THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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四川能投發展股份有限公司

Sichuan Energy Investment Development Co., Ltd.*

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

(Stock Code: 01713)

1. CONSIDER AND APPROVE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLITION OF SUPERVISORY COMMITTEE
2. CONSIDER AND APPROVE THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETINGS
3. CONSIDER AND APPROVE THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS
4. CONSIDER AND APPROVE THE PROPOSED APPOINTMENT OF MR. CHEN YAN AS A NON-EXECUTIVE DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS
5. CONSIDER AND APPROVE THE ADJUSTMENT TO THE REMUNERATION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice convening the EGM to be held at Hydropower Building, No. 789 Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC at 10:00 a.m. on Thursday, 6 November 2025 is set out on pages EGM-1 to EGM-3 of this circular. If you intend to attend the EGM by proxy, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H share registrar of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares as soon as possible but in any event by not later than 24 hours before the time appointed for the holding of the EGM (i.e. before 10:00 a.m. on Wednesday, 5 November 2025) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

21 October 2025

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

"Articles of Association" or "Articles"	the articles of association of the Company as amended, supplemented and otherwise modified from time to time
"Board"	the board of Directors of the Company
"China" or "PRC"	the People's Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Regions of the PRC and Taiwan
"Company"	Sichuan Energy Investment Development Co., Ltd.* (四川能投發展股份有限公司) (stock code: 1713), a company established in the PRC as a joint stock company with limited liability on 29 September 2011
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	domestic invested ordinary shares in the Company's registered capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and held by PRC nationals or PRC incorporated entities, and are not listed or traded on any stock exchange
"EGM"	the first extraordinary general meeting of 2025 (or any adjournment thereof) of the Company to be convened at 10:00 a.m. on Thursday, 6 November 2025, the notice of which is set out on pages EGM-1 to EGM-3 of this circular
"Group"	the Company and its subsidiaries
"H Share(s)"	the ordinary share(s) in issue in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
"HK$"	Hong Kong dollars and cents, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	20 October 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, as amended from time to time
"RMB"	Renminbi, the lawful currency of the PRC

"Shareholder(s)"	shareholder(s) of the Company
"Share(s)"	the ordinary share(s) of RMB1.00 each in the share capital of the Company, including H Shares and Domestic Shares
"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
"%"	per cent

四川能投發展股份有限公司
Sichuan Energy Investment Development Co., Ltd.*

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

(Stock Code: 01713)

Executive Directors:
Mr. He Jing *(Chairman)*
Mr. Wang Yuanchun
Ms. Xie Peixi

Non-executive Directors:
Mr. Yao Gengsheng
Ms. Xie Beidi
Mr. Gao Bin
Mr. Xia Long

Independent Non-executive Directors:
Mr. Siu Chi Hung
Mr. Chen Chuan
Mr. Mou Yingshi
Prof. Li Jian
Ms. He Yin

Registered office:
No.789, Renhe Road,
Wenjiang District, Chengdu City,
Sichuan Province,
the PRC

Head office:
No.789, Renhe Road,
Wenjiang District, Chengdu City,
Sichuan Province,
the PRC

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

21 October 2025

To the Shareholders,

Dear Sir/Madam,

1. CONSIDER AND APPROVE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLITION OF SUPERVISORY COMMITTEE
2. CONSIDER AND APPROVE THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETINGS
3. CONSIDER AND APPROVE THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS
4. CONSIDER AND APPROVE THE PROPOSED APPOINTMENT OF MR. CHEN YAN AS A NON-EXECUTIVE DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS
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AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purposes of this circular are to provide you with the notice of EGM and relevant information in order to allow you to make an informed decision on whether to vote for or against the resolutions in relation to the following matters to be proposed at the EGM:

Special Resolutions

1. ***Consider and approve the proposed amendments to the Articles of Association and Abolition of Supervisory Committee;***

2. ***Consider and approve the proposed amendments to the Rules of Procedure of the General Meetings;***

3. ***Consider and approve the proposed amendments to the Rules of Procedure of the Board of Directors.***

Three special resolutions will be proposed at the EGM to approve the proposed amendments to the Articles of Association and abolition of Supervisory Committee, the proposed amendments to the Rules of Procedure of the General Meetings and the proposed amendments to the Rules of Procedure of the Board of Directors. Reference is made to the announcement of the Company dated 17 October 2025 in relation to the proposed amendments to the Articles of Association and its appendices and abolition of Supervisory Committee. On 17 October 2025, the Board passed the resolution on the proposed amendments to the Articles of Association, the abolition of Supervisory Committee, the proposed amendments to the Rules of Procedure of the Board of Directors and the proposed amendments to the Rules of Procedure of the General Meetings, subject to the approval by the Shareholders of the Company. The amended Articles of Association, Rules of Procedure of the General Meetings, and Rules of Procedure of the Board of Directors shall become effective from the date of their approval at the EGM. Prior to that, the current Articles of Association, the Rules of Procedure for the General Meetings, the Rules of Procedure for the Board and the Rules of Procedure for the Supervisory Committee shall remain valid.

