal;** **(II) the name of the proxy;** **(III) specific instructions from the shareholder, including instructions to vote for or against or abstain from voting on each matter included in the agenda of the General Meeting;** **(IV) the date of issuance of the authorisation letter and its validity period;** **(V) the signature (or seal) of the principal. In the case of a corporate shareholder, the common seal of the corporation shall be affixed.**

Rules for General Meetings	
Before amendment	**After amendment**
Article 33 ~~If the Company holds the General Meeting, all directors, supervisors and Secretary of Board of Directors shall attend the meeting and managers and other senior executives shall attend the meeting.~~	Article 33 **When a General Meeting requires directors and senior management to attend the meeting as non-voting attendees, the directors and senior management shall attend the meeting as non-voting attendees and accept inquiries from the shareholders.** **The chairman of the Board of Directors shall invite the chairmen of the specialised committees of the Board of Directors to attend the annual General Meeting. If the chairman of the relevant committee is unable to attend, the chairman of the Board of Directors should invite another member (or his/her duly appointed representative if such member is unable to attend) to attend. This person shall be available to answer questions at the annual General Meeting. The management of the Company shall ensure that the external auditor attends the annual General Meeting to answer questions regarding the audit works, the preparation of the audit report and its contents, the accounting policies and the independence of the auditor.** **The chairman of the Audit Committee shall be available to respond to questions at the General Meeting when approving connected transactions or any other transactions requiring approval by independent shareholders.**

Rules for General Meetings	
Before amendment	**After amendment**
Article 34 The General Meeting ~~of Shareholders~~ shall be ~~convened~~ and presided over by Chairman as the Meeting Chairman. If Chairman fails to attend the meeting, ~~Deputy~~ Chairman shall ~~convene~~ and preside over the meeting. If neither Chairman nor ~~Deputy~~ Chairman can attend the meeting, ~~Board of Directors may designate one director of the Company to convene and preside over the meeting. In case of failure in designating a presider of the meeting, shareholders presented at the meeting may elect one of them to work as the presider. If shareholders fail to elect a presider for any reason, the shareholder attending the meeting and holding the most voting shares (including a shareholder proxy) shall work as the presider of the meeting.~~ The General Meeting ~~of Shareholders~~ convened by ~~Board of Supervisors~~ shall be presided by ~~Chairman of Board of Supervisors~~. If ~~Chairman of Board of Supervisors~~ fails or refuses to perform the duty, ~~over half of supervisors may jointly elect a supervisor~~ to preside over the meeting. As for the General Meeting ~~of Shareholders~~ convened by shareholders, the convener shall elect a ~~shareholder~~ to preside over the meeting. If the General Meeting ~~of Shareholders~~ fails to continue due to the meeting presider's violation of these rules, a shareholder may be elected as the meeting presider upon approval by more than half of shareholders ~~presented~~ at the meeting ~~and holding voting shares~~ and the ~~meeting~~ shall proceed.	Article 34 The **General Meeting** shall be **held** and presided over by **the chairman of the Board of Directors** as the **chairman of the meeting**. If **chairman of the Board of Directors** fails to attend the meeting, **vice chairman of the Board of Directors** shall **hold** and preside over the meeting **(in the case that the Company has two or more vice chairmen, the meeting shall be presided over by the vice chairman selected by a majority of the directors);** If neither **chairman** nor **vice chairman of the Board of Directors** can attend the meeting, **a director shall be jointly elected by a majority of directors to preside over the meeting and act as the chairman of the meeting.** The **General Meeting** convened by **the Audit Committee** shall be presided by **the convener of the Audit Committee**. If **the convener of the Audit Committee** fails or refuses to perform the duty, a **member of the Audit Committee shall be jointly elected by a majority of the members of the Audit Committee** to preside over the meeting. As for the **General Meeting** convened by shareholders, the convener shall elect a **representative** to preside over the meeting. **When the General Meeting is convened,** if the **General Meeting** fails to continue due to the meeting presider's violation of these rules, a shareholder may be elected as the meeting presider upon approval by more than half of shareholders **present** at the **General Meeting with voting rights** and the **General Meeting** shall proceed.

Rules for General Meetings	
Before amendment	**After amendment**
Article 35 At the ~~Annual~~ General Meeting, Board of Directors ~~and Board of Supervisors~~ shall ~~respectively~~ make a report on the works for the previous year to the General Meeting ~~of Shareholders~~ and each independent director shall make a work report.	Article 35 At the **annual** General Meeting, **the** Board of Directors shall make a report on the works for the previous year to the **General Meeting** and each independent director shall **also** make a work report.
Article 36 Directors~~, supervisors~~ and senior executives shall respond to inquiries raised by shareholders at the General Meeting ~~of Shareholders~~ and conduct other effective communication in conformity with listing rules.	Article 36 Directors and senior executives shall respond to inquiries raised by shareholders at the **General Meeting** and conduct other effective communication in conformity with **the Listing Rules**.

Rules for General Meetings	
Before amendment	**After amendment**
Article 37 Before voting, the meeting presider shall announce number of shareholders and total number of ~~voting shares~~ held by them. Number of shareholders and proxies present at the meeting and total number of voting shares held by them shall be subject to the meeting register.	Article 37 Before voting, the meeting presider shall announce number of shareholders **and proxies** and **the** total number of **shares with voting rights** held by them. Number of shareholders and proxies present at the meeting and **the** total number of voting shares held by them shall be subject to the meeting register. **Shareholders (including shareholder proxies) shall exercise their voting rights at the General Meeting in proportion to the number of shares with voting rights they represent. Each share shall have one vote, except where special provisions apply to certain classes of shareholders. If a shareholder purchases shares with voting rights of the Company in violation of the provisions of the Securities Law, the voting rights of the shares outside of the regulated proportion cannot be exercised in the following 36 months after such purchase and shall not be counted into the total number of shares with voting rights present at the General Meeting.** **The chairman of the General Meeting shall ensure that the detailed procedures for voting by poll are explained to the shareholders at the meeting and shall answer any questions from the shareholders regarding voting by poll.**
Article 38 At the time of voting at the General Meeting, shareholders (including shareholder proxies) shall exercise voting right in accordance with number of voting shares represented by them and each voting share stands for one vote.	**(Deleted)**

Rules for General Meetings	
Before amendment	**After amendment**
Article 39 Voting shall be made by a show of hands at the General Meeting, unless following personnel requires voting by ballot before or after voting by a show of hands or otherwise specified by laws, administrative regulations, rules or regulations prepared by the related regulatory authority from time to time: (I) Presider of the meeting; (II) At least two shareholders holding voting shares or proxies of shareholders holding voting shares; (III) One or more shareholders (including shareholder proxies) who separately or jointly hold over 10% of voting shares at the meeting. The meeting presider shall announce adoption status of proposals on the site of the meeting and make a record in the meeting minutes as the final basis. There is no need to indicate number or proportion of affirmative votes or negative votes in response to resolutions adopted at the meeting. The Company merely needs to disclose number of votes under the circumstances specified by laws, administrative regulations and rules or regulations prepared by the related authority from time to time. The request for voting by ballot may be withdrawn by the proposer.	**(Deleted)**

Rules for General Meetings	
Before amendment	**After amendment**
Article 40 If voting by ballot is required to elect the presider or suspend the meeting, voting by ballot shall be made immediately. If voting by ballot is required to determine other matters, the presider may decide when to vote and the meeting may proceed to discuss other matters. Voting results shall still be deemed as resolutions adopted at the meeting.	**(Deleted)**
Article 41 At the time of voting, shareholders (including shareholder proxies) holding two or more voting shares need not use all voting shares to vote for or vote against.	**(Deleted)**
Article 42 If number of negative votes and affirmative votes is equal (whether voting by a show of hands or by ballot), the meeting presider shall be entitled to an extra vote.	**(Deleted)**

Rules for General Meetings	
Before amendment	**After amendment**
Article 43 If a shareholder has ~~association~~ relationship with matters to be ~~discussed~~ at the General Meeting, such shareholder shall avoid voting and number of ~~voting shares~~ held by such shareholder will not be included into total number of ~~voting shares~~ held by shareholders present at the General Meeting. At the time of considering significant matters affecting interest of small and medium investors at the General Meeting, ~~number of voting in response to~~ small and medium investors shall be separately calculated. Result of separate calculation shall be publicly disclosed in a timely manner. The Company holding its own shares shall have no voting right and such part of shares will not be included into total number of ~~voting shares~~ held by shareholders present at the General Meeting.	Article 38 If a shareholder has **connected** relationship with matters to be **considered** at the General Meeting, such shareholder shall avoid voting and **the** number of **shares with voting rights** held by such shareholder will not be included into total number of **shares with voting rights** held by shareholders present at the **General Meeting**. **The announcement of the General Meeting resolution shall fully disclose the voting results of the unconnected shareholders.** At the time of considering significant matters affecting interest of small and medium investors at the General Meeting, **the votes of** small and medium investors shall be separately calculated. Result of **the** separate calculation shall be publicly disclosed in a timely manner. The Company holding its own shares shall have no voting right and such part of shares will not be included into total number of **shares with voting rights** held by shareholders present at the General Meeting.

Rules for General Meetings	
Before amendment	**After amendment**
Board of Directors, independent directors ~~and~~ shareholders ~~in conformity with related specified conditions~~ may publicly solicit shareholder voting right. In case of solicitation of shareholder voting right, ~~such information as~~ specific voting intention shall be fully disclosed to persons whose voting rights are being solicited. It is prohibited to solicit shareholder voting rights with payment or disguised payment. The Company shall not impose restriction on minimum shareholding proportion against solicitation of voting rights.	**The** Board of Directors, independent directors**,** shareholders **holding more than 1% of the shares with voting rights or the investor protection institutions established in accordance with laws, administrative regulations or the requirements of the CSRC** may publicly solicit shareholder voting right. In case of solicitation of shareholder voting right, specific voting intention **and any other relevant information** shall be fully disclosed to persons whose voting rights are being solicited. It is prohibited to solicit shareholder voting rights with payment or disguised payment. **Except under statutory conditions,** the Company shall not impose restriction on minimum shareholding proportion against solicitation of voting rights.
Article 44 ~~All proposals~~ shall be voted one by one at the General Meeting. In case of different ~~proposals~~ in response to the same matter, such ~~proposals~~ shall be voted in accordance with ~~time~~ order ~~of filing.~~ The General Meeting ~~of Shareholders~~ shall not suspend voting or refuse to vote, unless the General Meeting ~~of Shareholders~~ is suspended or fails to make resolutions for special reasons such as force majeure.	Article 39 **Other than the cumulative voting system, all resolutions** shall be voted one by one at the General Meeting. In case of different **resolutions** in response to the same matter, such **resolutions** shall be voted in accordance with the order **in which the resolutions are put forward**. The **General Meeting** shall not suspend voting or refuse to vote, unless the **General Meeting** is suspended or fails to make resolutions for special reasons such as force majeure.
Article 45 At the time of considering ~~proposals~~ at the General Meeting, ~~proposals~~ shall not be changed. ~~Otherwise, related~~ changes shall be deemed as a new ~~proposal~~ and shall not be voted at this General Meeting.	Article 40 At the time of considering **resolutions** at the General Meeting, **resolutions** shall not be changed. **If any** changes **are made, it** shall be deemed as a new **resolution** and shall not be voted at this General Meeting.

Rules for General Meetings	
Before amendment	**After amendment**
Article 47 Shareholders (including shareholder proxies) present at the meeting shall expressly indicate ~~affirmation or objection in response to each matter subject to voting. In case of abstaining from voting or giving up voting, such votes will not be included into number of voting shares when the Company calculates voting result of such matter.~~ If votes are not completed or wrongly completed or handwriting on votes are unidentifiable or votes are not cast, corresponding voters shall be deemed to have waived voting right and result of voting based on each ~~voting share~~ shall be deemed as "abstention". In accordance with Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and/or related laws, administrative regulations, rules or provisions, if any shareholder ~~gives up voting in response to~~ any specific resolution or is restricted ~~from merely voting~~ for or voting against any specific resolution, any voting made by such shareholder or the shareholder proxy in violation of such provision or restriction ~~will not be calculated~~.	Article 42 **Voting at the General Meeting shall be conducted by a registered poll.** Shareholders (including shareholder proxies) present at the meeting shall expressly indicate **one of the following in response to each matter requiring voting: for, against or abstention.** If votes are not completed or wrongly completed or handwriting on votes are unidentifiable or votes are not cast, corresponding voters shall be deemed to have waived voting right and result of voting based on each **share with voting rights** shall be deemed as "abstention". In accordance with Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and/or related laws, administrative regulations, rules or provisions, if any shareholder **is required to abstain from voting o**n any specific resolution or is restricted **to vote only** for or **only** against any specific resolution, any voting made by such shareholder or the shareholder proxy in violation of such provision or restriction **shall not be counted**.

Rules for General Meetings	
Before amendment	**After amendment**
Article 48 Before voting in response to ~~proposals~~ at the General Meeting, two shareholder representatives shall be elected to participate in counting and ~~scrutinizing~~ of votes. If any shareholder has ~~association~~ relationship with discussed matters, such shareholder or the proxy shall not participate in counting and ~~scrutinizing~~ of votes. At the time of voting in response to ~~proposals~~ at the General Meeting, lawyers~~,~~ shareholder representatives ~~or supervisor representatives~~ shall jointly count and ~~scrutinize~~ votes. Shareholders or shareholder proxies who vote through internet or other means shall have the right to verify their voting results through a corresponding voting system.	Article 43 Before voting in response to **resolutions** at the General Meeting, two shareholder representatives shall be elected to participate in counting and scrutinising of votes. If any shareholder has **connected** relationship with **the** discussed matters, such shareholder or the proxy shall not participate in counting and **scrutinising** of votes. At the time of voting in response to **resolutions** at the General Meeting, lawyers **and** shareholder representatives shall jointly count and scrutinise votes **and shall announce the voting results on the site.** Shareholders or shareholder proxies who vote through internet or other means shall have the right to verify their voting results through a corresponding voting system.
Article 49 Closing time of the on-site meeting shall not be earlier than that of the meeting held through internet or other means ~~of communication~~. The meeting presider shall announce voting status and result of each ~~proposals~~ and announce whether ~~proposals~~ are adopted in accordance with voting results on the site. Before official release of voting results, the Company, vote counters, voter ~~scrutinizers~~, ~~main~~ shareholders and internet service provider involved in voting on the site of the General Meeting, through internet or other means shall keep ~~confidential~~ voting status.	Article 44 Closing time of the on-site **General Meeting** shall not be earlier than that of the meeting held through internet or other means. The meeting presider shall announce voting status and result of each **resolution** and announce whether **resolutions** are adopted in accordance with voting results on the site **of the meeting**. Before official release of voting results, the Company, vote counters, voter **scrutinisers**, shareholders and internet service provider involved in voting on the site of the General Meeting, through internet or other means shall keep **the** voting status **confidential**.

Rules for General Meetings	
Before amendment	**After amendment**
Article 50 If the meeting presider has any doubt about the result of resolutions subject to voting, the meeting presider may ~~organize~~ counting of votes. If the meeting presider does not ~~organize~~ counting and shareholders or shareholder proxies have objection to the result announced by the meeting presider, such shareholders and shareholder proxies shall have the right to immediately require counting of votes after announcement and the meeting presider shall immediately ~~organize~~ counting. ~~In case of counting of votes at the General Meeting, the result of counting shall be recorded in the meeting minutes.~~	Article 45 If the meeting presider has any doubt about the result of resolutions subject to voting, the meeting presider may **organise** counting of votes. If the meeting presider does not **organise** counting and shareholders or shareholder proxies have objection to the result announced by the meeting presider, such shareholders and shareholder proxies shall have the right to immediately require counting of votes after announcement and the meeting presider shall immediately **organise** counting.
Article 51 The meeting presider shall be responsible for determining whether resolutions discussed at the General Meeting of Shareholders are adopted and the determination shall be final and announced at the meeting and recorded in the meeting minutes.	**(Deleted)**

Rules for General Meetings	
Before amendment	**After amendment**
Article 52 Resolutions ~~discussed~~ at the General Meeting ~~of Shareholders~~ shall be announced in a timely manner. The public announcement shall indicate number of shareholders and proxies present at the meeting, total number of ~~voting shares~~ and proportion ~~in~~ total number of ~~the Company's voting shares~~, voting method, voting result of each ~~proposal~~ and specific content of each adopted resolution.	Article 46 Resolutions **considered** at the **General Meeting** shall be announced in a timely manner. The public announcement shall indicate number of shareholders and proxies present at the meeting, **the** total number of **shares with voting rights held by them** and the proportion **to the** total number of **shares with voting rights of the Company**, voting method, voting result of each **resolution** and specific content of each adopted resolution. **The Company shall also count and announce the attendance of and the voting results at the meeting by the holders of domestic shares and holders of foreign shares.**

Rules for General Meetings	
Before amendment	**After amendment**
Article 54 The meeting minutes shall be prepared by Secretary of Board of Directors. The meeting minutes shall contain following information: (I) Date, time, place and agenda of the meeting and convener's name; (II) Names of the meeting presider and directors~~, supervisors, Secretary of Board of Directors, managers~~ and ~~other~~ senior ~~executives present at the meeting or~~ attending the meeting as non-voting ~~delegates~~; (III) Number of shareholders and shareholder proxies present at the meeting, total number of ~~voting shares~~ and proportion in total number of the Company~~'s voting shares~~; (IV) Consideration process, key points of speeches and voting result of each ~~proposal~~; (V) Shareholder's inquiry opinions or suggestions and corresponding replies or explanations; (VI) Names of lawyers and vote counters and vote; (VII) Other information that shall be included into the meeting minutes as specified by Articles of Association ~~of the Company~~.	Article 48 The meeting minutes **of the General Meeting** shall be prepared by **the** secretary of **the** Board of Directors. The meeting minutes shall contain following information: (I) Date, time, place and agenda of the meeting and **the** convener's name; (II) Names of the meeting presider and directors and senior **management** attending the meeting as non-voting **attendees**; (III) Number of shareholders and shareholder proxies present at the meeting, total number of **shares with voting rights held by them** and proportion **to the** total number **of shares with voting rights** of the Company **(shall separately record the attendance of the General Meeting of the holders of domestic shares (including shareholder proxies) and the holders of domestically-listed foreign shares (including shareholder proxies))**; (IV) Consideration process, key points of speeches and voting result of each **resolution (shall separately record the voting results of holders of domestic shares and holders of domestically-listed foreign shares for each resolution)**; (V) Shareholder's inquiry opinions or suggestions and corresponding replies or explanations; (VI) Names of lawyers and vote counters and vote scrutinisers; (VII) Other information that shall be included into the meeting minutes as specified by **the** Articles of Association.

Rules for General Meetings	
Before amendment	**After amendment**
Article 55 Directors, ~~supervisors,~~ Secretary of Board of Directors, the convener or ~~the~~ representative, the meeting presider shall sign names on the meeting minutes ~~and ensure authenticity, accuracy and completeness of the content of the meeting minutes. Resolutions adopted at the General Meeting of Shareholders shall constitute a meeting summary~~. The meeting minutes ~~and the meeting summary~~ shall be prepared in ~~China~~ and the meeting minutes shall be retained together with signature register of shareholders present at the meeting, ~~power of attorney~~ issued to proxies and effective materials about voting through internet or other means and retention period shall be 10 years. ~~Shareholders may freely consult copies of the meeting minutes at working time of the Company. Any shareholder may ask for copies of the meeting minutes from the Company and the Company shall send such copies within 7 days upon receipt of reasonable expenses.~~	Article 49 **The convenor shall ensure the truthfulness, accuracy and completeness of the content of the meeting minutes.** Directors, **the** secretary of the Board of Directors, the convener or **his/her** representative, the meeting presider shall sign names on the meeting minutes. The meeting minutes shall be prepared in **Chinese** and the meeting minutes shall be retained together with the signature register of shareholders present at the meeting, **the authorisation letters** issued to proxies and effective materials about voting through internet or other means and retention period shall be 10 years.
Article 57 If ~~proposals~~ about election of directors ~~and supervisors~~ are adopted at the General Meeting, new directors ~~and supervisors~~ shall take office in accordance with Articles of Association ~~of the Company~~.	Article 51 If **resolutions** about election of directors are adopted at the General Meeting, new directors shall take office in accordance with **the** Articles of Association.

Rules for General Meetings	
Before amendment	**After amendment**
Article 59 If resolutions adopted at the General Meeting ~~of Shareholders~~ of the Company violate laws or administrative regulations, such resolutions shall be null and void. The Company's controlling shareholders or actual controller shall not restrict or obstruct small and medium investors from legally exercising voting right or prejudice legitimate rights and interests of small and medium investors. If meeting convening procedure or voting method of the General Meeting ~~of Shareholders~~ violates laws, administrative regulations or Articles of Association ~~of the Company~~ or the content of resolutions violates Articles of Association ~~of the Company~~, shareholders may apply to the people's court for cancellation within 60 days after such resolutions take effect.	Article 53 If resolutions adopted at the **General Meeting** of the Company violate laws or administrative regulations, such resolutions shall be null and void. The Company's controlling shareholders or actual **controllers** shall not restrict or obstruct small and medium investors from legally exercising voting right or prejudice legitimate rights and interests of small and medium investors. If meeting convening procedure or voting method of the **General Meeting** violates laws, administrative regulations or **the** Articles of Association or the content of resolutions violates **the** Articles of **the** Association, shareholders may apply to the **People's Court** for cancellation within 60 days after such resolutions take effect**, except that there are only minor defects in the meeting convening procedure or voting method of the General Meeting, which do not materially affect the resolutions**. **In the event of disputes among the Board of Directors, shareholders and other relevant parties regarding the qualifications of the convener, the meeting convening procedure, the legality of the contents of the resolutions, and the validity of the resolutions of the General Meeting, such disputes shall be brought to the People's Court in a timely manner. Before the People's Court makes a judgment or ruling to revoke the resolutions, the relevant parties shall execute the resolutions of the General Meeting. The Company, directors and senior management shall fulfill their duties and execute the resolutions of the General Meeting in a timely manner to ensure the normal operation of the Company.**

Rules for General Meetings	
Before amendment	**After amendment**
	If the People's Court makes a judgement or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, the provisions of the CSRC and the Stock Exchanges, fully explain the impact, and actively cooperate with the implementation of the judgement or ruling after it has come into effect. Where correction of prior period matters is involved, it will be dealt with in a timely manner and be fulfilled with corresponding information disclosure obligations.
Article 61 If the Company plans to change or abolish rights of ~~classified~~ shareholders, such change or abolishment shall be ~~adopted as a~~ special resolution at the General Meeting ~~of Shareholders~~ and ~~adopted~~ by affected ~~classified~~ shareholders at the General Meetings ~~respectively~~ held in accordance with ~~Article 63 to Article 67~~.	Article 55 If the Company plans to change or abolish rights of **class** shareholders, such change or abolishment shall be **approved by** a special resolution at the **General Meeting** and **approved** by **the** affected **class** shareholders at the General Meeting **separately** held in accordance with **Article 57 to Article 61**.

Rules for General Meetings	
Before amendment	**After amendment**
Article 63 As for affected ~~classified~~ shareholders (whether or not they have voting right at the General Meeting), if they are involved in circumstances under Clause (II) to Clause (VIII), Clause (XI) to Clause (XII) under ~~Article 62~~, they shall have voting right at the meeting of ~~classified~~ shareholders, but interested shareholders shall not have voting right at the meeting of ~~classified~~ shareholders. ~~Interested shareholders referred to the foregoing clauses defined as follows:~~ ~~(I) Under the circumstance that the Company issues repurchase offers to all shareholders in the same proportion in accordance with Article 31 of Articles of Association of the Company or repurchase its own shares through public trading at the stock exchange, "interested shareholders" refer to holding shareholders defined in Article 55;~~ ~~(II) Under the circumstance that the Company repurchases its own shareholders outside the stock exchange through an agreement in accordance with Article 31, "interested shareholders" refer to related shareholders related to such agreement;~~ ~~(III) In the Company's reorganizing plan, "interested shareholders" refer to shareholders who bear liabilities in a proportion lower than that of other shareholders of such category or shareholders who have interest different from other shareholders of such category.~~	Article 57 As for affected **class** shareholders (whether or not they have voting right at the General Meeting), if they are involved in circumstances under Clause (II) to Clause (VIII), Clause (XI) to Clause (XII) under **Article 56**, they shall have voting right at the meeting of **class** shareholders, but interested shareholders shall not have voting right at the meeting of **class** shareholders.

Rules for General Meetings	
Before amendment	**After amendment**
Article 67 Except for shareholders of other classified shares, shareholders of domestic shares and shareholders of overseas listed foreign shares shall be deemed as different classified shareholders. Under following circumstances, special procedure of voting by classified shareholders shall be inapplicable: (I) Upon approval by the General Meeting of Shareholders through a special resolution, the Company separately or simultaneously issues domestic shares, overseas listed foreign shares each 12 months and quantity of domestic shares, overseas listed foreign shares to be issued will not exceed 20% of outstanding shares respectively; (II) The Company's plan prepared at the time of establishment about issuing domestic shares and overseas listed foreign shares was completed within 15 months after the date of approval by the securities regulatory authority of the State Council.	**(Deleted)**

Rules for General Meetings	
Before amendment	**After amendment**
Article 70 If there are matters not covered in these rules or these rules conflict with laws, administrative regulations, other ~~related~~ normative documents and Articles of Association ~~of the Company~~, laws, administrative regulations, other related normative documents and Articles of Association ~~of the Company~~ shall prevail.	Article 63 If there are matters not covered in these rules or these rules conflict with laws, administrative regulations, other **relevant** normative **documents**, **Listing Rules** and **the** Articles of Association, laws, administrative regulations, other related normative **documents, Listing Rules** and **the** Articles of Association shall prevail.

Note: In addition to the above table, if the addition, deletion, or rearrangement of certain provisions resulted in changes to the numbering of the rules, the numbering of the rules in the revised Rules for General Meetings shall be adjusted accordingly by extension or reduction, and any cross-references to rule numbers shall be revised accordingly. Furthermore, all references to "General Meetings of Shareholders (股東大會)" in the document have been uniformly amended to "General Meetings (股東會)" in accordance with the PRC Company Law. Where no other substantive amendments are involved, these changes will not be listed individually.

The English version is an unofficial translation of its Chinese version and is provided for reference only. In the event of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Details of the Proposed Amendments to the Rules for Board of Directors:

Rules for Board of Directors	
Before amendment	**After amendment**
Article 1 These rules and procedures are hereby formulated in order to ensure the efficient operation and scientific decision-making by the Board of Directors of Jiangxi Copper Company Limited (hereinafter referred to as the "Company"), to regulate the operation procedures of the Board and its internal ~~organizations~~, and to exert its role as an ~~operational~~ decision-making body more efficiently, in accordance with the Company Law of the People's Republic of China ("Company Law"), the Securities Law of the People's Republic of China ~~("Securities Law")~~, ~~Code of Corporate Governance for Listed Companies ("Code of Governance")~~, listing rules for the stocks in Hong Kong and Shanghai (hereinafter referred to as the "listing location") (hereinafter referred to ~~collectively~~ as "Regulatory Rules") and the Articles of Association of Jiangxi Copper Company Limited and its amendments (hereinafter referred to as the "Articles of Association").	Article 1 These rules and procedures are hereby formulated in order to ensure the efficient operation and scientific decision-making by the Board of Directors of Jiangxi Copper Company Limited (hereinafter referred to as the "Company"), to regulate the operation procedures of the Board and its internal **organisations**, and to exert its role as an operational decision-making body more efficiently, 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, listing rules for the stocks in Hong Kong and Shanghai (hereinafter referred to as the "listing location") (hereinafter referred to as **the** "Regulatory Rules") and the Articles of Association of Jiangxi Copper Company Limited and its amendments (hereinafter referred to as the "Articles of Association").
Article 2 The Board of Directors is the standing supreme authority for management and operation of the Company, being accountable to and shall report to the General Meeting.	**(Deleted)**

Rules for Board of Directors	
Before amendment	**After amendment**
Article 3 The Board of Directors shall consist of eleven directors. The Board shall have one chairman, and may have one or two vice chairman, one or more executive directors. There shall be over 1/3 independent (non-executive) directors among the directors of the Board, which shall be defined as the directors independent from the shareholders of the Company and not holding any post inside the Company.	Article 2 The Board of Directors shall consist of eleven directors, **including one employee representative director**. The Board shall have one chairman, and may have one or two vice chairman, one or more executive directors. **Executive directors shall deal with issues authorised by the Board.** There shall be over 1/3 independent (non-executive) directors among the directors of the Board, which shall be defined as the directors independent from the shareholders of the Company and not holding any post inside the Company**, of which at least one of whom shall be professional accountant who has appropriate professional qualifications or has appropriate accounting or related financial management expertise as required by the Regulatory Rules of the listing location**.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 4 The Board shall be accountable to the General Meeting, and exercise the following functions and powers: (I) To convene the General Meeting ~~of Shareholders~~ and report its work to the General Meeting; (II) To implement the resolutions of the General Meeting; (III) To determine the operation plans and investment plans; (IV) To ~~formulate~~ the annual financial budget ~~and final account plan~~; (V) To formulate the profit distribution plan and loss recovery plan; (VI) To formulate ~~the debt and financial policies,~~ the plans for increase or decrease of registered capital, and plans for issuance of corporate bond or other securities or listing plans thereof; (VII) To formulate the major merger or sales plan, the plans for acquisition of the stocks of the Company and for merger, division, dissolution and change of corporate form of the Company;	Article 3 The Board shall be accountable to the General Meeting, and exercise the following functions and powers: (I) To convene the General Meeting and report its work to the General Meeting; (II) To implement the resolutions of the General Meeting; (III) To determine the operation plans and investment plans; (IV) To **consider and approve** the annual financial budget; (V) To formulate the profit distribution plan and loss recovery plan; (VI) To formulate the plans for increase or decrease of registered capital, and plans for issuance of corporate bond or other securities or listing plans thereof; (VII) To formulate the major merger or sales plan, the plans for acquisition of the stocks of the Company and for merger, division, dissolution and change of corporate form of the Company; **(VIII) To decide on the Company's external investments, acquisitions and disposals of assets, pledges of assets, external guarantees, entrusted financial management, connected transactions and external donations to the extent authorised by the General Meeting;**

Rules for Board of Directors	
Before amendment	**After amendment**
(VIII) To determine the establishment of the internal management ~~organs~~ of the Company;	(IX) To determine the establishment of the internal management **organisations** of the Company;
(IX) To appoint or dismiss the manager and secretary of the Company, and on the nomination of the manager, to appoint or dismiss the vice manager, CFO and other senior management staff, and to determine their remunerations and awards and penalties;	(X) To appoint or dismiss the manager and secretary of the Company **and decide on their remuneration and rewards and punishments;** on the nomination of the manager, to appoint or dismiss the vice manager, CFO and other senior management staff, and to determine their remunerations and awards and penalties;
(X) To formulate the basic management systems~~, including the financial management and human resources management system~~;	(XI) To formulate the basic management systems;
(XI) To formulate the amendments to the Articles of Association ~~of the Company~~;	(XII) To formulate the amendments to the Articles of Association;
~~(XII) To file the bankruptcy application for the Company;~~	(XIII) To manage the information disclosure of the Company;
~~(XIII) To nominate the management and legal consultant of the Company;~~	(XIV) To file a proposal to the General Meeting for engagement or replacement of the CPA firm for audit of the Company;
(XIV) To manage the information disclosure of the Company;	(XV) To listen to the report of and inspect the work of the manager (where any director is concurrently holding the post of general manager at the time of evaluation by the Board of the performance of the general manager, such director shall avoid the evaluation);
(XV) To file a proposal to the General Meeting ~~of Shareholders~~ for engagement or replacement of the CPA firm for audit of the Company;	

Rules for Board of Directors	
Before amendment	**After amendment**
(XVI) To listen to the report of and inspect the work of the manager (where any director is concurrently holding the post of general manager at the time of evaluation by the Board of the performance of the general manager, such director shall avoid the evaluation);	(XVI) To determine other major affairs and administrative affairs and sign other major agreements in addition to the affairs required by the Company Law, **the Regulatory Rules of the listing location** and the Articles of Association to be resolved at a General Meeting;
(XVII) To determine other major affairs and administrative affairs and sign other major agreements in addition to the affairs required by the Company Law, ~~the relevant Regulatory Rules~~ and the Articles of Association to be resolved at a General Meeting ~~of Shareholders~~;	(XVII) Other powers conferred by the General Meeting and the Articles of Association. **The above resolutions adopted by the Board shall be passed by the vote of a simple majority of the directors, except for items (VI), (VII) and (XII) and as provided for in other laws, administrative regulations, and the Regulatory Rules of the listing location, in which case the vote of more than 2/3 of the directors is required. For those within the scope of major issues requiring the involvement of the party committee of the Company in decision-making, the Board shall take advice and suggestions from the party committee of the Company in advance.**
(XVIII) Other powers conferred by the General Meeting ~~of Shareholders~~ and the Articles of Association.	

Rules for Board of Directors	
Before amendment	**After amendment**
Article 5 ~~The resolutions as set forth in the previous Articles adopted by the Board shall be passed by the vote of a simple majority of the directors, except in case of Clause (VI), (VII) and (XI), in which case the vote of more than 2/3 of the directors is required.~~ In case the sum of the projected value of the fixed assets proposed to be disposed of by the Board and the value of the fixed assets already disposed of within four months prior to the date of disposition proposal, exceeds 33% of the value of fixed assets indicated in the balance sheet most recently reviewed by the General Meeting, then pending the approval of the General Meeting, the Board shall not dispose of or agree to dispose of such fixed assets. The disposition referred to under this Article includes transfer of certain asset interests, but does not include provision of security by fixed assets. The validity of transactions from disposing of the fixed assets shall not be affected by breach of clause 1 of this Article.	Article 4 In case the sum of the projected value of the fixed assets proposed to be disposed of by the Board and the value of the fixed assets already disposed of within four months prior to the date of disposition proposal, exceeds 33% of the value of fixed assets indicated in the balance sheet most recently reviewed by the General Meeting, then pending the approval of the General Meeting, the Board shall not dispose of or agree to dispose of such fixed assets. The disposition referred to under this Article includes transfer of certain asset interests, but does not include provision of security by fixed assets. The validity of transactions from disposing of the fixed assets shall not be affected by breach of clause 1 of this Article.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 6 ~~Upon approval of more than 1/2 of all the members of the Board, the~~ Board may exercise the following powers of decision-making in respect of business operation: (I) Purchase or sales of assets, external investment (including entrusted financial management, ~~entrusted loans~~ etc.), provision of financial aid, entrusted (or entrusting) management of assets or business, entering into license agreement, transfer (or being transferred) of research & development projects and other transactions, where: (i) the value of assets involved in a single transaction accounts for over 10% and less than 25% of the most recent audited total assets of the Company; (ii) the amount of a single transaction accounts for over 10% and less than 25% of the most recent audited net assets of the Company, and the absolute amount is over RMB10,000,000;	Article 5 **The** Board may exercise the following powers of decision-making in respect of business operation: (I) Purchase or sales of assets, external investment **(**including entrusted financial management, **investment in subsidiaries**, etc.), provision of financial aid **(including interest-bearing or interest-free loans, entrusted loans, etc.)**, entrusted (or entrusting) management of assets or business, entering into license agreement, transfer (or being transferred) of research & development projects and other transactions, where: (i) the value of assets involved in a single transaction accounts for over 10% and less than 25% of the most recent audited total assets of the Company; (ii) the amount of a single transaction accounts for over 10% and less than 25% of the most recent audited net assets of the Company, and the absolute amount is over RMB10,000,000;

Rules for Board of Directors	
Before amendment	**After amendment**
(iii) the major operating revenue in respect of the subject of a single transaction in the latest accounting year accounts for over 10% and less than 25% of the audited major operating revenue for the latest accounting year of the Company, and the absolute amount is over RMB10,000,000;	(iii) the major operating revenue in respect of the subject of a single transaction in the latest accounting year accounts for over 10% and less than 25% of the audited major operating revenue for the latest accounting year of the Company, and the absolute amount is over RMB10,000,000;
(iv) the relevant net profit in respect of the subject of a single transaction in the latest accounting year accounts for over 10% and less than 25% of the audited net profit of the Company for the latest accounting year, and the absolute amount is over RMB1,000,000.	(iv) the relevant net profit in respect of the subject of a single transaction in the latest accounting year accounts for over 10% and less than 25% of the audited net profit of the Company for the latest accounting year, and the absolute amount is over RMB1,000,000**;**
	(v) the profit generated from a single transaction accounts for over 10% of the audited net profit for the latest accounting year, and the absolute amount is over RMB1,000,000.
	Unless otherwise provided by laws and regulations, departmental rules, and the Regulatory Rules, and the Articles of Association, the aforesaid matters shall be subject to the approval of more than half of all the members of the Board.

Rules for Board of Directors	
Before amendment	**After amendment**
Where the above transactions involve listing of securities or any matter that is subject to the ~~approval of~~ the securities regulatory authority under the State Council, the same shall be approved by the ~~general meeting of the Company~~.	Where the above transactions involve listing of securities or any matter that is subject to the **registration or filing with** the securities regulatory authority under the State Council, the same shall be approved by the **General Meeting**.
(II) In case a connected transaction is involved, the regulations issued by the securities regulatory authority under the State Council and the ~~listing rules of the stock exchange where the securities of the Company are listed shall apply~~.	(II) In case a connected transaction is involved, the regulations issued by the securities regulatory authority under the State Council and the **Regulatory Rules of the listing location**.
For the transactions related to financial aid and entrusted financial management among the transactions as set forth in the ~~subparagraph (1) of clause (I)~~ of this Article, the amount of transaction shall be calculated on accumulative basis in 12 consecutive months based on the types of transactions, to which the required percentage of the Board approval shall be applicable. Where the Company engages in transactions other than provision of financial aid and entrusted financial management, each transaction related to the subject under the same category of transactions shall be calculated on accumulative basis in 12 consecutive months, to which the required percentage of the Board approval shall be applicable; where the Company has performed the approval obligations on accumulative basis, the same shall not be included in the calculation of accumulation.	For the transactions related to financial aid and entrusted financial management among the transactions as set forth in the **subparagraph (1) of clause I** of this Article, the amount of transaction shall be calculated on accumulative basis in 12 consecutive months based on the types of transactions, to which the required percentage of the Board approval shall be applicable (**transactions related to financial aid shall be considered and approved by more than two-thirds of the directors present at the Board meeting, in addition to a simple majority of all directors**). Where the Company engages in transactions other than provision of financial aid and entrusted financial management, each transaction related to the subject under the same category of transactions shall be calculated on accumulative basis in 12 consecutive months, to which the required percentage of the Board approval shall be applicable; where the Company has performed the approval obligations on accumulative basis, the same shall not be included in the calculation of accumulation.