In order to deepen the reform of the supervisory committees of state-owned enterprises and consistently implement the relevant requirements set forth by the SASAC under the State Council and the provincial-level SASAC on the reform of supervisory committees in state-owned enterprises, and in accordance with the Company Law of the People's Republic of China, the Listing Rules and other relevant requirements and based on the actual condition of the Company, the Company (i) proposes to abolish the supervisory committee of the Company; (ii) proposes to amend the Articles of Association concurrently, remove "CHAPTER 8 SUPERVISORY COMMITTEE" and statements pertaining to the "SUPERVISORY COMMITTEE" and "Supervisors" of the Articles of Association, replace references to the "Supervisory Committee" in relation to the performance of its duties with "Audit Committee" and clarify the compositions and powers of the Nomination Committee, Remuneration and Appraisal Committee and Risk Control Committee under the Board and other contents of Guidelines for Articles of Association of Listed Companies (2025 Revision); and (iii) proposes to amend the Rules of Procedure of the General

Meetings of Sichuan Energy Investment Development Co., Ltd. and the Rules of Procedure of the Board Meetings of Sichuan Energy Investment Development Co., Ltd. concurrently, and repeal the Rules of Procedure of the Supervisory Committee Meetings of Sichuan Energy Investment Development Co., Ltd. (the "**Proposed Amendments**").

The details of the proposed amendments are set out in Appendices I, II and III to this circular. The text to be deleted in the proposed amendments is indicated by strikethrough, while the text to be added is indicated by underline. Due to the deletion, merging and splitting of relevant clauses and sections, the numbers of other clauses and sections will be changed accordingly. Save for the proposed amendments as set out in this circular, other provisions of the Articles of Association, the Rules of Procedure of the General Meetings and the Rules of Procedure of the Board of Directors will remain unchanged. The proposed amendments are prepared in Chinese, and the English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.

Ordinary Resolutions

1. To Consider and Approve the Proposed Appointment of Mr. Chen Yan as Non-Executive Director of the Fifth Session of the Board.

An ordinary resolution will be proposed at the EGM to approve the proposed appointment of a non-executive Director. Reference is made to the announcement of the Company dated 17 October 2025. The Company will propose an ordinary resolution at the EGM to consider and approve the appointment of Mr. Chen Yan ("**Mr. Chen**") as a non-executive Director to fill the vacancy arising from the resignation of Mr. Kong Ce as a non-executive Director.

The biographical details of Mr. Chen are as follows:

Mr. Chen Yan, aged 45, graduated from Zhejiang University in 2002 with a bachelor's degree in information and computer science and from Vrije Universiteit Brussel (Belgium) in 2003 with a master's degree of science in computer science. He also obtained an MBA in finance from China Europe International Business School in 2016.

Mr. Chen began his career in 2003, serving as an Education Officer at the British Consulate-General's Cultural and Education Section from November 2003 to January 2007. From January 2007 to March 2010, he worked as a Senior Auditor at PricewaterhouseCoopers. Subsequently, from November 2010 to May 2023, Mr. Chen served as a director at China Renaissance Capital Investment (formerly part of Credit Suisse). Since May 2023, he has been serving as the Investment Director and Licensed Business Responsible Officer at Tianqi Lithium Corporation (a company with shares listed on the Stock Exchange, stock code: 9696).

The proposed appointment of Mr. Chen as a non-executive Director shall be subject to approval by Shareholders by way of an ordinary resolution at the Extraordinary General Meeting. The term of Mr. Chen as a non-executive Director will commence from the date of approval by Shareholders at the Extraordinary General Meeting and conclude upon the expiration of the fifth session of the Board. The Company and Mr. Chen will not enter into

a service contract in respect of his proposed appointment as a non-executive Director of the fifth session of the Board. Mr. Chen shall retire and be re-elected at the general meeting of the Company under the Articles of Association.

Upon approval by Shareholders of Mr. Chen's appointment, Mr. Chen will be mainly responsible for overseeing matters concerning the compliance, corporate governance and business development of the Company as a non-executive Director.

Mr. Chen, being a non-executive Director nominated by the Shareholder, has been and will continue to receive remunerations through his service in the corporate Shareholder. He will therefore not receive any remuneration as a non-executive Director.

As at the Latest Practicable Date, save as disclosed above, Mr. Chen (i) does not hold any position with any other member of the Group; (ii) does not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company; (iii) has not held any directorship in any other listed companies in the past three years; and (iv) does not have or is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong.

As at the Latest Practicable Date, save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Chen that needs to be brought to the attention of the Shareholders or any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

2. To Consider and Approve the Adjustment to the Remuneration of the Independent Non-Executive Directors.

An ordinary resolution will be proposed at the EGM to approve the proposed adjustment to the basic remuneration for independent non-executive Directors, with domestic independent non-executive Directors receiving RMB120,000 per year and overseas independent non-executive Directors receiving RMB220,000 per year, while position allowances and other work-related expenses remain unchanged.