Rules for Board of Directors	
Before amendment	**After amendment**
Domestic or overseas ~~regulatory requirement~~ that the Company is subject to which is more stringent than this Article shall apply according to the principle of strict interpretation.	Domestic or overseas **Regulatory Rules of the listing location** that the Company is subject to which is more stringent than this Article shall apply according to the principle of strict interpretation.
Article 7 Supervision and Inspection Powers (I) To supervise the implementation of the development strategies of the Company, and inspect the completion status of each plans; (II) To supervise and inspect the implementation of annual financial budget and final accounts; (III) To carry out evaluation the operation performance of the Company on an annual basis, to timely detect the problems in operation and propose improvement advices, and to supervise the senior management staff for implementation; (IV) To evaluate plans and effects of enhancing operation in due time, to investigate the major problems arising from the operation; (V) To ensure timely provision of information regarding the Company, and evaluate such information, to ensure the accuracy, completeness and reasonableness of such information.	Article 6 Supervision and Inspection Powers: (I) To supervise the implementation of the development strategies of the Company, and inspect the completion status of each plans; (II) To supervise and inspect the implementation of annual financial budget and final accounts; (III) To carry out evaluation **of** the operation performance of the Company on an annual basis, to timely detect the problems in operation and propose improvement advices, and to supervise the senior management staff for implementation; (IV) To evaluate plans and effects of enhancing operation in due time, to investigate the major problems arising from the operation; (V) To ensure timely provision of information regarding the Company, and evaluate such information, to ensure the accuracy, completeness and reasonableness of such information.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 8 The Board ~~of Directors~~ shall, at its sole and exclusive discretion, appoint and dismiss the chairman, and no other ~~organs~~ or individuals may interfere in the appointment and dismissal by the Board of the chairman. The chairman shall be nominated by one or more directors, and elected and dismissed by a vote of a simple majority of all directors. The tenure of office of the chairman shall be three years, and may be reappointed.	Article 7 The Board shall, at its sole and exclusive discretion, appoint and dismiss the chairman, and no other **organisations** or individuals may interfere in the appointment and dismissal by the Board of the chairman. The chairman **and vice chairman (nominated by the chairman)** shall be nominated by one or more directors, and elected and dismissed by a vote of a simple majority of all directors. The tenure of office of the chairman **and vice chairman** shall be three years, and may be reappointed.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 9 The chairman is the legal representative of the Company, and exercises the following powers: (I) To convene and preside over the Board Meeting; (II) To inspect the ~~implementation~~ of the resolutions of the Board; (III) To sign the securities issued by the Company; ~~(IV) To sign the important documents of the Board and other documents required to be signed by the legal representative of the Company;~~ ~~(V) To exercise the powers of legal representative;~~ ~~(VI) In case of serious natural disasters or other force majeure events, to exercise the special rights of disposal for the corporate affairs in a manner that is in the best interests of the Company and in compliance with applicable laws, and to report to the Board and the General Meeting of Shareholders thereafter;~~ (VII) Other powers conferred by the Board.	Article 8 The chairman is the legal representative of the Company, and exercises the following powers: (I) To **preside over a General Meeting, and to** convene and preside over the Board meeting; (II) To **supervise and** inspect the **operation** of the resolutions of the Board; (III) To sign the securities issued by the Company; (IV) Other powers conferred by the Board. **The Board shall not delegate the statutory powers to be exercised by the Board to the chairman, managers of the Company or others.**

Rules for Board of Directors	
Before amendment	**After amendment**
Article 11 The directors shall be elected by the General Meeting, ~~whose~~ tenure of office shall be 3 years. The director may be reappointed after expiration of the tenure of office. Subject to compliance with applicable laws, administrative regulations, and rules or by laws issued by relevant regulatory authorities from time to time, the General Meeting ~~of Shareholders~~ may by ordinary resolutions dismiss any director whose tenure of office has not expired, without prejudice to the right of claims pursuant to any contract. ~~Directors~~ may concurrently hold the posts of ~~other~~ senior management. There is no shareholding requirement for directors.	Article 10 The directors shall be elected **or replaced** by the General Meeting, **each** tenure of office shall be 3 years. The director may be reappointed after expiration of the tenure of office. **However, the consecutive tenure of office of independent directors shall not exceed 6 years.** **The employees representative director shall be elected by the Company's employees through the employees representatives meeting, employees meeting or democratic election in other forms.** **The tenure of office of a director shall be calculated from the date when such director takes office, until the expiry of the term of the incumbent Board. When the directors' tenure of office expires and a reelection is not timely held, the incumbent directors shall continue to perform their obligations according to the laws, administrative regulations, departmental rules and the Articles of Association before the incoming directors take office.** Subject to compliance with applicable laws, administrative regulations, and rules or by laws issued by relevant regulatory authorities from time to time, the General Meeting may by ordinary resolutions dismiss any director whose tenure of office has not expired, without prejudice to the right of claims pursuant to any contract.

Rules for Board of Directors	
Before amendment	**After amendment**
	Non-independent directors may concurrently hold the posts of senior management **of the Company, provided that the total number of directors who are also in the posts of senior management and directors who are employee representatives shall not exceed half of the total number of directors of the Company.** There is no shareholding requirement for directors.
Article 12 Anyone covered in applicable provisions in the Company Law and those who are denied access by the China Securities Regulatory Commission and any stock exchange whose denial to access is not removed, shall not act as directors of the Company.	Article 11 Anyone covered in applicable provisions in the Company Law **and the Articles of Association** and those who are denied access by the China Securities Regulatory Commission and any stock exchange whose denial to access is not removed, shall not act as directors of the Company.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 13 Directors shall comply with laws and regulations and the Articles of Association ~~of the Company~~, and shall have loyalty obligations to the Company as follows: (I) Not to ~~accept bribes or other illegal gains by taking advantage of his/her position, nor shall he/she~~ encroach upon the property of the Company~~;~~ (II) ~~Not to~~ embezzle the fund of the Company; (III) Not deposit in any account in his/her own name or other's name the ~~property or~~ fund of the Company; ~~(IV) Not to violate the Articles of Association of the Company, or provide any loans to others or create security on the property of the Company for the debts of others, without approval of the General Meeting of Shareholders or the Board of Directors;~~	Article 12 Directors shall comply with laws and regulations and the Articles of Association and shall have loyalty obligations to the Company. **They shall take measures to avoid conflicts between their own interests and those of the Company, and shall not leverage their powers and positions to seek improper benefits.** Directors shall have loyalty obligations to the Company as follows: (I) Not to encroach upon the property of the Company or embezzle the fund of the Company; (II) Not **to** deposit in any account in his/her own name or other's name the fund of the Company; **(III) Not to take bribes or solicit other illegal gains by taking advantage of his/her power and position;** **(IV) Not to, without reporting to the Board or the General Meeting and being approved by a resolution of the Board or the General Meeting in accordance with the provisions of the Articles of Association, directly or indirectly sign any contracts or deal with the Company;**

Rules for Board of Directors	
Before amendment	**After amendment**
~~(V) Not to enter into contracts or any transaction with the Company in violation of the Articles of Association of the Company or without approval of General Meeting;~~	**(V) Not to use his/her position to appropriate the business opportunities for himself/herself or other persons which should otherwise belong to the Company, unless such opportunities have been reported to the Board or the General Meeting and approved by a resolution of the General Meeting or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the Articles of Association;**
(VI) Not to, ~~without the consent of the general meeting, abuse his position to appropriate the business opportunities for himself or other persons which should otherwise belong to the Company, or~~ operate businesses similar to those of the Company for himself or other persons;	(VI) Not to, **without reporting to the Board or the General Meeting and being approved by a resolution of the General Meeting,** operate businesses similar to those of the Company for himself**/herself** or other persons;
(VII) Not to take the commission arising from ~~the~~ transactions with the Company;	(VII) Not to take the commission arising from **other's** transactions with the Company;
(VIII) Not to disclose secrets of the Company without permission;	(VIII) Not to disclose secrets of the Company without permission;
(IX) Not to use its related-party relations to damage the interests of the Company;	(IX) Not to use its related-party relations to damage the interests of the Company;
(X) Other loyalty obligations as provide in applicable laws, regulations, department regulations and the Articles of Association ~~of the Company~~.	(X) Other loyalty obligations as provide in applicable laws, **administrative** regulations, department regulations and the Articles of Association.

Rules for Board of Directors	
Before amendment	**After amendment**
The income obtained by any director in violation of this Article shall be confiscated by the Company, in case of any losses incurred to the Company, while the director shall be liable for compensation for the losses.	The income obtained by any director in violation of this Article shall be confiscated by the Company, in case of any losses incurred to the Company, while the director shall be liable for compensation for the losses. **The provisions in the subparagraph 4 of clause I of this Article shall be applicable to the close family members of the directors, the enterprises directly or indirectly controlled by the directors or their close family members, and the connected persons who have other connected relationships with the directors when they enter into contracts or conduct transactions with the Company.**

Rules for Board of Directors	
Before amendment	**After amendment**
Article 14 Directors shall comply with the laws, regulations and the Articles of Association of the Company, and shall have ~~the following~~ obligations of due diligence to the Company: …… (V) To provide ~~the Board of Supervisors~~ truthfully with relevant information and materials, and not to interfere with the powers exercised by ~~the Board of Supervisors or supervisors~~; (VI) Other obligations of due diligence as provided in laws, regulations, department regulations and Articles of Association.	Article 13 Directors shall comply with the laws, regulations and the Articles of Association, and shall have obligations of due diligence to the Company, and **exercise the reasonable care that a manager generally should have to serve the best interests of the Company in performing their duties. Directors shall have the following obligations of due diligence to the Company:** …… (V) To provide **the Independent Audit Committee (the Audit Committee) (hereinafter referred to as the "Audit Committee")** truthfully with relevant information and materials, and not to interfere with the powers exercised by **the Audit Committee;** (VI) Other obligations of due diligence as provided in laws, regulations, department regulations and Articles of Association.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 15 Directors shall be responsible for the resolutions of the Board. The directors involved in voting for the resolutions of the Board that violate laws, regulations or the Articles of Association which results in major losses to the Company~~; provided however that the directors that are proven to have cast a dissenting vote which is recorded the minutes shall be exempted from the liabilities; the directors who cast a abstention vote at the time of deliberation of the proposals (excluding directors who waive the voting rights in accordance with regulatory rules), and the directors who dissented but did not cast a dissenting vote at the time of voting, shall not be exempted from the liabilities~~.	Article 14 Directors shall be responsible for the resolutions of the Board. The directors involved in voting for the resolutions of the Board that violate laws, regulations or the Articles of Association, **a resolution of the General Meeting** which results in major losses to the Company **shall be liable to the Company for compensation.**
Article 16 In case any director of the Company violated the Listing Rules of the listing location or the undertakings made to the stock exchange, the relevant stock exchange may apply the following penalties based on the severity of violations: criticism inside the listed company; public denouncement; disqualification from holding an office of the director of the listed company for over three years.	**(Deleted)**

Rules for Board of Directors	
Before amendment	**After amendment**
Article 17 The Board ~~of Directors~~ may establish several special committees of the Board according to ~~regulatory rules~~ as issued from time to time and the business demands of the Company, and carry out research with professional issues, and propose opinions and advices for the reference by the Board in decision-making. All the members of special committees of the Board shall be directors.	Article 15 The Board may establish several special committees of the Board according to **Regulatory Rules** as issued from time to time and the business demands of the Company, and carry out research with professional issues, and propose opinions and advices for the reference by the Board in decision-making. All the members of special committees of the Board shall be directors.
Article 18 In the ~~audit committee, including independent audit committee, compensation committee~~, independent directors shall be the majority, and shall be responsible for convening meetings; all members of ~~the audit committee~~ shall be independent non-executive directors, of which at least one independent ~~directors~~ director shall be professional accountant or one properly qualified in financial management.	Article 16 In the **Audit Committee**, **nomination committee and remuneration committee of the Board**, independent directors shall be the majority, and shall be responsible for convening meetings; all members of **the Audit Committee** shall be independent non-executive directors, of which at least one independent director shall be professional accountant **with the appropriate professional qualifications or has appropriate accounting or related financial management expertise as required by the Regulatory Rules**. **The professional accountant(s) among independent directors shall act as the chairman (convenor). Where relevant competent departments of the State Council provide otherwise with respect to the convener of the special committees, such provisions shall prevail.**

Rules for Board of Directors	
Before amendment	**After amendment**
Article 19 ~~The major powers of the audit committee of the Board of Directors shall include:~~ …… ~~(VIII) Other matters authorized by the Board.~~	Article 17 **The major duties and powers of the special committees of the Board are specified in the terms of reference for the special committees approved by the Board.**
Article 20 The major duties and powers of the compensation committee of the Board shall include: …… (VIII) Other matters which are required by Regulatory Rules at home and abroad to be conducted by compensation committee and other matters as authorized by the Board.	**(Deleted)**

Rules for Board of Directors	
Before amendment	**After amendment**
Article 26 In case of any of the following, the Board shall convene and hold an special meeting: (I) When the chairman deems necessary; (II) As ~~required~~ by shareholder representing more than 1/10 of voting rights; (III) As proposed by more than 1/3 of directors jointly; (IV) Upon recommendation of the ~~Board of Supervisors~~; (V) Upon recommendation of the general manager; (VI) As proposed by more than a half of the independent directors jointly.	Article 23 In case of any of the following, the Board shall convene and hold a special meeting: (I) When the chairman deems necessary; (II) As **proposed** by shareholder representing more than 1/10 of voting rights; (III) As proposed by more than 1/3 of directors jointly; (IV) Upon recommendation of the **Audit Committee;** (V) Upon recommendation of the general manager; (VI) As proposed by more than a half of the independent directors jointly. **The chairman shall convene and preside over the Board meeting within ten days after receiving the relevant proposal.**
Article 28 Without prejudice to the rights of expression of the directors, the Board meeting may be conducted and resolutions be adopted ~~in the form of exchanging of facsimiles~~, which shall be signed by the directors present, the resolution will be effective once the number of directors signing the resolution satisfied the minimum amount required by applicable laws and regulations, and all present directors shall be deemed have attended the meeting in person.	Article 25 Without prejudice to the rights of expression of the directors, the Board meeting may be conducted and resolutions be adopted **by means of communication**, which shall be signed by the directors present, the resolution will be effective once the number of directors signing the resolution satisfied the minimum amount required by applicable laws and regulations, and all present directors shall be deemed have attended the meeting in person.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 29 The directors shall attend the Board meetings in person. Where any director is unable to attend the meeting, he/she may entrust another director as his/her proxy. The power of attorney shall set forth the name of the proxy, matters of proxy, ~~extent of power~~ and period of ~~authorization~~, which shall be signed by the principal. The directors present at the meeting on behalf of other directors shall exercise their rights within the scope of the authorization.	Article 26 The directors shall attend the Board meetings in person. Where any director is unable to attend the meeting, he/she may entrust another director as his/her proxy. The power of attorney shall set forth the name of the proxy, matters of proxy, **scope of authorisation** and period of **authorisation**, which shall be signed **or sealed** by the principal. **Independent directors shall not appoint non-independent directors to vote on their behalf.** The directors present at the meeting on behalf of other directors shall exercise their rights **as directors** within the scope of the authorisation. **If a director fails to attend any Board meeting, and does not appoint any representatives to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at that meeting.**
Article 31 In case any independent director fails to attend the Board meeting for ~~three~~ consecutive times, the Board ~~will~~ propose the General Meeting ~~of Shareholders to replace him/her~~.	Article 28 In case any independent director fails to attend the Board meeting for **two** consecutive times **or does not appoint another independent director to attend the meeting on his/her behalf,** the Board **shall** propose to the General Meeting **to remove him/her within thirty days from the date of such occurrence**.
Article 33 ~~Supervisors and~~ senior management of the Company shall sit on the Board meetings.	Article 30 **S**enior management of the Company shall sit on the Board meetings.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 35 Filing of Proposals The proposals of Board meeting may be ~~filed~~ in the following ways: (I) The Company may file the proposals falling within the powers of the Board according to the applicable laws, regulations, Regulatory Rules of the listing location, and the actual business operation of the Company; …… (IV) As proposed by ~~the Board of Supervisors~~; (V) As proposed by the general manager; (VI) As proposed by the shareholders holding more than 10% of the stocks.	Article 32 Filing of Proposals The proposals of **resolutions of** Board meeting may be **made** in the following **six** ways: (I) The Company may file the proposals falling within the **scope of** powers of the Board according to the applicable laws, regulations, Regulatory Rules of the listing location, and the actual business operation of the Company; …… (IV) As proposed by **the Audit Committee**; (V) As proposed by the general manager; (VI) As proposed by the shareholders holding more than 10% of the stocks.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 38 Notice of Meeting After determination of convening a Board meeting is made, the administrative office of Board shall send a notice of meeting to the directors, ~~supervisors~~, senior management of the Company. …… The notice of Board meeting may be delivered ~~in person, by facsimile, special courier, email or registered airmail~~. If any director has been attending the meeting, and fails to send a notice of failure to receive a notice of meeting before or in the beginning of the meeting, the notice of meeting shall be deemed to have delivered to him/her.	Article 35 Notice of Meeting After determination of convening a Board meeting is made, the administrative office of Board shall send a notice of meeting to the directors, senior management of the Company. …… The notice of Board meeting may be delivered **by email, telex, telegram, facsimile, special courier or registered post, by personal service or methods permitted by the stock exchanges where the shares of the Company are listed.** If any director has been attending the meeting, and fails to send a notice of failure to receive a notice of meeting before or in the beginning of the meeting, the notice of meeting shall be deemed to have delivered to him/her.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 39 Change to the Notice of Meeting Where after the written notice of meeting for the regular Board meeting is sent, the time or place of meeting is required to be changed or proposals are required to be added, changed or cancelled, a written notice of change shall be sent three days before the scheduled date of meeting, setting forth the facts and the contents of the new proposals and relevant materials. Where the notice of change is sent less than 3 days in advance, the date of meeting shall be postponed or, the meeting may be ~~held on the originally scheduled date~~ upon the written approval of all directors present at the meeting. Where after the written notice of meeting for the interim Board meeting is sent, the time or place of meeting is required to be changed or proposals are required to be added, changed or cancelled, the same is subject to the approval of all directors present at the meeting, and shall be recorded.	Article 36 Change to the Notice of Meeting Where after the written notice of meeting for the regular Board meeting is sent, the time or place of meeting is required to be changed or proposals are required to be added, changed or cancelled, a written notice of change shall be sent three days before the scheduled date of meeting, setting forth the facts and the contents of the new proposals and relevant materials. Where the notice of change is sent less than 3 days in advance, the date of meeting shall be postponed or, the meeting may be **held according to schedule** upon the written approval of all directors present at the meeting. Where after the written notice of meeting for the interim Board meeting is sent, the time or place of meeting is required to be changed or proposals are required to be added, changed or cancelled, the same is subject to the approval of all directors present at the meeting, and shall be recorded.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 40 Preparation of Proposals For the issues which are required to be proposed in the name of the Company or the general manager to the Board of Directors, the relevant department or office appointed respectively by the chairman of the general manager shall prepare a proposal for Board meeting in respect of the agenda consistently with the business of each department or office. …… For the issues which are required to be proposed by the special committee of Board of Directors, ~~and Board of Supervisors to the Board,~~ the offices under them shall prepare a proposal for Board meeting. ……	Article 37 Preparation of Proposals For the issues which are required to be proposed in the name of the Company or the general manager to the Board of Directors, the relevant department or office appointed respectively by the chairman of the general manager shall prepare a proposal for Board meeting in respect of the agenda consistently with the business of each department or office. …… For the issues which are required to be proposed by the special committee of Board of Directors, the offices under them shall prepare a proposal for Board meeting. ……