EGM

The EGM will be held at Hydropower Building, No. 789 Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC at 10:00 a.m. on Thursday, 6 November 2025, to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the EGM. A form of proxy and a reply slip will be published on the Company's website at www.scntgf.com and the website of the Stock Exchange at www.hkexnews.hk on Tuesday, 21 October 2025 in accordance with the Listing Rules.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy as soon as possible in accordance with the instructions printed thereon. If you intend to attend the EGM, you are required to complete and return the reply slip to the H share registrar of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares on or before Tuesday, 28 October 2025.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting, should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at such meeting.

VOTING BY POLL

According to the Listing Rules, any vote of Shareholders at the EGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Results of the poll voting will be published on the Company's website at www.scntgf.com and the website of the Stock Exchange at www.hkexnews.hk after the EGM.

RECOMMENDATION

The Board considers that all resolutions to be proposed at the EGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the resolutions to be proposed at the EGM.

By order of the Board
Sichuan Energy Investment Development Co., Ltd.*
HE Jing
Chairman

* *For identification purpose only*

Before revise	After revise
CHAPTER 1	
Article 1 The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Trial Measures for the Administration of Securities Issuance and Listing by Domestic Enterprises Overseas (《境內企業境外發行證券和上市管理試行辦法》) (the "Overseas Listing Administrative Measures"), the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) (the "Guidelines for Articles of Association"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Main Board Listing Rules") and other relevant laws, regulations and regulatory documents for the purpose of safeguarding the legitimate rights and interest of the Company, the Shareholders and creditors, regulating the organization and activities of the Company, upholding and strengthening the overall leadership of the Party.	Article 1 The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Trial Measures for the Administration of Securities Issuance and Listing by Domestic Enterprises Overseas (《境內企業境外發行證券和上市管理試行辦法》) (the "Overseas Listing Administrative Measures"), the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) (the "Guidelines for Articles of Association"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Main Board Listing Rules") and other relevant laws, regulations and regulatory documents for the purpose of safeguarding the legitimate rights and interest of the Company, the Shareholders, employees and creditors, regulating the organization and activities of the Company, upholding and strengthening the overall leadership of the Party.

Before revise	After revise
Article 2 …… With the approval from the State-owned Assets Supervision and Administration Commission of Sichuan Province (the "Sichuan SASAC") by issuing the Approval on Proposed Promotion and Establishment of Joint Stock Company by Sichuan Province Hydropower Investment and Management Group Co., Ltd. (Sichuan State-owned Assets Reform [2010] No.32) (《關於同意四川省水電投資經營集團有限公司發起設立股份公司的立項批覆》(川國資改革[2010]32號)) and the Approval on Proposal of Promotion and Establishment of Joint Stock Company by Sichuan Province Hydropower Investment and Management Group Co., Ltd. (Sichuan State-owned Assets Reform [2011] No.38) (《關於同意四川省水電投資經營集團有限公司發起設立股份公司方案的批覆》(川國資改革[2011]38號)), the Company was established by way of promotion on September 29, 2011, and was registered with Chengdu Wenjiang Administration for Industry and Commerce and obtained the business license (No. 510123000044802) on September 29, 2011. The Company maintains the Business License (Registration No./Unified Social Credit Code: 91510115582624410F) issued by Chengdu Administration of Industry and Commerce.	Article 2 …… With the approval from the State-owned Assets Supervision and Administration Commission of Sichuan Province (the "Sichuan SASAC") by issuing the Approval on Proposed Promotion and Establishment of Joint Stock Company by Sichuan Province Hydropower Investment and Management Group Co., Ltd. (Sichuan State-owned Assets Reform [2010] No.32) (《關於同意四川省水電投資經營集團有限公司發起設立股份公司的立項批覆》(川國資改革[2010]32號)) and the Approval on Proposal of Promotion and Establishment of Joint Stock Company by Sichuan Province Hydropower Investment and Management Group Co., Ltd. (Sichuan State-owned Assets Reform [2011] No.38) (《關於同意四川省水電投資經營集團有限公司發起設立股份公司方案的批覆》(川國資改革[2011]38號)), the Company was established by way of promotion on September 29, 2011, and was registered with Chengdu Wenjiang Administration for Industry and Commerce and obtained the business license (No. 510123000044802) on September 29, 2011. The Company maintains the Business License (Registration No./Unified Social Credit Code: 91510115582624410F) issued by the Administration for Market Regulation of Chengdu ~~Administration of Industry and Commerce~~.