Rules for Board of Directors	
Before amendment	**After amendment**
The Board meeting proposals made by each department and office shall be sent to the administrative office of Board eight days before the ~~scheduled~~ date of Board meeting. The administrative office of Board is responsible for ~~summarization~~, compiling the proposals, and in case other departments or offices are required to provide the statements and materials related to the proposals, such departments or offices shall provide in written form promptly. ~~Five days before the scheduled date of regular Board meeting, the administrative office of Board shall submit the proposals, materials to be discussed in the meeting to the directors for their review; three days before the scheduled date of interim Board meeting, the administrative office of Board shall submit the proposals, materials to be discussed in the meeting to the directors for their review.~~	The Board meeting proposals made by each department and office shall be sent to the administrative office of Board eight days before the date of **an extraordinary** Board meeting. The administrative office of Board is responsible for **summarisation**, compiling the proposals, and in case other departments or offices are required to provide the statements and materials related to the proposals, such departments or offices shall provide in written form promptly.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 41 Holding of Meeting The administrative office of Board shall be specifically responsible for the ~~organization~~ and arrangements of the Board meetings. No Board meeting can be held unless more than half of the directors (including other directors ~~acting as proxies~~ to attend the meeting) are present thereat. The Board meeting shall be presided over by the chairman, and whether the chairman fails to act for any reason, he/she may appoint a vice chairman to act, where the vice chairman is unable to act for any reason, a director elected by more than half of the directors may preside over the meeting.	Article 38 Holding of Meeting The administrative office of Board shall be specifically responsible for the **organisation** and arrangements of the Board meetings. No Board meeting can be held unless more than half of the directors (including **directors who appoint** other directors **to act as proxies in writing** to attend the meeting **in accordance with the Articles of Association)** are present thereat. The Board meeting shall be presided over by the chairman, and whether the chairman fails to act for any reason, he/she may appoint a vice chairman to act, where the vice chairman is unable to act for any reason, a director elected by more than half of the directors may preside over the meeting.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 43 Review of Proposals The Board meeting will review the proposals on a case-by-case basis. Directors may require the proposers, the persons in charge of the handling department or other relevant professionals to attend the meeting, and to provide answers and statements and provide further materials. For the ~~proposals which are subject to the prior approval of independent directors~~, the ~~president~~ of the meeting shall, prior to discussion of the relevant proposal, declare or appoint an independent director to read ~~the written approval of independent directors~~ in front of the directors present at the meeting. The Board meeting may not vote on the proposals not included in the notice of meeting unless and until the unanimous consent of the directors present at the meeting is obtained.	Article 40 Review of Proposals The Board meeting will review the proposals on a case-by-case basis. Directors may require the proposers, the persons in charge of the handling department or other relevant professionals to attend the meeting, and to provide answers and statements and provide further materials. For **matters which, according to the regulations, need to be considered and approved at a special meeting of independent directors before they can be submitted to the Board for consideration**, the **chairman** of the meeting shall, prior to discussion of the relevant proposal, declare or appoint an independent director to read **the resolution/audit opinion of the special meeting of independent directors** in front of the directors present at the meeting. The Board meeting may not vote on the proposals not included in the notice of meeting unless and until the unanimous consent of the directors present at the meeting is obtained.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 44 Independent directors shall independently make comments with respect to the following matters to the Board: …… Independent directors shall offer one of the following decisions: agreed; reserved and state reasons; opposed and give reasons; fail to comment and state the obstacles.	**(Deleted)**
Article 45 Making Comments Directors shall read carefully the meeting materials, and make comments in an independent and prudent manner on an informed basis. Directors may, prior to the meeting, obtain the information required for decision-making from the administrative office of Board, conveners, managers and other senior management members, special committees, CPA firms, and law offices, or suggest the ~~president~~ of meeting during the meeting to invite the above persons or institutes to attend the meeting to state the relevant facts.	Article 41 Making Comments Directors shall read carefully the meeting materials, and make comments in an independent and prudent manner on an informed basis. Directors may, prior to the meeting, obtain the information required for decision-making from the administrative office of Board, conveners, managers and other senior management members, special committees, CPA firms, and law offices, or suggest **to** the **chairman** of meeting during the meeting to invite the above persons or institutes to attend the meeting to state the relevant facts.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 46 Voting in the Meeting The Board meeting shall vote on the proposals on a case-by-case basis, and directors present at the meeting shall offer the decision to agree, oppose or abstain. Any director that fails to attend the Board meeting or entrust a proxy to attend shall be deemed to have waived the right to vote at such meeting. The voting may be made by a show of hand or a ballot. Each director shall be entitled to a vote~~, where there is a deadlock, the chairman shall be entitled to make an additional vote~~.	Article 42 Voting in the Meeting The Board meeting shall vote on the proposals on a case-by-case basis, and directors present at the meeting shall offer the decision to agree, oppose or abstain. Any director that fails to attend the Board meeting or entrust a proxy to attend shall be deemed to have waived the right to vote at such meeting. The voting may be made by a show of hand or a ballot. Each director shall be entitled to a vote.
Article 47 Formation of Resolution Unless otherwise provided ~~herein~~, ~~the proposals shall be passed and resolutions~~ adopted by the Board by the affirmative vote of exceeding 1/2 or 2/3 of all directors of the Company, except where the applicable laws, regulations or the Articles of Association require the vote of more directors for adoption of any resolution by the Board, in which case such provisions shall apply. In case of any discrepancy in contents or meaning between different resolutions, the resolution dated later in time shall prevail.	Article 43 Formation of Resolution Unless otherwise provided **in these rules and procedures, for a resolution to be passed and approved** as resolution adopted by the Board, **more than** 1/2 or 2/3 of all directors of the Company **must vote in favor of such resolutions**, except where the applicable laws, regulations or the Articles of Association require the vote of more directors for adoption of any resolution by the Board, in which case such provisions shall apply. In case of any discrepancy in contents or meaning between different resolutions, the resolution dated later in time shall prevail.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 48 Avoidance of Voting In case of any of the following, directors shall avoid voting in respect of the proposals: (I) Where the director is required to avoid voting by the Regulatory Rules of the listing location; (II) The Director thinks that he/she shall avoid voting; (III) Any circumstances in which the director is required by the Articles of Association to avoid voting due to relations between the director and the company related to the proposals.	Article 44 Avoidance of Voting In case of any of the following, directors shall avoid voting in respect of the proposals: (I) Where the director is required to avoid voting by the Regulatory Rules of the listing location; (II) The Director thinks that he/she shall avoid voting; (III) Any circumstances in which the director is required by the Articles of Association to avoid voting due to relations between the director and the company **or individual** related to the proposals.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 49 Where any director is required to avoid voting, the Board meeting may be held provided that more than half of the non-related directors are present, and resolutions may be adopted by the vote of more than half of the nonrelated directors. Where the number of non-related directors present thereat is less than three, no voting may be made on the proposals, and relevant matter shall be submitted to the General Meeting ~~of Shareholders~~ for review. ~~The resolution made by the Board in respect of the related party transaction of the Company may not take effect unless it is signed by the independent directors. No action ultra vires is permitted.~~ The Board ~~of Directors~~ shall act in strict compliance with the ~~authorizations~~ of the General Meeting ~~of Shareholders~~ and the Articles of Association ~~of the Company~~, and no resolutions may be adopted ultra vires.	Article 45 **If a director is related to a company or an individual involved in a resolution to be adopted at a Board meeting, such director shall promptly report it in writing to the Board. The related director shall not exercise his/her voting rights or on behalf of any other directors in respect of such resolution. Even if the director claims to vote, his/her vote shall not be counted, except otherwise provided by law, administrative regulations, relevant regulatory provisions and rules.** Where any director is required to avoid voting, the Board meeting **(not written resolution)** may be held provided that more than half of the non-related directors are present, and resolutions may be adopted by the vote of more than half of the non-related directors. **Where any provision of laws, administrative regulations or the Articles of Association stipulates that resolutions must be approved by greater number of directors, the relevant provision shall apply.** Where the number of non-related directors present thereat is less than three, no voting may be made on the proposals, and relevant matter shall be submitted to the General Meeting for review. The Board shall act in strict compliance with the **authorisations** of the General Meeting and the Articles of Association, and no resolutions may be adopted ultra vires.
Chapter IX Disclosure of Board Resolutions	Chapter IX **Information** Disclosure of Board Resolutions

Rules for Board of Directors	
Before amendment	**After amendment**
Article 52 The Company shall, within two trading days after completion of the Board meeting, submit the Board resolutions to the stock exchange of the listing location.	**(Deleted)**
Article 53 Where the Board resolutions involve the matters required to be voted ~~by shareholders~~ or to be announced in accordance with ~~the Listing Rules of Shanghai Stock Exchange or Hong Kong Stock Exchange~~, the resolutions shall be disclosed timely. Disclosure shall also be made when Shanghai Stock Exchange or Hong Kong Stock Exchange deems necessary. Prior to disclosure of resolutions by announcement, the directors present and the persons sitting on the meeting, and the recorders and service personnel shall be bound to keep confidential the contents of the resolutions.	Article 48 Where the Board resolutions involve the matters required to be voted **at General Meetings** or to be announced in accordance with **the Regulatory Rules**, the resolutions shall be disclosed timely. Disclosure shall also be made when **the** Shanghai Stock Exchange or Hong Kong Stock Exchange deems necessary. Prior to disclosure of resolutions by announcement, the directors present and the persons sitting on the meeting, and the recorders and service personnel shall be bound to keep confidential the contents of the resolutions.
Article 55 In case of any issue subject to ~~prior approval or independent comments~~ by independent directors, the Company shall announce ~~the opinions of the independent directors. In case of a disagreement among independent directors and hence they fail to reach a consensus, the directors shall separately disclose the opinion of each independent director.~~	Article 50 In case of any issue subject to **consideration and approval by the special meeting of independent directors before it can be submitted to the Board for consideration,** the Company shall announce **the resolution/audit opinion of the special meeting of independent directors.**

Rules for Board of Directors	
Before amendment	**After amendment**
Article 56 The announcement of Board meeting shall be published in Chinese ~~on~~ at least ~~an~~ information disclosure newspaper designated by ~~a~~ securities regulatory authority under the State Council.	Article 51 The announcement of Board meeting shall be published in Chinese **in** at least **one** information disclosure newspaper designated by **the** securities regulatory authority under the State Council.
Article 59 The minute of meeting shall include the following: …… (VI) The proposals discussed at the meeting, the key points and comments made by each director on relevant matters, the intended votes on the proposals; (VII) Manner and result of voting on each proposal, including detailed number of votes of consent, opposition, and abstaining; (VIII) Others matters the directors present thereat deems to be necessary.	Article 54 The minute**s** of meeting shall include the following: …… (VI) The proposals discussed at the meeting, the key points and comments made by each director on relevant matters, the intended votes on the proposals **(including any concerns raised or dissenting views expressed by the directors);** (VII) Manner and result of voting on each proposal, including detailed number of votes of consent, opposition, and abstaining; (VIII) Others matters the directors present thereat deems to be necessary.

Rules for Board of Directors	
Before amendment	**After amendment**
Article 63 These ~~Rules~~ are an appendix to the Articles of Association of the Company. These ~~Rules~~ shall be binding upon the Company, shareholders, directors and senior management of the Company; in case of any conflict between the uncovered issued herein and the applicable laws, regulations, Regulatory Rules of the listing location, the Articles of Association, the latter shall prevail.	Article 58 These **rules and procedures** are an appendix to the Articles of Association of the Company. These **rules and procedures** shall be binding upon the Company, shareholders, directors and senior management of the Company; in case of any conflict between the uncovered issued herein and the applicable laws, regulations, Regulatory Rules of the listing location, the Articles of Association, the latter shall prevail.
Article 65 The expressions of "more than" or "less than" referred to ~~herein~~ are inclusive, "exceeding" (or "exceeds") is not inclusive.	Article 60 The expressions of "more than" or "less than" referred to **in these rules and procedures** are inclusive, "exceeding" (or "exceeds") is not inclusive.

Note: In addition to the above table, if the addition, deletion, or rearrangement of certain provisions resulted in changes to the numbering of the rules, the numbering of the rules in the revised Rules for Board of Directors shall be adjusted accordingly by extension or reduction, and any cross-references to rule numbers shall be revised accordingly. Furthermore, all references to "General Meetings of Shareholders (股東大會)" in the document have been uniformly amended to "General Meetings (股東會)" in accordance with the PRC Company Law. Where no other substantive amendments are involved, these changes will not be listed individually.

The English version is an unofficial translation of its Chinese version and is provided for reference only. In the event of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Details of the Proposed Amendments to the Rules for Independent Directors are as follows:

Rules for Independent Directors	
Before amendment	**After amendment**
Article 4 Independent directors shall be qualified for executing their duties. Acting as an independent director, basic conditions as follows shall be fulfilled: (I) in accordance with laws, administrative regulations, other relevant provisions, and the Articles of Association, such person shall be qualified to be a director of the company; (II) having the independence required by relevant laws, administrative regulations, departmental rules and the listing rules of stock exchange where the company listed; (III) having the basic knowledge of company operation, knowing well relevant laws, administrative regulations, rules and regulations (including but not limited to the applicable accounting standards); (IV) having more than five years of legal, accounting, economic or other work experience required by the execution of duties of independent directors; (V) having good personal integrity and no major breach of trust or other adverse records; (VI) fulfilling other conditions stipulated by laws, administrative regulations, departmental rules, normative documents and the Articles of Association.	Article 4 Independent directors shall be qualified for executing their duties. Acting as an independent director, basic conditions as follows shall be fulfilled: (I) in accordance with laws, administrative regulations, other relevant provisions, **the listing rules of the stock exchanges where the shares of the Company are listed** and the Articles of Association, such person shall be qualified to be a director of the **listed** company; (II) having the independence required by relevant laws, administrative regulations, departmental rules and the listing rules of stock **exchanges** where the Company **are** listed **and the Articles of Association;** (III) having the basic knowledge of **the listed** company operation, knowing well relevant laws, administrative regulations, rules and regulations (including but not limited to the applicable accounting standards); (IV) having more than five years of legal, accounting, economic or other work experience required by the execution of duties of independent directors; (V) having good personal integrity and no major breach of trust or other adverse records; (VI) fulfilling other conditions stipulated by laws, administrative regulations, departmental rules, normative documents**, the listing rules of the stock exchanges where the shares of the Company are listed** and the Articles of Association.

Rules for Independent Directors	
Before amendment	**After amendment**
Article 5 Independent directors shall be independent. Following persons may not serve as independent directors: (I) Any person taking office in the company or its subsidiaries and his/her lineal relatives, major social relations (lineal relatives refer to the spouse, parents, children, etc.; major social relations refer to brothers and sisters, spouse's parents, filial spouses, spouses of brothers and sisters, spouse's brothers and sisters, filial spouses' parents etc.); (II) Shareholder who is a natural person and directly or indirectly holding more than 1% of the issued shares of the company or one of the top ten shareholders and his/her lineal relatives; (III) Any person employed by a company which is a shareholder of the company and directly or indirectly holding more than 5% of the issued shares of the company or in the company which is one of the top five shareholders of the company and his/her lineal relatives; (IV) The personnel working in the subsidiaries of the company's controlling shareholders and actual controller and their lineal relatives;	Article 5 Independent directors shall be independent. **Unless otherwise provided by the applicable laws, regulations and/or the listing rules of the stock exchanges where the shares of the Company are listed, the** following persons may not serve as independent directors: (I) Any person taking office in the Company or its subsidiaries and his/her lineal relatives, major social relations (lineal relatives refer to the spouse, parents, children, etc.; major social relations refer to brothers and sisters, spouse's parents, filial spouses, spouses of brothers and sisters, spouse's brothers and sisters, filial spouses' parents etc.); (II) Shareholder who is a natural person and directly or indirectly holding more than 1% of the issued shares of the Company or one of the top ten shareholders and his/her lineal relatives; (III) Any person employed by a company which is a shareholder of the Company and directly or indirectly holding more than 5% of the issued shares of the Company or in the company which is one of the top five shareholders of the Company and his/her lineal relatives; (IV) The personnel working in the subsidiaries of the Company's controlling shareholders and actual **controllers** and their lineal relatives;

Rules for Independent Directors	
Before amendment	**After amendment**
(V) Persons providing financial, legal, consulting, sponsor and other services to the company and its controlling shareholder, actual controller or their respective subsidiaries, including all members of the project team of the intermediaries providing services, reviewing officers at all levels, persons signing on reports, partners, directors, senior management and principal persons in charge;	(V) Persons providing financial, legal, consulting, sponsor and other services to the Company and its controlling shareholders, actual controller**s** or their respective subsidiaries, including **but not limited to** all members of the project team of the intermediaries providing services, reviewing officers at all levels, persons signing on reports, partners, directors, senior management and principal persons in charge;
(VI) Any person who has material dealings with the company, its controlling shareholder, actual controllers or their respective subsidiaries, or who serves in entities with material dealings and their controlling shareholders or actual controllers. "Material dealings", referred to under this clause, means the matters shall be submitted to the resolution of General Meeting ~~of Shareholders~~ in accordance with the Listing Rules or the Articles of Association, or other material matters shall be determined by Shanghai Stock Exchange;	(VI) Any person who has material dealings with the Company, its controlling shareholder**s**, actual controllers or their respective subsidiaries, or who serves in entities with material dealings and their controlling shareholders or actual controllers. "Material dealings", referred to under this clause, means the matters shall be submitted to the resolution of **the** General Meeting in accordance with the Listing Rules or the Articles of Association, or other material matters shall be determined by **the** Shanghai Stock Exchange **(hereinafter referred to as the "Shanghai Stock Exchange")**;
(VII) Any person to whom any one of the above circumstances has been occurred within the year;	(VII) Any person to whom any one of the above circumstances has been occurred within the year;
(VIII) Other persons who are not regarded as possessing independence by laws, administrative regulations, ~~the CSRC, the Shanghai Stock Exchange~~ and the Articles of Association.	(VIII) Other persons who are not regarded as possessing independence by laws, administrative regulations, **the securities regulatory authorities, the stock exchanges where the shares of the Company are listed** and the Articles of Association.

Rules for Independent Directors	
Before amendment	**After amendment**
"Serve" under this clause refers to serving as the director, supervisor, senior management and other employees. The subsidiaries of controlling shareholders and actual controllers of the company stated in the items (IV) to (VI) of the paragraph 1 of this Article exclude ~~the subsidiaries not constituting connected relationships with the company in accordance with the Listing Rules~~. Independent directors shall conduct an annual self-examination of independence and submit the self-examination to the Board. The Board shall evaluate and issue a special opinion on the independence of the incumbent independent directors on an annual basis, which shall be disclosed at the same time as the annual report.	"Serve" under this clause refers to serving as the director, supervisor, senior management and other employees. The subsidiaries of controlling shareholders and actual controllers of the Company stated in the items (IV) to (VI) of the paragraph 1 of this Article exclude **those under the control of the same state-owned asset management organisation as the Company and not constituting connected relationships with the Company in accordance with relevant regulations**. Independent directors shall conduct an annual self-examination of independence and submit the self-examination to the Board **of Directors**. The Board **of Directors** shall evaluate and issue a special opinion on the independence of the incumbent independent directors on an annual basis, which shall be disclosed at the same time as the annual report.

Rules for Independent Directors	
Before amendment	**After amendment**
Article 6 The candidate for independent director shall have no following adverse records: (I) He/she has received administrative penalties from the ~~CSRC~~ within last three years; …… (VI) Being investigated by the ~~CSRC~~ or judicial authority for suspected illegal securities and futures activities, on which no explicit conclusion has been drawn; …… (IX) Other circumstances determined by the stock exchange.	Article 6 The candidate for independent director shall have no following adverse records: (I) He/she has received administrative penalties from the **securities regulatory authorities** within last three years; …… (VI) Being investigated by the **securities regulatory authorities** or judicial authority for suspected illegal securities and futures activities, on which no explicit conclusion has been drawn; …… (IX) Other circumstances determined by the stock **exchanges**.

Rules for Independent Directors	
Before amendment	**After amendment**
Article 7 The company shall appoint suitable persons as independent directors in accordance with the requirements of relevant laws and regulations and these rules, including at least one accounting professional. The candidate nominated to be an independent director as accounting professional, shall have extensive knowledge and experience in the accounting profession, and shall at least fulfill one of the following requirements: (i) qualified as Certified Public Accountant (CPA); (ii) qualified as senior professionals, associate professor or above or obtained doctorate degree in accounting, auditing or financial management; (iii) qualified as senior professionals in economics management and with more than 5 years full time working experience in professional posts such as accounting, auditing or financial management.	Article 7 The Company shall appoint suitable persons as independent directors in accordance with the requirements of relevant laws and regulations and these rules, including at least one accounting professional **who has appropriate professional qualifications or has appropriate accounting or related financial management expertise as required under the listing rules of the stock exchanges where the shares of the Company are listed.** The candidate nominated to be an independent director as accounting professional, shall have extensive knowledge and experience in the accounting profession, and shall at least fulfill one of the following requirements: (i) qualified as Certified Public Accountant (CPA); (ii) qualified as senior professionals, associate professor or above or obtained doctorate degree in accounting, auditing or financial management; (iii) qualified as senior professionals in economics management and with more than 5 years full time working experience in professional posts such as accounting, auditing or financial management.