Before revise	After revise
Article 10 From the effective date onwards, the Articles of Association shall become a legally-binding document which regulates the Company's organization and acts, the rights and obligations between the Company and Shareholders and amongst the Shareholders. The Articles of Association will be legally binding upon the Company and its Shareholders, members of the Party committee, Directors, Supervisors, and senior management. Pursuant to the Articles of Association, the Shareholders may take legal action against other Shareholders; a Shareholder may take legal action against the Directors, Supervisors, managers and other senior management of the Company; a Shareholder may take legal action against the Company; and the Company may take legal action against its Shareholders, Directors, Supervisors, managers and other senior management.	Article 10 From the effective date onwards, the Articles of Association shall become a legally-binding document which regulates the Company's organization and acts, the rights and obligations between the Company and Shareholders and amongst the Shareholders. The Articles of Association will be legally binding upon the Company and its Shareholders, members of the Party committee, Directors, ~~Supervisors,~~ and senior management. Pursuant to the Articles of Association, the Shareholders may take legal action against other Shareholders; a Shareholder may take legal action against the Directors, ~~Supervisors,~~ managers and other senior management of the Company; a Shareholder may take legal action against the Company; and the Company may take legal action against its Shareholders, Directors, ~~Supervisors,~~ managers and other senior management.

Before revise	After revise
CHAPTER 3	
Article 30 …… The Directors, Supervisors and senior management members of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office determined at the time of taking office shall not exceed 25% of the total number of the Company's shares in his or her possession. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date on which the listing and trading of shares of the Company in a stock exchange commence. Such persons shall not transfer the Company's shares in their possession within half year after termination of their employment with the Company. ……	Article 30 …… The Directors~~, Supervisors~~ and senior management members of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office determined at the time of taking office shall not exceed 25% of the total number of the Company's shares in his or her possession. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date on which the listing and trading of shares of the Company in a stock exchange commence. Such persons shall not transfer the Company's shares in their possession within half year after termination of their employment with the Company. ……

Before revise	After revise
Article 31 If any of the Company's Shareholders holding five per cent or more of Company's shares, Directors, Supervisors, senior management personnel sell shares or other securities of an equity nature within six months after buying the same or buy shares or securities within six months after selling the same, the earnings thereof shall belong to the Company and the Board shall recover such earnings, except for any sale of shares by a securities company holding five per cent or more Company's shares as a result of its purchase and underwriting of the untaken shares after offering and other circumstances stipulated by CSRC. The shares or other securities of an equity nature held by Directors, Supervisors, senior management or natural person Shareholders referred to in the preceding paragraph shall include shares or other securities of an equity nature held by their spouses, parents or children and those held through the accounts of others. ……	Article 31 If any of the Company's Shareholders holding five per cent or more of Company's shares, Directors, ~~Supervisors,~~ senior management personnel sell shares or other securities of an equity nature within six months after buying the same or buy shares or securities within six months after selling the same, the earnings thereof shall belong to the Company and the Board shall recover such earnings, except for any sale of shares by a securities company holding five per cent or more Company's shares as a result of its purchase and underwriting of the untaken shares after offering and other circumstances stipulated by CSRC. The shares or other securities of an equity nature held by Directors, ~~Supervisors,~~ senior management or natural person Shareholders referred to in the preceding paragraph shall include shares or other securities of an equity nature held by their spouses, parents or children and those held through the accounts of others. ……

Before revise	After revise
CHAPTER 4	
Article 42 The Shareholders of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend, speak and vote on his behalf at Shareholders' meeting in accordance with the law; (3) the right to supervise the Company's operations, and the rights to present proposals or to raise enquiries; (4) the right to transfer, give or pledge the shares he/she holds in accordance with laws, administrative regulations and provisions of the Articles of Association;	Article 42 The Shareholders of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend, speak and vote on his behalf at Shareholders' meeting in accordance with the law; (3) the right to supervise the Company's operations, and the rights to present proposals or to raise enquiries; (4) the right to transfer, give or pledge the shares he/she holds in accordance with laws, administrative regulations and provisions of the Articles of Association;

Before revise	After revise
(5) the right to obtain information in accordance with the provisions of the Articles of Association, including: 1. the right to inspect and copy the Articles of Association; 2. the right to inspect and copy: (1) the share register; (2) minutes of Shareholders' general meetings, special resolutions of Shareholders' general meetings, resolutions of Board meetings and resolutions of meetings of Board of Supervisors; (3) corporate bond counterfoils; (4) the latest audited financial report of the Company, and the reports of Directors, auditors and Supervisors; and (5) a copy of the latest Annual Inspection Form that has been filed with the PRC administration for industry and commerce or other competent authorities. Documents mentioned above shall be made available by the Company at the Company's place of domicile and its place of business in Hong Kong, for inspection by the public and Shareholders. ……	(5) the right to obtain information in accordance with the provisions of the Articles of Association, including: 1. the right to inspect and copy the Articles of Association; 2. the right to inspect and copy: (1) the share register; (2) minutes of Shareholders' general meetings, ~~special resolutions of Shareholders' general meetings,~~ resolutions of Board meetings~~ and resolutions of meetings of Board of Supervisors~~; (3) corporate bond counterfoils; (4) the latest audited financial report of the Company, and the reports of Directors, auditors~~ and Supervisors~~; and (5) a copy of the latest Annual Inspection Form that has been filed with the PRC administration for industry and commerce or other competent authorities. Documents mentioned above shall be made available by the Company at the Company's place of domicile and its place of business in Hong Kong, for inspection by the public and Shareholders. ……