Rules for Independent Directors	
Before amendment	**After amendment**
Article 8 Board of Directors, ~~Board of Supervisors,~~ shareholders separately or jointly holding more than 1% of the issued shares of the company, may propose the candidates for independent directors, and subject to the election of the General Meeting ~~of Shareholders~~. Where a General Meeting ~~of Shareholders~~ of the Company elects two or more independent directors, cumulative voting shall be implemented. The votes of minority shareholders shall be counted and disclosed separately.	Article 8 **The** Board of Directors, shareholders separately or jointly holding more than 1% of the issued shares of the Company, may propose the candidates for independent directors, and subject to the election of the General Meeting. Where a General Meeting of the Company elects two or more independent directors, cumulative voting shall be implemented. The votes of minority shareholders shall be counted and disclosed separately.
Article 11 The term of each independent director is same as the term of other directors of the company. The independent director may ~~serve consecutive term~~ upon the expiration of his/her term ~~if re-elected~~, but the consecutive term shall not exceed six years. Prior to the expiration of the term of office of an independent director, the Company may terminate his/her duties in accordance with statutory procedures. In the event that an independent director is dismissed in advance, the Company shall disclose the specific reasons and basis for such dismissal in a timely manner. If an independent director has any objections, the Company shall disclose them in a timely manner.	Article 11 The term of each independent director is same as the term of other directors of the company. The independent director may **be re-elected and reappointed** upon the expiration of his/her term, but the consecutive term shall not exceed six years. Prior to the expiration of the term of office of an independent director, the Company may terminate his/her duties in accordance with statutory procedures. In the event that an independent director is dismissed in advance, the Company shall disclose the specific reasons and basis for such dismissal in a timely manner. If an independent director has any objections, the Company shall disclose them in a timely manner.

Rules for Independent Directors	
Before amendment	**After amendment**
Article 14 Any independent director may submit his/her resignation before the expiration of his/her term. When an independent director resigns, he shall submit a written resignation letter to the Board of Directors, stating the cases relating to his/her resignation or any cases to which he/she is of the opinion that attention of the Company's shareholders and creditors should be drawn. The Company shall disclose the reasons for and concerning issues on the resignation of an independent director. If, as a result of the resignation or dismissal of an independent director, the proportion of independent directors on the Company's Board of Directors is less than ~~one-third of the total number of members of the Board of Directors~~, or the proportion of independent directors on its special committees does not comply with the provisions of laws and regulations or the Articles of Association, or if there is a lack of accounting professionals among the independent directors, the Company shall complete the by-election within 60 days from the date of the occurrence of the foregoing facts.	Article 14 Any independent director may submit his/her resignation before the expiration of his/her term. When an independent director resigns, he shall submit a written resignation letter to the Board of Directors, stating the cases relating to his/her resignation or any cases to which he/she is of the opinion that attention of the Company's shareholders and creditors should be drawn. The Company shall disclose the reasons for and concerning issues on the resignation of an independent director. If, as a result of the resignation or dismissal of an independent director, the proportion of independent directors on the Company's Board of Directors is less than **the statutory minimum requirements**, or the proportion of independent directors on its special committees does not comply with the provisions of laws and regulations or the Articles of Association, or if there is a lack of accounting professionals among the independent directors, the Company shall complete the by-election within 60 days from the date of the occurrence of the foregoing facts.

Rules for Independent Directors	
Before amendment	**After amendment**
Article 15 The independent directors of the company have duty of fidelity and diligence toward the company and all its shareholders. The independent directors shall strictly comply with the provisions of this system, ~~execute the duties granted by~~ laws, ~~regulations~~ and the ~~company's~~ Articles of Association, perform and participate in decision-making, supervision, checks and balances, and professional advisory function in the Board of Directors and safeguard the company's overall interests and, ~~in particular, pay attention to that~~ the legitimate rights and interests of minority shareholders ~~shall not be infringed~~.	Article 15 The independent directors of the Company have duty of fidelity and diligence toward the company and all its shareholders. The independent directors shall strictly comply with the provisions of this system, **diligently perform duties in accordance with the requirements of** laws, **administrative regulations, the securities regulatory authorities, the stock exchanges** and the Articles of Association**,** perform and participate in decision-making, supervision, checks and balances, and professional advisory function in the Board of Directors and safeguard the Company's overall interests and, **protect** the legitimate rights and interests of minority shareholders.
Article 16 The independent directors shall perform his/her duties and responsibilities independently, and shall not be influenced by the company's principal shareholders or the actual controller, or other entities or individuals having interests in the company.	Article 16 The independent directors shall perform his/her duties and responsibilities independently, and shall not be influenced by the Company's principal shareholders or the actual controller, or other entities or individuals having interests in the Company **and its principal shareholders, the actual controllers.**

Rules for Independent Directors	
Before amendment	**After amendment**
Article 17 The independent director shall not simultaneously hold the post of independent director in more than three domestic ~~listing~~ companies in principle, and he/she should ensure that he/she has sufficient time and energy to effectively perform his/her duties as an independent director. A person, who has served as independent director in three listed companies, shall not be nominated as candidate for independent director of other listed companies.	Article 17 The independent director shall not simultaneously hold the post of independent director in more than three domestic **listed** companies in principle, **and shall not concurrently hold more than six directorships of issuers listed on the Main Board or GEM of the Stock Exchange of Hong Kong** and he/she should ensure that he/she has sufficient time and energy to effectively perform his/her duties as an independent director. A person, who has served as independent director in three **domestic** listed companies **and/or is concurrently holding six directorships of issuers listed on the Main Board or GEM of the Stock Exchange of Hong Kong**, shall not be nominated as candidate for independent director of other listed companies.
Article 18 Independent directors and persons intending to assume positions as independent directors shall participate in training arranged by ~~CSRC~~ and its authorized institutes in accordance with the requirements of ~~CSRC~~.	Article 18 Independent directors and persons intending to assume positions as independent directors shall participate in training arranged by **the securities regulatory authorities** and its authorised institutes in accordance with the requirements of **the securities regulatory authorities.**

Rules for Independent Directors	
Before amendment	**After amendment**
Article 19 To exert full play to the role of independent directors, in addition to the powers granted to directors by the Company Law and other relevant laws and regulations, independent directors shall also enjoy the following special powers: (I) expressing independent opinions on matters that may prejudice the interests of the Company or minority shareholders; (II) proposing the convening of the extraordinary General Meeting ~~of Shareholders~~ to the Board of Directors; (III) proposing the convening of ~~the~~ Board meeting; (IV) independently engaging intermediaries to conduct audits, consultations or verifications on specific matters of the Company; (V) publicly soliciting shareholders' ~~voting rights before the holding of General Meeting of Shareholders~~ in accordance with the law;	Article 19 **As members of the Board of Directors, independent directors owe a duty of fidelity and diligence towards the Company and all its shareholders, and shall prudently perform the following duties:** **(I) Participating in the decision-making of the Board of Directors and expressing clear opinions on the matters under discussion;** **(II) Supervising matters relating to potential material conflicts of interest between the Company and its controlling shareholders, actual controllers, directors and senior management, and protecting the lawful rights and interests of minority shareholders;** **(III) Providing professional and objective advice on the Company's operation and development and to promote the enhancement of the decision-making quality of the Board of Directors;** **(IV) Other duties as stipulated by laws, administrative regulations, securities regulatory authorities, the listing rules of the stock exchanges where the shares of the Company are listed and the Articles of Association.**

Rules for Independent Directors	
Before amendment	**After amendment**
(VI) ~~directly reporting to the General Meeting of Shareholders, the securities regulatory authority under the State Council and other relevant departments;~~ (VII) other powers conferred by laws, administrative regulations, regulations of the ~~CSRC,~~ and the Articles of Association. Independent directors shall obtain the consent of more than half of all independent directors before exercising the powers set out in items (II) to (IV) above. The Company shall make disclosures in a timely manner when independent directors exercise the power ~~provided in item (IV)~~.	To exert full play to the role of independent directors, in addition to the powers granted to directors by the Company Law and other relevant laws and **administrative** regulations, independent directors shall also enjoy the following special powers: (I) expressing independent opinions on matters that may prejudice the interests of the Company or minority shareholders; (II) proposing the convening of the extraordinary General Meeting to the Board of Directors; (III) proposing the convening of Board **meetings**; (IV) independently engaging intermediaries to conduct audits, consultations or verifications on specific matters of the Company; (V) publicly soliciting shareholders' **rights from shareholders** in accordance with the law; (VI) other powers conferred by laws, administrative regulations, regulations of the **securities regulatory authorities,** and the Articles of Association. Independent directors shall obtain the consent of **more than half of** all independent directors before exercising the powers set out in items (II) to (IV) above. The Company shall make disclosures in a timely manner when independent directors exercise the powers **set out in the preceding paragraphs. If the above powers and functions cannot be exercised properly, the Company shall disclose the specific circumstances and reasons.**

Rules for Independent Directors	
Before amendment	**After amendment**
Article 20 Prior to the convening of a Board meeting, independent directors may communicate with the secretary of the Board of Directors to make enquiries, request for supplementary materials, and offer opinions and suggestions on the matters to be considered. The Board of Directors and other relevant personnel shall seriously study the questions, requests and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of the revision of the resolutions, etc.. …… Independent directors shall continue to pay attention to the implementation of the resolutions of the Board of Directors in relation to the matters set out in Articles 23, 26, 27 and 28 of the Administrative Measures, and shall report to the Board of Directors in a timely manner and may require the Company to make written explanations if they discover any violation of laws, administrative regulations, regulations of the ~~CSRC~~, the business rules of the stock exchange, and the Articles of Association, or violation of the resolutions of the General Meeting ~~of Shareholders~~ and the Board of Directors. If the discloseable matter is involved, the Company shall disclose it in a timely manner. If the Company fails to give an explanation or make a timely disclosure in accordance with the provisions, the independent directors may report the failure to the ~~CSRC~~ and the stock exchange.	Article 20 Prior to the convening of a Board meeting, independent directors may communicate with the secretary of the Board of Directors to make enquiries, request for supplementary materials, and offer opinions and suggestions on the matters to be considered. The Board of Directors and other relevant personnel shall seriously study the questions, requests and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of the revision of the resolutions, etc.. …… Independent directors shall continue to pay attention to the implementation of the resolutions of the Board of Directors in relation to the matters set out in Articles 23, 26, 27 and 28 of the Administrative Measures **for Independent Directors of Listed Companies**, and shall report to the Board of Directors in a timely manner and may require the Company to make written explanations if they discover any violation of laws, administrative regulations, regulations of the **securities regulatory authorities**, the business rules of the stock **exchanges**, and the Articles of Association, or violation of the resolutions of the General Meeting and the Board of Directors. If the discloseable matter is involved, the Company shall disclose it in a timely manner. If the Company fails to give an explanation or make a timely disclosure in accordance with the provisions, the independent directors may report the failure to the **securities regulatory authorities** and the stock **exchanges**.

Rules for Independent Directors	
Before amendment	**After amendment**
Article 21 The following matters shall be submitted to the Board of Directors for consideration after being approved by more than half of all independent directors of the Company: (I) connected transactions that shall be disclosed; (II) the proposal for changing or waiving undertakings by the Company and the relevant parties; (III) decisions made and measures taken by the ~~board of directors~~ of the acquired company in response to the acquisition; (IV) other matters as stipulated by laws, administrative regulations, securities regulatory authorities and the Articles of Association.	Article 21 The following matters shall be submitted to the Board of Directors for consideration after being approved by more than half of all independent directors of the Company: (I) connected transactions that shall be disclosed; (II) the proposal for changing or waiving undertakings by the Company and the relevant parties; (III) decisions made and measures taken by the **Board of Directors** of the acquired company in response to the acquisition; (IV) other matters as stipulated by laws, administrative regulations, securities regulatory authorities, **the listing rules of the stock exchanges where the shares of the Company are listed** and the Articles of Association.

Rules for Independent Directors	
Before amendment	**After amendment**
Article 22 The Company shall regularly or irregularly convene meetings to be attended by all independent directors (hereinafter referred to as the "**Special Meetings of Independent Directors**"). Matters set out in the items (II) to (IV) of the ~~paragraph 1~~ of Article 19 and the Article 21 herein shall be considered at the Special Meetings of Independent Directors. The Special Meetings of Independent Directors may study and discuss other matters of the Company as needed.	Article 22 **The Company shall establish a special meeting mechanism to be attended exclusively by independent directors. When the Board of Directors considers matters such as connected transactions, prior approval by the special meetings of independent directors shall be required.** The Company shall regularly or irregularly convene meetings to be attended by all independent directors (hereinafter referred to as the "**Special Meetings of Independent Directors**"). Matters set out in the items (II) to (IV) of the **paragraph 2** of Article 19 and the Article 21 herein shall be considered at the Special Meetings of Independent Directors. The Special Meetings of Independent Directors may study and discuss other matters of the Company as needed.

Rules for Independent Directors	
Before amendment	**After amendment**
The Company shall, in principle, notify all independent directors three days prior to the meetings and provide relevant information and materials. The Special Meetings of Independent Directors shall be held only if more than two-thirds of the independent directors are in attendance; each independent director shall have one vote, which shall be cast by a show of hands or in writing, or by means of correspondence voting; and resolutions made at the meeting shall be passed by more than half of all independent directors. The Special Meetings of Independent Directors shall be convened and presided over by an independent director jointly elected by more than half of all independent directors; if the convenor does not perform his/her duties or is unable to perform his/her duties, two or more independent directors may convene and elect a representative to preside over the meeting. Minutes/resolutions of the Special Meetings of Independent Directors shall be prepared as required and the opinions of the independent directors shall be recorded in the minutes/resolutions of the meeting. The minutes/resolutions of the meeting shall be signed and confirmed by the independent directors. The Company shall provide facilities and support for the convening of the Special Meetings of Independent Directors.	The Company shall, in principle, notify all independent directors three days prior to the **Special Meetings of Independent Directors** and provide relevant information and materials. The Special Meetings of Independent Directors shall be held only if more than two-thirds of the independent directors are in attendance; each independent director shall have one vote, which shall be cast by a show of hands or in writing, or by means of correspondence voting; and resolutions made at the meeting shall be passed by more than half of all independent directors. The Special Meetings of Independent Directors shall be convened and presided over by an independent director jointly elected by more than half of all independent directors; if the convenor does not perform his/her duties or is unable to perform his/her duties, two or more independent directors may convene and elect a representative to preside over the meeting. Minutes/resolutions of the Special Meetings of Independent Directors shall be prepared as required and the opinions of the independent directors shall be recorded in the minutes/resolutions of the meeting. The minutes/resolutions of the meeting shall be signed and confirmed by the independent directors. The Company shall provide facilities and support for the convening of the Special Meetings of Independent Directors.

Rules for Independent Directors	
Before amendment	**After amendment**
Article 23 The ~~board of directors~~ of the Company establishes special committees such as the independent audit committee (the audit committee), nomination committee and remuneration committee; among which, the independent audit committee (the audit committee) and remuneration committee shall consist of and the convenor shall be independent directors, the independent directors shall account for the majority in the nomination committee and serve as the convenor, and there should be at least one accounting professional as independent director in the audit committee. ……	Article 23 The **Board of Directors** of the Company establishes special committees such as the independent audit committee (the audit committee), nomination committee and remuneration committee; among which, the independent audit committee (the audit committee) and remuneration committee shall consist of and the convenor shall be independent directors, the independent directors shall account for the majority in the nomination committee and serve as the convenor, and there should be at least one accounting professional as independent director **who has appropriate professional qualifications or has appropriate accounting or related financial management expertise as required under the listing rules of the stock exchanges where the shares of the Company are listed** in the audit committee. ……
Article 24 The independent directors shall submit an annual duty report to the annual ~~general meeting~~ of the Company to explain their performance of duties. The annual duty report shall include the following contents: …… (III) consideration of the matters set out in Articles 23, 26, 27 and 28 of the Administrative Measures and the exercise of the special powers of the independent directors set out in the paragraph 1 of Article 18 of the Administrative Measures; ……	Article 24 The independent directors shall submit an annual duty report to the annual **General Meeting** of the Company to explain their performance of duties. The annual duty report shall include the following contents: …… (III) consideration of the matters set out in Articles 23, 26, 27 and 28 of the Administrative Measures **for Independent Directors of Listed Companies** and the exercise of the special powers of the independent directors set out in the paragraph 1 of Article 18 of the Administrative Measures **for Independent Directors of Listed Companies**; ……

Rules for Independent Directors	
Before amendment	**After amendment**
Article 29 When independent directors perform their duties, relevant personnel of the Company shall actively cooperate with them and shall not refuse, hinder them or conceal relevant information, and shall not interfere with the independent performance of their duties. If an independent director encounters obstruction in the exercise of his/her powers in accordance with the laws, he/she may explain the situation to the Board of Directors, request cooperation from the directors, senior management and other relevant personnel, and record the specific circumstances of the obstruction and the resolution of the situation in his/her work records; if the obstruction cannot be eliminated, he/she may report to the ~~CSRC~~ and the stock exchange. Where the performance of duties by an independent director involves information that should be disclosed, the Company shall process the disclosure in a timely manner; where the Company does not disclose such information, the independent director may directly apply for disclosure, or report to the ~~CSRC~~ and the stock exchange.	Article 29 When independent directors perform their duties, relevant personnel of the Company shall actively cooperate with them and shall not refuse, hinder them or conceal relevant information, and shall not interfere with the independent performance of their duties. If an independent director encounters obstruction in the exercise of his/her powers in accordance with the laws, he/she may explain the situation to the Board of Directors, request cooperation from the directors, senior management and other relevant personnel, and record the specific circumstances of the obstruction and the resolution of the situation in his/her work records; if the obstruction cannot be eliminated, he/she may report to the **securities regulatory authorities** and the stock **exchanges**. Where the performance of duties by an independent director involves information that should be disclosed, the Company shall process the disclosure in a timely manner; where the Company does not disclose such information, the independent director may directly apply for disclosure, or report to the **securities regulatory authorities** and the stock **exchanges**.

Rules for Independent Directors	
Before amendment	**After amendment**
Article 32 Matters not covered in this system shall be performed in accordance with the provisions of relevant national laws, regulations, normative documents and the Articles of Association; if this system conflicts with national laws, regulations, normative documents or the Articles of Association, the provisions of relevant national laws, regulations, normative documents and the Articles of Association shall apply.	Article 32 Matters not covered in this system shall be performed in accordance with the provisions of relevant national laws, regulations, normative documents, **the listing rules of the stock exchanges where the shares of the Company are listed** and the Articles of Association; if this system conflicts with national laws, regulations, normative documents, **the listing rules of the stock exchanges where the shares of the Company are listed** and the Articles of Association, the provisions of relevant national laws, regulations, normative documents**, the listing rules of the stock exchanges where the shares of the Company are listed** and the Articles of Association shall apply.

Note: In addition to the above table, if the addition, deletion, or rearrangement of certain provisions resulted in changes to the numbering of the rules, the numbering of the rules in the revised Rules for Independent Directors shall be adjusted accordingly by extension or reduction, and any cross-references to rule numbers shall be revised accordingly. Furthermore, all references to "General Meetings of Shareholders (股東大會)" in the document have been uniformly amended to "General Meetings (股東會)" in accordance with the PRC Company Law. Where no other substantive amendments are involved, these changes will not be listed individually.

The English version is an unofficial translation of its Chinese version and is provided for reference only. In the event of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Details of the Proposed Amendments to the Rules for Connected Transactions are as follows:

JIANGXI COPPER COMPANY LIMITED
RULES FOR CONNECTED TRANSACTIONS

CHAPTER I GENERAL

Article 1 In order to regulate the connected transactions of Jiangxi Copper Company Limited (the "Company"), to ensure that the connected transactions between the Company and the connected parties are in compliance with the principles of fairness, openness and good faith, and to ensure that the connected transactions of the Company will not be detrimental to the overall interests of the Company and all shareholders, the Company has formulated these rules in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (the "SSE"), and the Articles of Association of Jiangxi Copper Company Limited (the "Articles of Association"), and having taken into account the actual circumstances of the Company.