Before revise	After revise
Article 45 Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by Directors and senior management in the course of performing their duties, Shareholders severally or jointly holding more than 1% of shares of the Company for over 180 consecutive days shall have the right to request in writing to the Board of Supervisors to initiate legal proceedings in the People's Court; where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by the Board of Supervisors in the course of performing duties, Shareholders shall have the rights to request in writing to the Board to initiate legal proceedings in the People's Court. In the event that the Board of Supervisors or the Board refuses to initiate legal proceedings upon receipt of the aforesaid Shareholders' written request, or fails to initiate legal proceedings within 30 days upon receipt thereof, or in the event that the failure to immediately initiate legal proceedings in an emergency case will incur irrecoverable damage to the interests of the Company, Shareholders specified in the preceding paragraph may, in their own name, directly initiate legal proceedings in the People's Court for the interests of the Company. In the event that any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the Shareholders specified in the first paragraph of this Article may initiate legal proceedings in the People's Court according to the provisions of the preceding two paragraphs.	Article 45 Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by Directors and senior management other than members of the Audit Committee in the course of performing their duties, Shareholders severally or ~~jointly~~collectively holding more than 1% of shares of the Company for over 180 consecutive days shall have the right to request in writing to the ~~Board of Supervisors~~Audit Committee to initiate legal proceedings in the People's Court; where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by the ~~Board of Supervisors~~ Audit Committee in the course of performing duties, Shareholders shall have the rights to request in writing to the Board to initiate legal proceedings in the People's Court. In the event that the ~~Board of Supervisors~~ Audit Committee or the Board refuses to initiate legal proceedings upon receipt of the aforesaid Shareholders' written request, or fails to initiate legal proceedings within 30 days upon receipt thereof, or in the event that the failure to immediately initiate legal proceedings in an emergency case will incur irrecoverable damage to the interests of the Company, Shareholders specified in the preceding paragraph may, in their own name, directly initiate legal proceedings in the People's Court for the interests of the Company. In the event that any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the Shareholders specified in the first paragraph of this Article may initiate legal proceedings in the People's Court according to the provisions of the preceding two paragraphs.

Before revise	After revise
If the Directors, Supervisors or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances set forth in the preceding paragraph, or if any other person infringes upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and causes losses, Shareholders who severally or jointly hold more than 1% of shares of the Company for over 180 consecutive days may, in accordance with the provisions of the preceding paragraph, request in writing to the Board of Supervisors or the Board of the wholly-owned subsidiary to initiate legal proceedings in the People's Court, or directly initiate legal proceedings in their own names in the People's Court.	If the Directors~~, Supervisors~~ or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances set forth in the preceding paragraph, or if any other person infringes upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and causes losses, Shareholders who severally or jointly hold more than 1% of shares of the Company for over 180 consecutive days may, in accordance with the provisions of the preceding paragraph, request in writing to ~~the Board of Supervisors or~~ the Board of the wholly-owned subsidiary to initiate legal proceedings in the People's Court, or directly initiate legal proceedings in their own names in the People's Court.
Article 47 The Shareholders of the Company shall assume the following obligations: …… (3) not to surrender the shares unless required by laws and regulations; ……	Article 47 The Shareholders of the Company shall assume the following obligations: …… (3) not to ~~surrender the shares~~withdraw their share capital unless required by laws and regulations; ……
Article 49 The controlling Shareholders and de facto controllers of the Company shall not use their related-party relationship to damage the interests of the Company. Any person who causes losses to the Company in violation of the provisions shall be liable for compensation.	Article 49 The controlling Shareholders and de facto controllers of the Company shall not use their ~~related-party~~connected relationship to damage the interests of the Company. Any person who causes losses to the Company in violation of the provisions shall be liable for compensation.

Before revise	After revise
Article 50 The Shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law:	Article 50 The Shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law:
(1) to elect and replace Directors and Supervisors that are not staff representatives and decide on matters relating to their remuneration;	(1) to elect and replace Directors ~~and Supervisors~~ that are not staff representatives and decide on matters relating to their remuneration;
(2) to consider and approve the reports of the Board;	(2) to consider and approve the reports of the Board;
(3) to consider and approve the reports of the Board of Supervisors;	~~(3) to consider and approve the reports of the Board of Supervisors;~~
(4) to consider and approve the Company's profit distribution plans and loss recovery plans;	(~~4~~3) to consider and approve the Company's profit distribution plans and loss recovery plans;
(5) to resolve on the increase or reduction of the Company's registered capital;	(~~5~~4) to resolve on the increase or reduction of the Company's registered capital;
(6) to resolve on the issuance of debentures by the Company;	(~~6~~5) to resolve on the issuance of debentures by the Company;
(7) to resolve on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the Company;	(~~7~~6) to resolve on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the Company;