Article 2 A connected transaction of the Company means a transfer of resources or obligations between the Company and the Company's subsidiaries and a connected person of the Company or a specified type of transaction between the Company and the Company's subsidiaries and a third party under the Listing Rules, including but not limited to, the following transactions:

(1) Purchase or supply of raw materials, fuel, power, semi-finished and finished products;

(2) Sale of products and merchandise;

(3) Provision or acceptance of or sharing of services;

(4) Commissioned or entrusted sales;

(5) Co-investment with connected parties;

(6) Acquisition or disposal of assets (both tangible and intangible, such as securities and deemed disposals as defined under the Listing Rules);

(7) External investment (including entrusted financial management, entrusted loans, etc.);

(8) Provision or acceptance of financial assistance (including the granting of credit, the lending of money, or the provision of indemnities, guarantees or security in respect of loans);

(9) Provision or acceptance of guarantee (other than counter-guarantee);

(10) Lease-in or lease-out of assets (whether tangible or intangible);

(11) Entering into or terminating an operating lease or sublease;

(12) Entering into an agreement or arrangement to establish a joint venture entity or entering into any other form of joint venture arrangement;

(13) Granting, accepting, transferring, exercising or not exercising, or terminating options to purchase or sell assets or subscribe for securities;

(14) Issuance of new securities of the Company or its subsidiaries, or sale or transfer of treasury shares, including the underwriting or sub-underwriting of securities issues or the sale or transfer of treasury shares;

(15) Commissioned or entrusted management of assets and business;

(16) Giving or receiving assets;

(17) Creditor's rights, debt restructuring;

(18) Entering into licensing agreements;

(19) Transfer or assignment of research and development projects;

(20) Other matters that may result in a transfer of resources or obligations through agreement;

(21) Entering into or terminating a finance lease;

(22) Other transactions as determined by the Stock Exchange and the SSE.

CHAPTER II CONNECTED PERSONS

Article 3 Connected persons of the Company include connected corporations and connected natural persons:

(1) Connected corporations include, but are not limited to:

1. Corporation (or other organisation) that directly or indirectly controls (as defined in Article 42) the Company;

2. Corporation holding more than 10% of the Company's shares or corporation (including holders of ADRs) entitled to exercise or control the exercise of more than 10% of the voting rights at the Company's general meeting;

3. Subsidiaries or holding company of a corporation listed in paragraph 2 of item (1) under this Article or a subsidiary of such a holding company;

4. Corporation (or other organisation) (excluding the Company and the Company's controlled subsidiaries) that are directly or indirectly controlled (as defined in Article 42) by the corporation listed in paragraphs 1 to 3 of item (1) under this Article;

5. The Company's controlled subsidiary (other than a wholly-owned subsidiary) that is a joint venture with a connected person under the paragraphs 1, 2, 3, 9 or 10 of item (1) under this Article and such connected person holds an interest of not less than 10%, or that may individually or jointly exercise more than 10% of the voting power at a general meeting of such subsidiary of the Company;

6. Company's founders and its subsidiaries;

7. Corporation (or other organisation) holding more than 5% of the Company's shares and its parties acting in concert;

8. Corporation directly or indirectly controlled by connected natural persons or corporations with connected natural persons as directors and legal representatives (excluding the Company and the Company's controlled subsidiaries);

9. Trustees acting in their capacity as trustees of any trust of which a corporation listed in paragraphs 2 and 3 of item (1) under this Article is a beneficiary;

10. Corporations listed in paragraphs 2 and/or 3 of item (1) under this Article and/or 30%-controlled (as defined in Article 42) held directly or indirectly by the trustees listed in paragraph 9 of item (1) under this Article (either individually or jointly), or any subsidiaries of such 30%-controlled companies;

11. Other connected persons, associates, connected subsidiaries, jointly-held entities (as defined in the Listing Rules) as defined under the Listing Rules or corporations deemed to be connected by the Stock Exchange; or

12. Other shareholders with interests in the Company as determined by the Stock Exchange and the SSE.

(2) Connected natural persons:

1. Individual shareholders who directly or indirectly hold more than 5% of the Company's shares;

2. Directors (including those who have been directors of the Company or any of its subsidiaries in the past 12 months), supervisors and senior management (including top executives) or substantial shareholders who are natural persons of the Company or any of its subsidiaries;

3. Directors, supervisors and senior management of the corporation listed in paragraph 1 of item (1) under this Article;

4. Close family members of the persons referred to paragraphs 1 and 2 of item (2) under this Article including: (1) parents; (2) spouses; (3) siblings and their spouses; (4) children under the age of 18 and over the age of 18 and their spouses; (5) parents of the spouses, siblings of the spouses and their spouses, and parents of the spouses of the children, and so on;

5. Immediate family members (as defined in the Listing Rules) of the natural persons listed in paragraph 2 of item (2) under this Article;

6. Trustees acting in their capacity as trustees of any trust of which a natural person listed in paragraph 2 of item (2) under this Article or a natural person listed in paragraph 5 of item (2) under this Article is a beneficiary (other than a trust which is an employees' share scheme or an occupational pension scheme established for a wide scope of participants and the connected person's aggregate interests in the scheme are less than 30%);

7. A 30%-controlled company (as defined in Article 42) held, directly or indirectly, by a natural person (individually or jointly) listed in paragraphs 2, 5 and/or 6 of item (2) under this Article or any of its subsidiaries;

8. Family members (as defined in the Listing Rules) of the natural persons listed in paragraph 2 of item (2) under this Article;

9. A majority-controlled company (as defined in Article 42) held, directly or indirectly by, a natural person listed in paragraph 8 of item (2) under this Article or together with a natural person listed in paragraphs 2, 5 and/or 6 of item (2) under this Article (either individually or jointly) or any subsidiaries of such company(ies);

10. Trustees acting in their capacity as trustees of any trust of which the natural person himself or any of his family members is a beneficiary, and a company directly and indirectly controlled by the trustees acting in their capacity as trustees;

11. Any joint venture partner of a cooperative or contractual joint venture company (whether or not the joint venture company is a separate legal entity) will be deemed to be an associate (as defined in the Listing Rules) of (1) in the case of a natural person, that person, that person's immediate family members and/or trustees (as defined in the Listing Rules respectively); or (2) in the case of a corporation, that corporation, any of its subsidiaries, holding companies or the holding company's subsidiaries and/or trustees (as defined in the Listing Rules respectively), together, directly or indirectly, hold 30% (or an amount that would trigger a mandatory general offer or establish legal or management control over a business enterprise under the laws of the People's Republic of Chine ("**PRC**")) or more in the joint venture's capital or assets contributions, or the contractual share of its profit or other income;

12. Other natural persons who are defined as connected persons, associates (as defined in the Listing Rules respectively) under the Listing Rules or who are deemed to be connected by the Stock Exchange; or

13. Other natural persons having an interest in the Company as determined by the Stock Exchange and the SSE.

Article 4 A corporation or natural person with one of the following circumstances is deemed to be a connected person of the Company:

1. Pursuant to an agreement entered into with or an arrangement made with a connected person of the Company, one of the circumstances stipulated in items (1) and (2) under Article 3 occurs after the agreement or arrangement becomes effective or within the next 12 months;

2. Within the past 12 months, one of the situations stipulated in items (1) and (2) under Article 3 occurs.

CHAPTER III BASIC PRINCIPLES OF CONNECTED TRANSACTIONS

Article 5 The Company's connected transactions shall be governed by the following basic principles:

(1) The transaction is in line with the principles of marketisation and commercialisation;

(2) The transaction price is fair and reasonable and based on the principle of mutual agreement;

1. Where the relevant laws and regulations of the state and local governments and the rules and regulations of the relevant state departments have clearly stipulated price standards or fee standards that are applicable to such connected transactions, the determination of the transaction price shall follow such price standards or fee standards.

2. In the absence of the standards mentioned in item 1 above or in the event that the standards mentioned in item 1 above do not apply to a connected transaction, the parties to the connected transaction shall negotiate and determine the price in accordance to the market price principle.

3. In the absence of the standards set out in items 1 and 2 above or where the provisions of items 1 and 2 above do not apply, the parties to a connected transaction shall negotiate and determine a fair transaction price based on the actual or estimated costs of such transaction on the basis of fairness and reciprocity.

(3) The basis of pricing is based on the principle of good faith;

(4) The principle of openness and transparency of transaction information.

CHAPTER IV AUTHORITIES AND PROCEDURES FOR APPROVAL OF CONNECTED TRANSACTIONS

Article 6 Connected transactions between connected natural persons and the Company with an amount of more than RMB300,000 must be reviewed and approved by the Board of Directors.

Article 7 The following connected transactions between the Company and connected persons (except for external guarantees) shall be reviewed and approved by the Board of Directors:

1. The ratio of total assets which are the subject of the transaction to the Company's total assets for the most recent period (hereinafter referred to as the asset ratio) is more than 0.1% and less than 5%;

2. The ratio of profit attributable to the assets which are the subject of the transaction to the Company's profit for the most recent period (hereinafter referred to as the profit ratio) is more than 0.1% and less than 5%;

3. The ratio of the revenue or transaction amount attributable to the assets which are the subject of the transaction to the Company's most recent audited revenue or income from principal activities (hereinafter referred to as the revenue ratio) is more than 0.1% and less than 5%;

4. The ratio of the transaction amount or relevant consideration to the Company's total market capitalisation calculated based on the average closing prices of the Company's A and H shares for the five business days preceding the date of the transaction (hereinafter referred to as the consideration ratio) is more than 0.1% and less than 5%;

5. The ratio of the number of shares to be issued by the Company as consideration and/or treasury shares to be transferred in the transaction to the number of issued shares of the Company (excluding treasury shares) prior to the relevant transaction (hereinafter referred to as the equity capital ratio) is more than 0.1% and less than 5%; or

6. The ratio of the transaction amount to the Company's latest audited net assets (hereinafter referred to as the net asset ratio) is more than 0.5% and less than 5%.

Article 8 If, after testing the above ratios, the asset ratio, profit ratio, revenue ratio, consideration ratio, equity capital ratio are all less than 0.1% and the net asset ratio is less than 0.5%, such connected transactions shall be reported to the leadership of the Company's management for approval.

Article 9 If, after testing the above ratios, any one of the asset ratio, profit ratio, revenue ratio, consideration ratio, equity capital ratio exceeds 5% or net asset ratio exceeds 5%, such connected transactions shall be subject to the consideration and approval of the independent shareholders at the general meeting of the Company in addition to the consideration and approval by the Board of Directors.

Article 10 If the Company enters into transactions with the same connected person within a consecutive 12-month period, or similar connected transactions related to the subject matter of the transactions, where the relevant series of connected transactions are all completed within the same 12-month period, or where the relevant transactions are connected with each other, the provisions of Articles 6, 7, 8 and 9 shall apply in accordance with the principle of aggregation calculation.

The same connected person mentioned above includes other connected persons that are controlled by the same entity as the connected person or have equity control relationship with each other.

Article 11 In principle, before September 30 of each year, the Company shall focus on discussing and reviewing new connected transactions for the following year, continuing connected transactions that are about to expire, or connected transactions that need to be revised.

The units and departments in which the Company's connected transactions occur shall timely report the said connected transactions to the secretary's office of the Board of Directors before September 30 of each year and submit reporting materials and documents in accordance with Article 13 of these rules.

Article 12 If the units and departments of the Company are unable to comply with the provisions of Article 11, but it is expected that the connected transactions would be unavoidable in the future, the relevant units and departments of the Company shall report to the secretary's office of the Board of Directors of the Company 20 days prior to the date of the expected occurrence of the connected transaction (in the case of a material connected transaction that requires the general meeting's approval, 90 days prior to the date of its occurrence), and shall submit the reporting materials and documents in accordance with the requirements of Article 13 of these rules.

Article 13 When reporting a connected transaction, the unit or department in which the transaction occurs should submit the following reporting documents and materials:

1. Transaction report. The report should, at least, include:

   (1) Basic information regarding the connected party (including but not limited to the shareholding structure, scope of business and products operated, assets and profitability of the connected party);

   (2) The purpose of the transaction and the necessity and sustainability of the transaction;

   (3) The types and specifications of the transaction, the quantities of the transaction, the pricing policy and pricing basis for the transaction, and the estimated transaction prices, transaction amounts, and settlement methods for the transaction;

   (4) Whether the connected party is the sole provider or recipient of the transaction and a fairness statement of the key terms of the contract;

   (5) The effect of the transaction on the Company's current and future financial condition and results of operations;

   (6) Conditions for the transaction to become effective, effective date, term and period of performance, etc.

2. Draft contract for the connected transaction. The draft contract shall be formulated in accordance with the Contract Law, specify the entities of the transaction, the subject matter, the quantity, duration and price of the transaction, the settlement method, and the specific rights and obligations of both parties.

3. Verification of information. This includes the basis for pricing, the basis for volume calculation, the basis for settlement and the basis for other key commercial terms such as the manner in which miscellaneous fees are to be borne. For example, contracts and actual average prices of similar transactions with other independent third parties and relevant invoices prior to the occurrence of the connected transactions; information on prices or service charges of similar transactions obtained from independent third parties or other sources, average market prices, national or relevant governmental charges or pricing documents, relevant cost calculation information under the cost-plus pricing method, and relevant evidence for determining the gross profit margin, and evidence for determining and calculating transaction quantities such as engineering investment reports, capacity design, actual consumption, and historical production volumes.

4. Upper limit declaration form for exemptions from disclosure for continuing connected transactions.

5. Statistical table showing the cumulative actual occurrence of various types of connected transactions with the connected party from the beginning of the year to the reporting date.

Article 14 Upon receipt of the connected transaction reporting materials sent by a unit or department of the Company, the secretary's office of the Board of Directors of the Company shall organise the relevant departments of the Company to meet and review the fairness and necessity of the price, the amount of the transaction, and the main terms and conditions of the contract.

Article 15 After the joint review, the secretary's office of the Board of Directors of the Company shall handle the connected transactions in accordance with the decision-making authority stipulated in Articles 6, 7, 8, and 9 above, respectively, in accordance with the following circumstances:

1. Connected transactions requiring the approval of the Company's management shall be submitted in writing to the unit or department for implementation after approval by the Company's leadership.

2. For connected transactions that require the approval of the Board of Directors, the secretary's office of the Board of Directors of the Company shall submit the contract of such connected transaction and other relevant documents to the independent directors of the Company for review, and the independent directors shall convene a special meeting of the independent directors to consider and approve the connected transaction.

3. Such connected transactions shall be submitted to the Board of Directors for consideration and approval only after the connected transaction has been reviewed and approved by the special meeting of the independent directors.

Article 16 Subject to Article 22 of these rules, the directors shall pay particular attention when considering and approving connected transactions:

1. Whether such transactions are actually necessary for the Company and whether the connected party is the sole provider or recipient of the transactions.

2. Whether the transactions are entered into on prevailing commercial principles or on the same (or more favorable) terms as those offered to or by independent third parties, and whether the prices are fair and reasonable.

3. Whether the transactions are fair and equitable insofar as the interests of the Company and all shareholders are concerned and in the interests of the Company and its shareholders as a whole.

Article 17 For connected transactions that require the approval of the Company's independent shareholders at a general meeting, in addition to fulfilling the requirements set out in items 2 and 3 of Article 15, the Company shall, in accordance with the relevant provisions of the Listing Rules, set up an independent board committee and appoint an independent financial adviser to evaluate such connected transactions or appoint a securities service organisation with relevant business qualifications to issue an audit or evaluation report (if applicable) in accordance with the Rules Governing the Listing of Stocks and provide an independent opinion, an independent financial adviser's report and other relevant audit or evaluation report (if applicable) to the independent shareholders, the independent audit committee (the Audit Committee) and the independent board committee; the Company shall also engage legal advisers to prepare documents and provide legal advice in relation to the connected transactions.

Article 18 When considering and approving connected transactions at the general meeting, voting shall be conducted by way of poll, with the connected shareholders abstaining from voting. A scrutineer appointed by HKSCC or the auditor of the Company or a representative of the external accountants qualified to act as auditor should be the scrutineer for the purpose of vote-taking.

Article 19 No connected transaction of the Company shall take place before it has been considered and approved by the management, the Board of Directors or the general meeting (depending on the amount involved or pursuant to the exemptions available under the applicable laws and regulations, including but not limited to the Listing Rules) and/or the approval of the stock exchange(s) on which the Company's shares are listed, if applicable.

Article 20 Units or departments of the Company shall establish an internal control system for the prediction and warning of connected transactions. The connected transactions and their caps, which have been reviewed and approved by the Company's management, the Board of Directors and/or the general meeting, shall not be altered in the course of execution during the year with respect to their major transaction terms (including the basis of pricing, the transaction price, the payment method and the term, etc.), and at the same time, the aggregated amount of their transaction shall not exceed the cap approved by the management, the Board of Directors and/or the general meeting.

Article 21 If any unit or department of the Company anticipates that the aggregated amount of the connected transactions to take place in the current year will exceed the cap of the connected transactions as considered and approved by the management, the Board of Directors and/or the general meeting of the Company; or if there is conclusive evidence indicating that it is necessary to revise the major terms and conditions of the connected transactions (including the pricing basis, the transaction price, and the method of payment, etc.) that have been considered and approved by the management, the Board of Directors and/or the general meeting of the Company, such connected transactions shall be considered and approved again in accordance with Articles 6, 7, 8 and 9 of these rules.

CHAPTER V RULES FOR ABSTAINING FROM VOTING ON TRANSACTIONS

Article 22 When the Board of Directors votes on a connected transaction, the connected director shall abstain from voting. If the natural person involved in the transaction is a director of the Company, in addition to his/her abstention from voting, he/she may not request other directors to vote for or against the transaction. In the event that the Board of Directors does not have a quorum after the connected director abstains, a resolution shall be made by all directors (including the connected directors) on procedural issues such as submitting such transactions to the Company's general meeting for consideration and approval, and the general meeting shall make the relevant resolution on such transactions.

A director of the Company who has one of the following circumstances is a connected director:

(1) Counterparty;

(2) A person who is a direct or indirect controller of the counterparty;

(3) Holds a position in the counterparty or in a corporation or other organisations that can control, directly or indirectly, the counterparty, or holds a position in a corporation or other organisations that are directly or indirectly, controlled by the counterparty;

(4) A closely related family member of the counterparty or of its direct or indirect controllers (for the specific scope, please refer to the provisions of paragraph 4 of item (2) of Article 3 of these rules, the same hereinafter);

(5) A closely related family member or of the counterparty or of the director, supervisor or senior management of its direct or indirect controller;

(6) Directors who are required to abstain from voting under the Articles of Association;

(7) Directors whose independent business judgment may be affected for other reasons as determined by the China Securities Regulatory Commission (hereinafter referred to as the CSRC), the SSE, the Stock Exchange or the Company.

Article 23 Connected shareholders shall abstain from voting when the matters relating to connected transactions are being considered and approved at the general meeting of the Company. These connected shareholders include the following shareholders or shareholders with one of the following circumstances:

(1) Counterparty;

(2) A person who is a direct or indirect controller of the counterparty;

(3) Directly or indirectly controlled by the counterparty;

(4) Directly or indirectly controlled by the same corporation or other organisation or natural person as the counterparty;

(5) Holds a position in the counterparty or in a corporation or other organisations that can control, directly or indirectly, the counterparty, or holds a position in a corporation or other organisations that are directly or indirectly, controlled by the counterparty;

(6) A closely related family member of the counterparty or of its direct or indirect controller;

(7) Shareholders whose voting rights are restricted or affected by the existence of share transfer agreements or other agreements that have not been completed with the counterparties or their connected persons;

(8) Shareholders with a material interest in the transaction or arrangement;

(9) Shareholders who may cause the interests of the Company to be tilted in their favor as determined by the CSRC, the SSE and the Stock Exchange.

CHAPTER VI DISCLOSURE OF INFORMATION ON CONNECTED TRANSACTIONS

Article 24 For connected transactions considered and approved by the Board of Directors, the Company shall publish an announcement on the resolution of the Board of Directors, the connected transaction announcement, the resolution/audit opinion of the special meeting of the independent directors in the designated information disclosure media within one trading day after the board meeting is convened, and issue a connected transaction announcement in accordance with the Listing Rules as soon as possible after the terms of the connected transaction have been agreed upon, where applicable.