Before revise	After revise
(8) to amend the Articles of Association;	(~~8~~7) to amend the Articles of Association;
(9) to resolve on the engagement, re-appointment or termination of engagement of the accounting firms of the Company;	(~~9~~8) to resolve on the engagement, re-appointment or termination of engagement of the accounting firms of the Company;
(10) to consider and approve the guarantees specified in Article 51 of the Articles of Association;	(~~10~~9) to consider and approve the guarantees specified in Article 51 of the Articles of Association;
(11) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;	(~~11~~10) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;
(12) to consider and approve matters relating to changes in the use of proceeds;	(~~12~~11) to consider and approve matters relating to changes in the use of proceeds;
(13) to consider and approve the share incentive scheme and employee shareholding plans;	(~~13~~12) to consider and approve the share incentive scheme and employee shareholding plans;
(14) to consider other matters required to be resolved by the Shareholders' general meeting as prescribed by laws, administrative regulations, department regulations or the Articles of Association. The Shareholders' general meeting may authorize the Board to resolve on the issuance of corporate bonds.	(~~14~~13) to consider other matters required to be resolved by the Shareholders' general meeting as prescribed by laws, administrative regulations, department regulations or the Articles of Association. The Shareholders' general meeting may authorize the Board to resolve on the issuance of corporate bonds.

Before revise	After revise
Article 51	Article 51 .....
(7) provision of guarantee to Shareholders, de facto controllers and their connected parties.	(7) provision of guarantee to Shareholders, de facto controllers and their connected parties.
The external guarantees above to be approved at Shareholders' general meeting shall be considered and approved by the Board before submission to the Shareholders' general meeting for approval.	The external guarantees above to be approved at Shareholders' general meeting shall be considered and approved by the Board before submission to the Shareholders' general meeting for approval.
When the Shareholders' general meeting is considering a proposal to provide guarantee for any Shareholder, de facto controller or related party, the said Shareholder or the Shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other Shareholders attending the meeting. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related Shareholders.	When the Shareholders' general meeting is considering a proposal to provide guarantee for any Shareholder, de facto controller or ~~related~~connected party, the said Shareholder or the Shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other Shareholders attending the meeting. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-~~related~~connected Shareholders.

Before revise	After revise
Article 53 Extraordinary general meetings shall be convened as and when necessary. Under any of the following circumstances, the Company shall convene an extraordinary general meeting within 2 months from the occurrence thereof:	Article 53 Extraordinary general meetings shall be convened as and when necessary. Under any of the following circumstances, the Company shall convene an extraordinary general meeting within 2 months from the occurrence thereof:
(1) when the number of Directors is less than the number of Directors required by the Company Law or two-thirds of the number of Directors specified in the Articles of Association;	(1) when the number of Directors is less than the number of Directors required by the Company Law or two-thirds of the number of Directors specified in the Articles of Association;
(2) when the un-recovered losses of the Company amount to one third of the total amount of its paid-in share capital;	(2) when the un-recovered losses of the Company amount to one third of the total amount of its paid-in share capital;
(3) when Shareholder(s) individually or jointly holding 10% or more of the Company's shares request(s) in writing the convening of an extraordinary general meeting;	(3) when Shareholder(s) individually or jointly holding 10% or more of the Company's shares request(s) in writing the convening of an extraordinary general meeting;
(4) when the Board considers necessary or upon the request of the Board of Supervisors;	(4) when the Board considers necessary or upon the request of the ~~Board of Supervisors~~ Audit Committee;
(5) when more than two independent non-executive Directors so request;	(5) when more than two independent non-executive Directors so request;
(6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association.	(6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association.
In any of the circumstances referred to in (3) and (4) above, the matter for consideration proposed by the requisitionist shall be included in the agenda of such meeting.	In any of the circumstances referred to in (3) and (4) above, the matter for consideration proposed by the requisitionist shall be included in the agenda of such meeting.

Before revise	After revise
Article 57 The Board of Supervisors shall have the right to propose the convening of an extraordinary general meeting to the Board and such proposal shall be made by way of written request(s). The Board shall provide written feedback on whether to agree or disagree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with the provisions of laws, administrative regulations and the Articles of Association. If the Board agrees to convene an extraordinary general meeting, it will issue a notice for the convening of the Shareholders' general meeting within 5 days after the board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the Board of Supervisors. If the Board does not agree to convene an extraordinary general meeting or fails to provide feedback within 10 days after receiving the proposal, it shall be deemed that the Board is unable or fails to fulfill its duties to convene the general meeting, and the Board of Supervisors may on its own convene and preside over the meeting.	Article 57 The ~~Board of Supervisors~~Audit Committee shall have the right to propose the convening of an extraordinary general meeting to the Board and such proposal shall be made by way of written request(s). The Board shall provide written feedback on whether to agree or disagree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with the provisions of laws, administrative regulations and the Articles of Association. If the Board agrees to convene an extraordinary general meeting, it will issue a notice for the convening of the Shareholders' general meeting within 5 days after the board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the ~~Board of Supervisors~~Audit Committee. If the Board does not agree to convene an extraordinary general meeting or fails to provide feedback within 10 days after receiving the proposal, it shall be deemed that the Board is unable or fails to fulfill its duties to convene the general meeting, and the ~~Board of Supervisors~~Audit Committee may on its own convene and preside over the meeting.

Before revise	After revise
Article 58 …… If the Board does not agree to convene an extraordinary general meeting, or if the Board fails to provide feedback within 10 days after receiving the aforementioned written request, the Shareholders making the request have the right to propose to the Board of Supervisors to convene an extraordinary general meeting and shall submit such proposal in writing to the Board of Supervisors. If the Board of Supervisors agrees to convene an extraordinary general meeting, a notice for the convening of the Shareholders' general meeting shall be issued within 5 days after receiving the request, and any changes to the original proposal in the notice shall be subject to the consent of the relevant Shareholders. If the Board of Supervisors fails to issue a notice for the Shareholders' general meeting within the stipulated time, it shall be deemed that the Board of Supervisors does not convene and preside over the Shareholders' general meeting. Shareholders holding more than 10% (including 10%) of the Company's shares individually or collectively for more than 90 consecutive days may convene and preside over the meeting by themselves.	Article 58 …… If the Board does not agree to convene an extraordinary general meeting, or if the Board fails to provide feedback within 10 days after receiving the aforementioned written request, the Shareholders making the request have the right to propose to the ~~Board of Supervisors~~Audit Committee to convene an extraordinary general meeting and shall submit such proposal in writing to the ~~Board of Supervisors~~Audit Committee. If the ~~Board of Supervisors~~Audit Committee agrees to convene an extraordinary general meeting, a notice for the convening of the Shareholders' general meeting shall be issued within 5 days after receiving the request, and any changes to the original proposal in the notice shall be subject to the consent of the relevant Shareholders. If the ~~Board of Supervisors~~Audit Committee fails to issue a notice for the Shareholders' general meeting within the stipulated time, it shall be deemed that the ~~Board of Supervisors~~Audit Committee does not convene and preside over the Shareholders' general meeting. Shareholders holding more than 10% (including 10%) of the Company's shares individually or collectively for more than 90 consecutive days may convene and preside over the meeting by themselves.

Before revise	After revise
Article 59 If the Board of Supervisors or Shareholders decide to convene a Shareholders' general meeting by themselves, they must notify the Board in writing. Before the announcement of the resolutions of the general meeting, the proportion of shares held by the Convening Shareholders shall not be less than 10%. The Board of Supervisors or the Convening Shareholders shall submit the relevant supporting documents in accordance with the rules of the place where the shares are listed when issuing the notice of the Shareholders' meeting and the announcement of the resolution of the Shareholders' meeting.	Article 59 If the ~~Board of Supervisors~~Audit Committee or Shareholders decide to convene a Shareholders' general meeting by themselves, they must notify the Board in writing. Before the announcement of the resolutions of the general meeting, the proportion of shares held by the Convening Shareholders shall not be less than 10%. The ~~Board of Supervisors~~ Audit Committee or the Convening Shareholders shall submit the relevant supporting documents in accordance with the rules of the place where the shares are listed when issuing the notice of the Shareholders' meeting and the announcement of the resolution of the Shareholders' meeting.
Article 60 For Shareholders' general meetings convened by the Board of Supervisors or Shareholder(s), the Board and the Secretary to the Board shall work in a cooperative manner. The Board shall provide the register of members as at the record date for the registration of shareholding.	Article 60 For Shareholders' general meetings convened by the ~~Board of Supervisors~~Audit Committee or Shareholder(s), the Board and the Secretary to the Board shall work in a cooperative manner. The Board shall provide the register of members as at the record date for the registration of shareholding.
Article 61 All necessary expenses incurred by the Board of Supervisors or the Shareholders in convening the Shareholders' general meeting on their own initiatives shall be borne by the Company.	Article 61 All necessary expenses incurred by the ~~Board of Supervisors~~ Audit Committee or the Shareholders in convening the Shareholders' general meeting on their own initiatives shall be borne by the Company.
Article 63 When the Company convenes Shareholders' general meeting, the Board, the Supervisory Committee and Shareholders holding, individually or collectively, 1% or more of the shares in the Company shall have the right to put forward proposals to the Company.	Article 63 When the Company convenes Shareholders' general meeting, the Board, the ~~Supervisory Committee~~Audit Committee and Shareholders holding, individually or collectively, 1% or more of the shares in the Company shall have the right to put forward proposals to the Company.