Article 25 For connected transactions which require the consideration and approval of shareholders at a general meeting, the Company, in addition to fulfilling its disclosure obligations under Article 24 above, shall, within 15 days after the above-mentioned announcement, despatch a circular (containing a letter from the independent board committee and a report or letter from the independent financial adviser) to the shareholders and publishing a notice of the general meeting (in the event the Company is unable to despatch the circular according to the time limit, it must publish an announcement to disclose this fact as soon as practicable in accordance with the Listing Rules (and in any event prior to the original date of despatch of the circular) and give the reasons for the delay in despatch and the re-designated date of despatch).

Article 26 The unit or department in which a connected transaction occurs shall prepare a statistical table of the actual occurrence of the connected transaction and a table of the occupation of funds by the connected party as of June 30 and December 31 of each year and submit it to the finance department of the Company for review and consolidation by July 15 of each year and by January 15 of the following year, respectively.

Article 27 The actual implementation of the connected transactions which have been considered and approved by the Board of Directors and/or the general meeting shall be disclosed in the interim and annual reports of the Company.

Article 28 The domestic and overseas audit firms engaged by the Company shall report and audit the actual execution of the continuing connected transactions of the Company on a regular basis in accordance with the law and submit an auditor's letter to the Board of Directors every year in accordance with the Listing Rules, in order to confirm, inter alia, whether the continuing connected transactions have been conducted in accordance with the agreements governing the relevant transactions in all material respects and whether the transaction amounts have exceeded the caps.

The independent non-executive directors of the Company are required to review the continuing connected transactions every year and shall confirm the following matters in the annual report in respect of the continuing connected transactions:

1. These transactions were entered into in the ordinary and usual course of the Company's business;

2. The transactions are in accordance with the agreement governing the transaction;

3. These transactions are on normal commercial terms or better;

4. The terms of the transactions are fair and reasonable and in the interests of the shareholders of the Company as a whole;

5. Where transactions involve the supply of goods or services by the Company and its subsidiaries, they are conducted in accordance with the pricing policies of the Company and its subsidiaries in all material respects.

Article 29 Subject to the relevant requirements under the Listing Rules, the Company is exempted from voting and disclosing in the same manner as a connected transaction in respect of the following transactions entered into between the Company and its connected parties:

(1) A party subscribes in cash for the other party's publicly issued shares, corporate bonds or enterprise bonds, convertible bonds or other derivatives;

(2) A party acts as a member of an underwriting syndicate to underwrite another party's public offering of shares, corporate bonds or enterprise bonds, convertible bonds or other derivatives;

(3) A party receives dividends, bonuses or remuneration in accordance with the resolution of the general meeting of the other party;

(4) Connected transactions resulting from any party's participation in public tenders, and public auctions;

(5) Other transactions as determined by the Stock Exchange and the SSE.

Article 30 Connected transaction entered into by the Company's controlled subsidiaries shall be treated as acts of the Company; unless otherwise provided in the Listing Rules, connected transactions entered into by the Company's participating companies shall be subject to the relevant provisions of these rules and calculated by multiplying the transaction amount by the percentage of shareholding or the percentage of agreed dividend.

CHAPTER VII MANAGEMENT OF CONTRACTS FOR CONNECTED TRANSACTIONS

Article 31 All connected transactions entered into by the Company shall be accompanied by a connected transaction contract to ensure the interests of all parties to the transaction and to specify the rights and obligations of both parties.

Article 32 For connected transactions that require consideration and approval by the Board of Directors and general meeting of the Company, the secretary's office of the Board of Directors shall prepare a master contract for the connected transaction based on the draft contract for the connected transaction submitted by the unit or department in which the connected transaction occurs and reviewed at the meeting, and submit it to the independent non-executive directors, the Board of Directors, the general meeting for consideration and approval and/or to the stock exchanges where the shares of the Company are listed for approval, if applicable.

Article 33 The master contract for connected transactions considered and approved by the Board of Directors and/or the general meeting shall be signed by a director of the Company authorised by the Board of Directors and a legal representative or an authorised representative of the controlling shareholder. Provided that no authorised director shall sign on behalf of both parties at the same time.

Article 34 Connected transaction contracts that require consideration and approval by the Board of Directors or general meeting of the Company shall become effective only after consideration and approval by the Board and/or general meeting, as the case may be, respectively.

Article 35 The master contracts for continuing connected transactions of the Company are generally valid for a period of three years from the effective date of approval by the Board of Directors or general meeting (depending on whether independent shareholders' approval is required) and by the stock exchanges where the shares of the Company are listed. Unless the nature of the transaction requires a longer contract period under special circumstances. In such cases, the Company must appoint an independent financial adviser to explain why the agreement needs to have a longer term and to confirm that the term of the agreement is in line with the general treatment of such agreements in the industry. Any continuation of such transactions after expiry shall be re-declared and re-approved. However, if any one of the aforementioned ratio tests of asset ratio, profit ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) of the connected transaction exceeds 25%, the contractual validity period of the connected transaction shall be at most one year.

Article 36 The unit or department responsible for the specific implementation of the master contract for the connected transaction shall enter into sub-contracts or specific implementation contracts for the connected transaction with the counterparty in accordance with the master contract that has been considered and approved by the Board of Directors and/or the general meeting, and shall report to the secretary's office of the Board of Directors for record.

Article 37 The terms and conditions of the subcontracts or implementation contracts for connected transactions should be fully operational, with a clear definition of the entities of the transaction, the object, the subject matter and the specific implementation price. Sub-contracts or specific implementation contracts for connected transactions must not conflict with the relevant principles and terms of the master contract.

Article 38 Subject to Article 35, the validity period of the sub-contracts or the specific implementation contracts shall in principle be one year and shall be revised and renewed upon expiry, provided that the term of the sub-contracts or the specific implementation contracts for the connected transactions shall not exceed the term of the master contract for the connected transaction.

Article 39 Finance departments at all levels of the Company shall settle the connected transactions in accordance with the terms stipulated in the master contract and sub-contracts or implementation contracts.

Article 40 The secretary's office of the Board of Directors shall organise the relevant departments of the Company to review, on a regular or irregular basis, the actual occurrence of connected transactions by the unit or department in which the Company's connected transactions occur.

CHAPTER VIII SUPPLEMENTAL PROVISIONS

Article 41 These rules shall become effective upon approval by the general meeting of the Company, and the same shall apply to any amendments thereto.

Article 42 For the purposes of these rules, "control" is defined as being able to determine the financial and operating policies of an enterprise and to derive benefits from the operations of that enterprise. Any one of the following circumstances constitutes control: (1) holding the largest number of shares of a company as shown in the register of shareholders, unless there is evidence to the contrary; (2) being able to directly or indirectly exercise or control the exercise of 30% of the voting rights of a company, or directly or indirectly exercising the voting rights of a company more than the voting rights that can be exercised by the shareholder with the largest shareholding in the register of shareholders; (3) being able to determine the composition of more than half of the members of the board of directors of a company by exercising voting rights; (4) other circumstances determined by the CSRC, the Stock Exchange and the SSE.

For the purpose of these rules, the "Company's controlled subsidiary" is defined as a subsidiary in which the Company holds more than 50% of the shares or is able to determine the composition of more than half of the members of its board of directors or is able to exercise actual control through an agreement or other arrangement.

For the purpose of these rules, "substantial shareholder" is defined as, in relation to a company, a person (including a holder of ADRs) who is entitled to exercise, or to control the exercise of, 10% or more of the voting power at a general meeting of the company.

For the purpose of these rules, "30%-controlled companies" is defined as a company held by a person who: (a) may exercise or control the exercise of 30% (or an amount for triggering a mandatory general offer under The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, or (in respect of a PRC issuer only) such other percentage required by PRC law that can trigger a mandatory general offer or to establish legal or management control over a business enterprise) or more of the voting rights; or (b) may control the composition of a majority of the members of the board of directors.

For the purpose of these rules, the "majority-controlled company" is defined as a company held by a person who can exercise or control the exercise of more than 50% of the voting power at general meetings or control the composition of a majority of the members of the board of directors;

The meanings of terms not defined in these rules shall be determined in accordance with relevant laws, rules and regulations and the relevant business rules of the stock exchanges where the shares of the Company are listed.

The terms "more than" and "over" used herein include the number itself and "less than" does not include the number itself.

Article 43 The Board of Directors shall be responsible for the interpretation of these rules.

The English version is an unofficial translation of its Chinese version and is provided for reference only. In the event of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Details of the Proposed Amendments to the Rules for the Management on the Use of Proceeds are as follows:

JIANGXI COPPER COMPANY LIMITED
RULES FOR THE MANAGEMENT ON THE USE OF PROCEEDS

CHAPTER I GENERAL PROVISIONS

Article 1 To regulate the use and management of proceeds of Jiangxi Copper Company Limited (hereinafter referred to as the "Company"), to protect the rights and interests of investors, these rules are formulated in accordance with the Company law of the People's Republic of China, the Securities Law of the People's Republic of China, the Administrative Measures for the Registration of Securities Issuance by Listed Companies, the Supervisory Rules for the Use of Proceeds of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Shanghai Stock Exchange Self-Regulatory Guidance for Listed Companies No. 1 – Standard Operations and other laws, regulations and normative documents, and the Articles of Association of Jiangxi Copper Company Limited (hereinafter referred to as the "Articles of Association"), and having taken into account the actual circumstances of the Company.

Article 2 The proceeds mentioned in these rules are proceeds raised by the Company from investors through issuance of shares or other securities with an equity nature and to be used for specific purposes, but does not include proceeds raised by the Company from the implementation of equity incentive plans. The excess proceeds mentioned in these rules refer to the portion of the actual net proceeds that exceed the amount of proceeds that was planned to be raised.

Article 3 The proceeds shall only be used to invest in those projects as set forth in the prospectus or other public offering documents of the Company (hereinafter referred to as "fundraising and investment projects"). The Board of Directors shall formulate the plan for the use of proceeds. The Board of Directors shall disclose the use of proceeds in accordance with the provisions of the relevant laws, regulations and normative documents in a timely manner, and ensure the standardised, public and transparent use of such proceeds. In case the use of proceeds violates the provisions of national laws, regulations and Articles of Association, resulting in damages to the Company, the responsible person shall bear civil liability for compensation.

Article 4 The Company's directors and senior management shall be diligent and responsible to ensure the safety of the proceeds of the Company, and shall not, without authorisation, or indirectly, manipulate the Company to change the use of proceeds.

Article 5 The Company's controlling shareholder, actual controller and other related parties shall not, directly or indirectly, occupy or embezzle the proceeds of the Company, and shall not use the proceeds and the fundraising and investment projects of the Company to obtain improper benefits. Where the Company discovers that its controlling shareholder, actual controller and other related parties have occupied the proceeds, it shall promptly request their return and disclose the reasons for the occupation, its impact on the Company, the repayment and rectification plan, and the progress of such rectification.

CHAPTER II DEPOSIT OF THE PROCEEDS

Article 6 The proceeds shall be deposited in the special account approved by the Board of Directors (hereinafter referred to as "special account for proceeds") for centralised management and use.

The special account for proceeds shall not be used to deposit non-proceeds or used for other purposes.

Where there are more than two financings applicable to the Company, separate special accounts for proceeds shall be set up. Excess proceeds shall also be deposited and managed in the special account for proceeds.

Article 7 The Company shall enter into a tripartite supervision agreement for the special account for proceeds with the sponsor institution or the independent financial adviser and the commercial bank where the proceeds are to be deposited (hereinafter referred to as "commercial bank") within one month after the receipt of the proceeds, and the agreement shall at least include the following:

(I) The Company shall deposit the proceeds in the special account for proceeds;

(II) Account number of the special account for proceeds, the fundraising project in connection with such special account and the amount deposited;

(III) The commercial bank shall provide the Company with account statements for the special account for proceeds every month, and copy the sponsor institution or the independent financial adviser;

(IV) If the Company withdraws an amount exceeding RMB50 million from the special account for proceeds in a single instance or cumulatively within 12 months, and such amount amounts to 20% of the net proceeds from the fundraising after deducting fundraising expenses (hereinafter referred to as "net proceeds"), the Company shall promptly notify the sponsor institution or the independent financial adviser;

(V) The sponsor institution or the independent financial adviser may inquire about the information of the special account for proceeds at the commercial bank at any time;

(VI) Supervision responsibilities of the sponsor institution or the independent financial adviser, the notification and cooperation responsibilities of the commercial bank, and the supervision methods of the sponsor institution or the independent financial adviser and the commercial bank for the use of proceeds by the Company;

(VII) Liabilities for breach of the Company, the commercial bank and the sponsor institution or the independent financial adviser;

(VIII) The Company may terminate the agreement and cancel the special account for proceeds if the commercial bank fails to timely provide account statements to the sponsor institution or the independent financial adviser on three occasions, or refuses to cooperate with the sponsor institution or the independent financial adviser's inquiry or investigation on the special account for proceeds.

The Company shall promptly make announcement after the execution of the tripartite supervision agreement for the special account for proceeds.

In case the tripartite supervision agreement for the special account for proceeds terminates before the expiration of its term for reasons such as change of the sponsor institution, the independent financial adviser or the commercial bank, the Company shall sign a new agreement with the relevant parties within two weeks from the date of termination of the agreement, and promptly make announcement after the execution of the new agreement.

Article 8 In case the amount of proceeds is relatively large, the Company may open special accounts with more than one bank with the approval of the Board of Directors, on the basis of combining the credit facility of the investment projects and adhering to the principal that the proceeds from the same investment project shall be deposited in the special account opened with the same bank.

Article 9 Domestic and overseas special accounts involving proceeds raised overseas must be reported to relevant departments for approval in accordance with relevant regulations of the national foreign exchange regulatory authorities.

If the proceeds are used to invest in overseas projects, the Company, the sponsor institution and the independent financial adviser shall take effective measures to ensure the safety and standardised use of the proceeds on overseas projects, and disclose the relevant specific measures and actual results in the Special Report on the Deposit, Management and Actual Use of Proceeds of the Company (hereinafter referred to as the "Special Report").

CHAPTER III USE OF PROCEEDS

Article 10 The proceeds shall only be used in fundraising and investment projects considered and approved at the general meeting.

Article 11 When using the proceeds, the application and approval procedures shall be strictly followed. The specific department (unit) intending to use the proceeds shall fill in the application form, which shall be signed by the person in charge of the finance department, then approved by the chief financial officer or the general manager, and then implemented by the finance department. Anything that exceeds the scope of authorisation of the Board of Directors shall be submitted to the Board of Directors for approval.

Article 12 The investment project shall be carried out in accordance with the planned schedule undertaken by the Board of Directors, and the implementing departments shall refine the specific work progress to ensure the works can be completed on schedule, and provide progress report of works regularly to the audit department.

When circumstances arise that significantly impact the normal progress of the plan for use of proceeds, the Company shall promptly report it to the stock exchanges and make an announcement.

Article 13 In case any of the following circumstances occurs to the fundraising and investment project, the Company shall re-evaluate the feasibility, anticipated benefits of the fundraising and investment project, and decide whether the project shall be proceeded:

(I) material changes to the market environment involved in the fundraising and investment project;

(II) after the proceeds are received, the fundraising and investment project has been suspended for more than 1 year;

(III) beyond the completion deadline of the investment plan of the proceeds and the amount of proceeds invested is less than 50% of the amount planned;

(IV) other abnormal situations occurs to the fundraising and investment project.

The Company shall promptly disclose if the circumstances specified in the preceding paragraph occur. If it is necessary to adjust the investment plan of the proceeds, the adjusted investment plan of the proceeds shall be disclosed simultaneously. If it involves a change in the investment project of the proceeds the relevant consideration and approval procedures for changing the use of proceeds shall apply.

The Company shall disclose the specific details of the re-evaluation of the fundraising and investment project during the reporting period in its latest periodic report.

Where a fundraising and investment project is not expected to be completed within the originally scheduled timeframe and the Company intends to postpone its implementation, it shall be promptly considered and approved by the Board of Directors, and the sponsor institution or the independent financial adviser shall issue a clear opinion. The Company shall promptly disclose the specific reasons for the failure to complete on schedule, explain the current deposit and accounting status of the proceeds, whether there are circumstances affecting the normal progress of the plan for use of proceeds, the estimated completion time and the plan for investment by instalments, the measures to ensure timely completion after the postponement, and other relevant matters.

Article 14 The proceeds of the Company shall be in compliance with national industrial policies and relevant laws and regulations, align with the concept of sustainable development, fulfill social responsibilities, and in principle be used for the main business, conducive to enhancing the Company's competitiveness and innovation capabilities. The proceeds shall not be used for holding financial investments (the understanding and application of financial investments shall be implemented in accordance with the relevant provisions of Articles 9, 10, 11, 13, 40, 57 and 60 of the Administrative Measures for the Registration of Securities Issuance by Listed Companies – Opinion No. 18 on the Application of Securities and Futures Laws), nor shall they be directly or indirectly invested in companies whose main business involves the trading of marketable securities. The Company shall not perform the following when using the proceeds.

(I) changing the use of proceeds indirectly by pledge, entrusted loan or other means;

(II) directly or indirectly providing the proceeds to the controlling shareholder, actual controller and other related parties for their use, and facilitating related parties in obtaining improper benefits from fundraising and investment projects;

(III) other activities in violation of administrative regulations of proceeds.

Use of proceeds for the following purposes by the Company shall be subject to the consideration and approval by the Board of Directors, and the sponsor institution or the independent financial adviser shall issue a clear opinion:

(I) replacing the self-owned funds invested in advance in fundraising and investment project with the proceeds;

(II) using temporarily idle proceeds for cash management;

(III) using temporarily idle proceeds to temporarily supplement working capital;

(IV) changing the use of proceeds;

(V) using the excess proceeds for ongoing projects and new projects, as well as to repurchase and lawfully cancel the Company's shares.

If the circumstances specified in items (IV) and (V) of the preceding paragraph subsists for the Company, such matters shall also be submitted to the general meeting for approval. If the relevant matters involve connected transactions, acquisition of assets, foreign investments, the approval procedures shall be performed and the information disclosure obligations shall be fulfilled in accordance with the relevant provisions.

Article 15 Where the Company used self-raised funds to make advance investments in the fundraising and investment projects and subsequently replaces such original self-raised funds with proceeds upon receipt of the proceeds, it shall be implemented within 6 months after the proceeds have been transferred to the special account for proceeds.

During the implementation of the investment project of proceeds, payments shall in principle be made directly from the proceeds. Where direct payment from the proceeds is impractical for matters such as payment of staff salaries or purchase of overseas products and equipment, replacement with proceeds may be made within 6 months after the self-raised funds are used for payment.

Article 16 The temporarily idle proceeds may be used for cash management, and the cash management shall be implemented through a special account for proceeds or a publicly disclosed product-specific settlement account. If cash management is implemented through a product-specific settlement account, the account shall not be used to deposit non-proceeds or for other purposes. The implementation of cash management shall not affect the normal implementation of the investment plan of the proceeds. Cash management products must meet the following requirements:

(I) products with high security, such as structured deposits and large certificates of deposit, shall not be non-principal-guaranteed products;

(II) high liquidity, with the product maturity not exceeding 12 months;

(III) cash management products shall not be pledged.

Only after the proceeds placed into the cash management products specified in the preceding paragraph are returned on schedule and an announcement has been made, can the Company carry out cash management again within the authorised time frame and limit.

When the Company opens or cancels an investment product specific settlement account, timely announcement shall be made.

Article 17 In case the Company uses temporarily idle proceeds for cash management, the following shall be disclosed in a timely manner after consideration and approval by the Board of Directors:

(I) the basic information of the proceeds, including fundraising time, the amount of proceeds, the net amount of the proceeds and investment plan;

(II) the use of proceeds;

(III) the amount limit and time limit for cash management, whether there are changes to the use of proceeds and measures to ensure the normal progress of the fundraising and investment project will not be affected;

(IV) the type of profit distribution, scope of investment and safety of the cash management products;

(V) Opinions issued by the sponsor institution or the independent financial adviser.

In the event of circumstances that may harm the interests of the Company and investors, such as if financial conditions of the issuer of the product have deteriorated or the product invested has suffered losses, risk warning announcement shall be promptly made and shall explain the risk control measures adopted by the Company to ensure the safety of the proceeds.

Article 18 In case the Company uses the temporarily idle proceeds to supplement the working capital temporarily, it shall be implemented through the special account for proceeds, and the following requirements shall be met:

(I) the use of proceeds shall not in turn be changed, and the normal progress of the investment plan of the proceeds shall not be affected;

(II) limited to the use in production and operation relating to the main business;

(III) the time for temporarily supplementing the working capital in one time shall not exceed 12 months;

(IV) the proceeds previously used to temporarily supplement working capital that were due have been repaid (if applicable).

The Company shall return such proceeds to the special account for proceeds by the due date of the supplementary of the working capital, and make an announcement for the return of the proceeds.

Article 19 The Company shall properly arrange the utilisation plan for excess proceeds based on the Company's development plan and actual production and operation needs. Excess proceeds shall be used for projects under construction, and new projects, as well as for the repurchase and lawful cancellation of the Company's shares.

The Company shall, at the latest, determine the specific utilisation plan for the excess proceeds at the time of the overall completion of the same batch of the fundraising and investment projects, and shall use them according to the plan. The Board of Directors shall make a resolution on the use of excess proceeds in accordance with the law, the sponsor institution or the independent financial adviser shall issue a clear opinion, and the matter shall be submitted to the general meeting for review and approval. The Company shall promptly and fully disclose relevant information such as the necessity and reasonableness of using the excess proceeds. Where the Company uses the excess proceeds to invest in projects under construction and new projects, it shall also fully disclose information such as the construction plan of the relevant projects, the investment period and the rate of return.

Where it is indeed necessary to use temporarily idle excess proceeds for cash management or to temporarily supplement working capital, the necessity and reasonableness of such use shall be explained. If the Company uses temporarily idle excess proceeds for cash management or to temporarily supplement working capital, the amount, duration and other relevant matters shall be considered and approved by the Board of Directors, and the sponsor institution or the independent financial adviser shall issue a clear opinion. The Company shall promptly disclose the relevant information.

Article 20 After completion of a fundraising and investment project, if the Company uses the remaining proceeds for that project (including interest income) for other projects, if shall be considered and approved by the Board of Directors, and shall only be used after the sponsor institution or the independent financial adviser has issued its explicit consent. The Company shall make an announcement in a timely manner after consideration and approval by the Board of Directors.

In case the remaining proceeds (including interest income) is less than RMB1 million or less than 5% of the promised investment amount for the project, the procedures set out in the preceding paragraph may be waived, and the use of such proceeds shall be disclosed in the annual report.

In case the remaining proceeds (including interest income) of a fundraising and investment project are used for non-fundraising and investment projects (including supplementing working capital), the Company shall follow the corresponding procedures and obligation of disclosure applicable to changes in the use of proceeds.

Article 21 After completion of all fundraising and investment projects, if the Company uses the remaining proceeds (including interest income), it shall be considered and approved by the Board of Directors, and explicit consent shall be issued by the sponsor institution or the independent financial adviser. The Company shall make an announcement in a timely manner after consideration and approval by the Board of Directors. In case the remaining of the proceeds (including interest income) is more than 10% of the net amount of the proceeds, it shall be subject to the approval of the general meeting.

In case the remaining proceeds (including interest income) is less than RMB5 million or 5% of the net amount of the proceeds, the procedures set out in the preceding paragraph may be waived, and the use of such proceeds shall be disclosed in the latest periodic report.

Article 22 The use of foreign exchange proceeds must comply with relevant provisions of the national foreign exchange regulatory authorities.

CHAPTER IV CHANGE OF INVESTMENT OF PROCEEDS

Article 23 The proceeds of the Company shall be used for the purposes as set forth in the prospectus or other public offering documents, and the purpose shall not be changed without authorisation.

Any of the following circumstances shall constitute a change in use of proceeds, which shall be resolved by the Board of Directors in accordance with applicable laws, the sponsor institution or the independent financial adviser shall issue a clear opinion, and shall be submitted to the general meeting for approval, and the Company shall promptly disclose the relevant information:

(I) cancellation or termination of the original fundraising and investment projects and implementation of a new project or permanently supplement working capital;

(II) change of the implementation entity of the fundraising and investment projects;

(III) change of the implementation methods of the fundraising and investment projects;

(IV) any other circumstances deemed by the securities regulatory authorities or stock exchanges as constituting a change in use of proceeds.

If the circumstances set out in item (I) of the preceding paragraph subsists for the Company, the sponsor institution or the independent financial adviser shall provide a detailed explanation of the main reasons for the change in the fundraising and investment projects and the reasonableness of the opinion previously issued by intermediaries, with reference to the proceeds-related documents previously disclosed.

If the Company's use of proceeds under Articles 16, 18 or the third paragraph of Article 19 of these rules exceeds the amount or timeframe approved by the Board of Directors, and the situation is material, it shall be deemed as an unauthorised change in the use of proceeds.

A change in the entity of implementation of the fundraising and investment projects between the Company and its wholly-owned subsidiaries, or solely involving a change in the project site, shall not be deemed as a change in the use of proceeds. Such changes shall be resolved by the Board of Directors without requiring approval by the general meeting, but the sponsor institution or the independent financial adviser shall issue a clear opinion, and the Company shall promptly disclose the relevant information.

Article 24 The altered fundraising and investment project shall invest in the main business.

The Company shall carry out the feasibility analysis for the new fundraising and investment projects in a scientific and prudent manner, to make sure the investment projects are conducive to enhancing the Company's competitiveness and innovation capabilities, effectively guarding against investment risks and improving the efficient use of proceeds.

Article 25 If the Company proposes to change the fundraising and investment project, it shall promptly announce the following contents after being submitted to the Board of Directors for consideration and approval:

(I) the basic information of the original fundraising and investment project and the specific reasons for the change;

(II) the basic information of the new fundraising and investment project, feasibility analysis and risk warning;

(III) the investment plan of the new fundraising and investment project;

(IV) the statement that the new fundraising and investment project has been approved or to be approved by relevant departments (if applicable);

(V) opinions of the sponsor institution or the independent financial adviser on the change of fundraising and investment project;

(VI) the statement that the change of the fundraising and investment project needs to be submitted to the general meeting for approval;

(VII) other contents required by the securities regulatory authorities or stock exchanges.

If the new fundraising and investment project involves connected transactions, acquisition of assets, foreign investment, it shall also be disclosed with reference to the provisions of relevant rules.

Article 26 If the Company changes the fundraising and investment project to acquire the assets (including equity) of the controlling shareholder or the actual controller, it shall ensure that the horizontal competition could be avoided and the connected transactions can be reduced effectively after the acquisition.

Article 27 If the Company intends to externally transfer or replace the fundraising and investment project (excluding the fundraising and investment projects that have been fully transferred or replaced during the major assets restructuring of the Company), it shall promptly announce the following contents after being submitted to the Board of Director for consideration and approval:

(I) the specific reasons for the external transfer or replacement of the fundraising and investment project;

(II) the amount of proceeds that has been invested in the project;

(III) the stage of completion of the project and the benefits realised;

(IV) basic information of the new project, feasibility analysis and risk warning (if applicable);

(V) the basis of consideration for the transfer or replacement and related benefits;

(VI) opinions of the sponsor institution or the independent financial adviser on the replacement of the fundraising and investment project;

(VII) the statement that the transfer or replacement of the fundraising and investment project still needs to be submitted to the general meeting for approval;

(VIII) other contents required by the securities regulatory authorities.

The Company shall pay close attention to the collection and usage of the transfer consideration, the change of ownership of new assets and the continued operation of asset received, and perform the necessary disclosure of information obligation.

CHAPTER V ADMINISTRATION AND SUPERVISION OF THE USE OF PROCEEDS

Article 28 The Company shall truthfully, accurately and completely disclose the actual use of proceeds.

Article 29 The Board of Directors shall continuously keep track of the actual management and use of the proceeds and the excess proceeds (if any), conduct a comprehensive inspection of the progress of the fundraising and investment projects every six months, and prepare, review and disclose the Special Report. The relevant Special Report shall include the basic information of the proceeds and the excess proceeds and the deposit, management and use as stipulated by the securities regulatory authorities.

If there is deviation between the actual investment progress and the investment plan of the fundraising and investment project, the Company shall explain the specific reasons in the Special Report.

During the annual audit, the Company shall engage an accounting firm to issue an assurance report on the deposit, management and use of the proceeds, and shall, disclose the same when the annual report is disclosed.

Article 30 After the conclusion of each financial year, the Board of Directors shall disclose in the Special Report the conclusive comments of the specific verification report of the sponsor institution or the independent financial advisers and the assurance report of the accounting firm. The Company shall cooperate with the sponsor institution or the independent financial advisers for their continuous supervision, on-site inspection and with the accounting firms for their audit work, and provide or apply to the bank to provide necessary information related to the deposit, management and use of the proceeds.

Article 31 The accounting department of the Company shall set up a ledger for the use of proceeds, and record in detail the expenditure of the proceeds and the investment in the fundraising and investment projects.

The internal audit department of the Company shall inspect the deposit and use of proceeds at least once every six months, and report the results of inspection to the independent audit committee (audit committee) of the Board of Directors in a timely manner.

If the independent audit committee (audit committee) of the Board of Directors is of the view that there are non-compliances or material risks in the management of the proceeds by the Company, or the internal audit department has not submitted a report on the results of inspection in accordance with the provisions of the preceding paragraph, it shall report to the Board of Directors in a timely manner. The Board of Directors shall, after receiving the report, report to the stock exchanges and make an announcement in a timely manner.

The independent audit committee (audit committee) of the Board of Directors shall continue to focus on the actual management and use of the proceeds. The independent audit committee (audit committee) of the Board of Directors may engage an accounting firm to issue an assurance report for the deposit and use of the proceeds. The Company shall provide active cooperation and bear all necessary costs.

The Board of Directors shall make an announcement in a timely manner after receiving the assurance report mentioned in the preceding paragraph. If the assurance report considers that there are non-compliances in the management and use of the Company's proceeds, the Board of Directors shall also announce the non-compliances in the deposit and use of the proceeds, and the consequences or potential consequences and measures that have been taken or are to be taken.

CHAPTER VI SUPPLEMENTAL PROVISIONS

Article 32 If the proceeds of the Company are deposited in other financial institutions approved by the regulatory authorities other than the commercial bank, these rules shall apply.

Article 33 If the fundraising and investment projects are carried out by the Company's subsidiaries or other companies controlled by the Company, these rules shall apply.

Article 34 The term "not less than" referred to in these rules includes the number, "less than" excludes the number.

Article 35 These rules shall come into effect and be implemented from the date of approval by the general meeting.

Article 36 For matters not covered in these rules, provisions of relevant laws and regulations shall apply; in case any provision conflicts with provisions of relevant laws and regulations, the provisions of relevant laws and regulations shall prevail.

Article 37 These rules shall be interpreted by the Board of Directors.

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江西銅業股份有限公司
JIANGXI COPPER COMPANY LIMITED

(a Sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 0358)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Jiangxi Copper Company Limited (the "**Company**") will be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People's Republic of China (the "**PRC**") at 2:30 p.m. on Tuesday, 28 October 2025 (or any adjournment thereof) for the purpose of considering, and if thought fit, passing of the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association of Jiangxi Copper Company Limited (the "**Articles of Association**") (details of which are set out in the circular of the Company dated 10 October 2025 (the "**Circular**")) and to authorise any one executive director of the Company (the "**Executive Director(s)**") to make such adjustments or other amendments to the Articles of Association as he/she considers necessary or otherwise appropriate in connection with the proposed amendments to the Articles of Association or as may be required by the relevant regulatory authorities and to deal with on behalf of the Company the relevant filling, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the Articles of Association.

2. To consider and approve the proposed cancellation of the supervisory committee of the Company.

3. To consider and approve the proposed amendments to the Rules for General Meetings of Jiangxi Copper Company Limited (details of which are set out in the Circular).

ORDINARY RESOLUTIONS

4. To consider and approve the proposed amendments to the Rules for Board of Directors of Jiangxi Copper Company Limited (details of which are set out in the Circular).

5. To consider and approve the proposed amendments to the Rules for Independent Directors of Jiangxi Copper Company Limited (details of which are set out in the Circular).

6. To consider and approve the proposed amendments to the Rules for Connected Transactions of Jiangxi Copper Company Limited (details of which are set out in the Circular).

7. To consider and approve the proposed amendments to the Rules for the Management on the Use of Proceeds of Jiangxi Copper Company Limited (details of which are set out in the Circular).

8. To consider and approve the proposal for distribution of profit of the Company for the first half of 2025.

ORDINARY RESOLUTION (BY WAY OF CUMULATIVE VOTING)

9. To consider and approve the appointment of Mr. Liu Zhihong as an independent non-executive director of the Company ("**Independent Non-executive Director**") for a term of office from the date on which this resolution is passed to the expiration of the term of office of the tenth session of the board of directors of the Company (the "**Board**") and to authorise the Board to determine his remuneration and any one Executive Director to enter into a service contract or letter of appointment on behalf of the Company with Mr. Liu Zhihong on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things necessary to give effect to the foregoing.

By Order of the Board
JIANGXI COPPER COMPANY LIMITED
Chairman
Zheng Gaoqing

10 October 2025
Nanchang, Jiangxi, the PRC

Notes:

(i) Any shareholder of the Company ("**Shareholder(s)**") entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the EGM on his/her/its behalf in accordance with the Articles of Association. A proxy need not be a Shareholder.

(ii) In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authorisation document on behalf of the appointer, a notarially certified copy of that power of attorney or other authorisation document must be deposited at the Secretariat of the Board (in the case of the proxy form of holders of A shares of the Company) at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC (Postal Code: 330096) or at the Company's H share registrar, Computershare Hong Kong Investor Services Limited (in the case of the proxy form of holders of H shares of the Company), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the EGM or 24 hours before the time appointed for taking the poll.

(iii) Shareholders or their proxies shall produce their identity documents when attending the EGM.

(iv) In order to determine the identity of the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 20 October 2025 to Tuesday, 28 October 2025 (both days inclusive), during which period no share transfer will be registered.

(v) Shareholders whose names appear on the register of members of the Company on Tuesday, 28 October 2025 are entitled to attend and vote at the EGM.

(vi) In order to attend and vote at the EGM, holders of H shares of the Company whose transfers have not been registered shall lodge all transfer documents accompanied by the relevant share certificates, with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 17 October 2025.

(vii) Shareholders who intend to attend the EGM shall complete and return the reply slip for attending the EGM to the Secretariat of the Board at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC (Postal Code: 330096) on or before Monday, 20 October 2025. The reply slip may be delivered by hand, by post, by fax (at fax no.: (86) 791-82710114) or by email (at email address: jccl@jxcc.com).

(viii) The EGM is expected to take less than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.

(ix) IMPORTANT:

(a) The voting at the EGM in respect of Resolution No. 9 in relation to the proposed appointment of the Independent Non-executive Director shall be conducted by way of cumulative voting. In respect of this resolution, you are entitled to a number of votes equivalent to the number of shares held by you multiplying the number of the proposed Independent Non-executive Director.

(b) For the proposed appointment of the Independent Non-executive Director, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed Independent Non-executive Director, i.e. 1, and this particular allocation of votes may only be cast on the proposed Independent Non-executive Director candidate.

For illustration, if you hold 100 shares, the total number of votes you may cast in respect of Resolution No. 9 will be 100 votes, and this particular allocation of votes may only be cast on the proposed Independent Non-executive Director candidate. You may cast all or part of the 100 votes on the proposed Independent Non-executive Director candidate.

Please specify the number of votes cast for the Independent Non-executive Director candidate in the box marked "Number of votes". Failure to specify the number of votes cast for the candidate will entitle your proxy to cast your votes at his/her discretion.

(c) Please note with particular attention that, in respect of Resolution No. 9, if the total number of votes you have cast exceeds the number of votes you are entitled to, all the votes cast by you shall be invalid and you shall be deemed to have waived your right to vote.

江西銅業股份有限公司
JIANGXI COPPER COMPANY LIMITED

(a Sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 0358)

NOTICE OF A SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting of the holders of A shares (the "**A Share Class Meeting**") of Jiangxi Copper Company Limited (the "**Company**") will be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People's Republic of China (the "**PRC**") at 3:00 p.m. on Tuesday, 28 October 2025 (or immediately after the conclusion of the extraordinary general meeting of the Company or any adjournment thereof) (or any adjournment thereof) for the purpose of considering, and if thought fit, passing of the following resolution:

SPECIAL RESOLUTION

To consider and approve the proposed amendments to the Articles of Association of Jiangxi Copper Company Limited (the "**Articles of Association**") (details of which are set out in the circular of the Company dated 10 October 2025) and to authorise any one executive director of the Company to make such adjustments or other amendments to the Articles of Association as he/she considers necessary or otherwise appropriate in connection with the proposed amendments to the Articles of Association or as may be required by the relevant regulatory authorities and to deal with on behalf of the Company the relevant filling, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the Articles of Association.

By Order of the Board
JIANGXI COPPER COMPANY LIMITED
Chairman
Zheng Gaoqing

10 October 2025
Nanchang, Jiangxi, the PRC

Notes:

(i) Any holder of the A shares of the Company ("**A Shareholder(s)**") entitled to attend and vote at the A Share Class Meeting is entitled to appoint one or more proxies to attend and vote at the A Share Class Meeting on his/her/its behalf in accordance with the Articles of Association. A proxy need not be a shareholder of the Company.

(ii) In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authorisation document on behalf of the appointer, a notarially certified copy of that power of attorney or other authorisation document must be deposited at the legal address of the Company (in the case of the proxy form of A Shareholders) not less than 24 hours before the time appointed for the holding of the A Share Class Meeting or 24 hours before the time appointed for taking the poll.

(iii) A Shareholders or their proxies shall produce their identity documents when attending the A Share Class Meeting.

(iv) The A Share Class Meeting is expected to take less than half a day. A Shareholders or their proxies attending the A Share Class Meeting shall be responsible for their own travel and accommodation expenses.

江西銅業股份有限公司
JIANGXI COPPER COMPANY LIMITED

(a Sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 0358)

NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting of the holders of H shares (the "**H Share Class Meeting**") of Jiangxi Copper Company Limited (the "**Company**") will be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People's Republic of China (the "**PRC**") at 3:15 p.m. on Tuesday, 28 October 2025 (or immediately after the conclusion of the class meeting of the holders of A shares of the Company or any adjournment thereof) (or any adjournment thereof) for the purpose of considering, and if thought fit, passing the following resolution:

SPECIAL RESOLUTION

To consider and approve the proposed amendments to the Articles of Association of Jiangxi Copper Company Limited (the "**Articles of Association**") (details of which are set out in the circular of the Company dated 10 October 2025) and to authorise any one executive director of the Company to make such adjustments or other amendments to the Articles of Association as he/she considers necessary or otherwise appropriate in connection with the proposed amendments to the Articles of Association or as may be required by the relevant regulatory authorities and to deal with on behalf of the Company the relevant filling, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the Articles of Association.

By Order of the Board
JIANGXI COPPER COMPANY LIMITED
Chairman
Zheng Gaoqing

10 October 2025
Nanchang, Jiangxi, the PRC

Notes:

(i) Any holder of the H shares of the Company ("**H Shareholder(s)**") entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more proxies to attend and vote at the H Share Class Meeting on his/her/its behalf in accordance with the Articles of Association. A proxy need not be a shareholder of the Company.

(ii) In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authorisation document on behalf of the appointer, a notarially certified copy of that power of attorney or other authorisation document must be deposited at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of the proxy form of H Shareholders) not less than 24 hours before the time appointed for holding the H Share Class Meeting or 24 hours before the time appointed for taking the poll.

(iii) H Shareholders or their proxies shall produce their identity documents when attending the H Share Class Meeting.

(iv) The H Share Class Meeting is expected to take less than half a day. H Shareholders or their proxies attending the H Share Class Meeting shall be responsible for their own travel and accommodation expenses.