Before revise	After revise
Article 66 If the election of Directors or Supervisors is proposed to be discussed at a Shareholders' general meeting, the notice of the Shareholders' general meeting shall adequately disclose the detailed information of the candidates for Directors or Supervisors in accordance with relevant regulations. Except for the Directors or Supervisors elected through the cumulative voting system, each candidate for Director or Supervisor shall be proposed as a separate resolution.	Article 66 If the election of Directors ~~or Supervisors~~ is proposed to be discussed at a Shareholders' general meeting, the notice of the Shareholders' general meeting shall adequately disclose the detailed information of the candidates for Directors ~~or Supervisors~~ in accordance with relevant regulations. Except for the Directors ~~or Supervisors~~ elected through the cumulative voting system, each candidate for Director~~ or Supervisor~~ shall be proposed as a separate resolution.
Article 77 When the general meeting is held, all Directors, Supervisors and secretary of the Board of the Company shall attend the meeting, and the manager and other senior management officers shall also attend the meeting as non-voting participants.	Article 77 When the general meeting is held, all Directors~~, Supervisors~~ and secretary of the Board of the Company shall attend the meeting, and the manager and other senior management officers shall also attend the meeting as non-voting participants.
Article 78 …… A Shareholders' general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, one Supervisor shall be elected jointly by half or more of the Supervisors to preside over the meeting. ……	Article 78 …… A Shareholders' general meeting convened by the ~~Supervisory Committee~~Audit Committee itself shall be presided over by the convener of the Audit Committee~~chairman of the Supervisory Committee~~. If the ~~chairman of the Supervisory Committee~~convener of the Audit Committee is unable or fails to perform his duties, one ~~Supervisor~~member of the Audit Committee shall be elected jointly by half or more of the ~~Supervisors~~members of the Audit Committee to preside over the meeting. ……

Before revise	After revise
Article 80 At the annual general meeting, the Board and the Board of Supervisors shall report to the Shareholders on their work over the past year. Each independent non-executive Director shall also deliver his/her work report.	Article 80 At the annual general meeting, the Board ~~and the Board of Supervisors~~ shall report to the Shareholders on their work over the past year. ~~Each independent non-executive Director shall also deliver his/her work report.~~
Article 81 Directors, Supervisors, and senior management officers shall make explanations and statement on the inquiries and suggestions from Shareholders at the general meeting.	Article 81 Directors, ~~Supervisors,~~ and senior management officers shall make explanations and statement on the inquiries and suggestions from Shareholders at the general meeting.
Article 83 Minutes shall be kept for a general meeting by the secretary of Board. The meeting minutes shall contain: (I) the time, venue and agenda of meeting and the convener's name; (II) the names of the meeting chairperson and the Directors, Supervisors, manager and other senior management attending the meeting or attending meeting as observers; (III) the number of Shareholders and proxies present at the meeting, the total number of shares carrying voting rights they hold, and the proportion in the total number of the shares of the Company; (IV) the consideration process, key points of speech and voting results of each proposal; (V) the enquiries or suggestions of the Shareholders and the corresponding replies or explanations; (VI) the names of the lawyers, vote counters and scrutineer; (VII) other content that shall be included in the meeting minutes according to the Articles of Association.	Article 83 Minutes shall be kept for a general meeting by the secretary of Board. The meeting minutes shall contain: (I) the time, venue and agenda of meeting and the convener's name; (II) the names of the meeting chairperson and the Directors, ~~Supervisors,~~ manager and other senior management attending the meeting or attending meeting as observers; (III) the number of Shareholders and proxies present at the meeting, the total number of shares carrying voting rights they hold, and the proportion in the total number of the shares of the Company; (IV) the consideration process, key points of speech and voting results of each proposal; (V) the enquiries or suggestions of the Shareholders and the corresponding replies or explanations; (VI) the names of the lawyers, vote counters and scrutineer; (VII) other content that shall be included in the meeting minutes according to the Articles of Association.

Before revise	After revise
Article 84 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. Directors, Supervisors, the secretary of the Board, the convener or their representatives and the meeting chairman attending the meeting shall sign the meeting minutes. The minutes of the meeting shall be kept together with the signature register of Shareholders present at the meeting, the proxy form for attendance by the proxy and other valid materials regarding voting by internet and other means, for a period of not less than 10 years.	Article 84 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. Directors, ~~Supervisors,~~ the secretary of the Board, the convener or their representatives and the meeting chairman attending the meeting shall sign the meeting minutes. The minutes of the meeting shall be kept together with the signature register of Shareholders present at the meeting, the proxy form for attendance by the proxy and other valid materials regarding voting by internet and other means, for a period of not less than 10 years.
Article 87 The following matters shall be resolved by way of ordinary resolutions at a Shareholders' general meeting: (1) Work reports of the Board and the Supervisory Committee; (2) Plans for profit distribution and recovery of losses drafted by the Board; (3) Appointment or removal of members of the Board and the Supervisory Committee, and their remuneration and method of payment thereof; (4) Annual reports of the Company; (5) Any matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.	Article 87 The following matters shall be resolved by way of ordinary resolutions at a Shareholders' general meeting: (1) Work reports of the Board ~~and the Supervisory Committee~~; (2) Plans for profit distribution and recovery of losses drafted by the Board; (3) Appointment or removal of members of the Board ~~and the Supervisory Committee~~, and their remuneration and method of payment thereof; (4) Annual reports of the Company; (5) Any matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.

Before revise	After revise
Article 90 When the Shareholders' general meeting deliberates on matters related to connected transactions, connected Shareholders shall not participate in the voting, and the number of shares with voting rights they represent shall not be counted in the total valid votes; the announcement of the resolution of the Shareholders' meeting shall fully disclose the voting situation of non-connected Shareholders.	Article 90 When the Shareholders' general meeting deliberates on matters related to connected transactions, connected Shareholders shall not participate in the voting, and the number of shares with voting rights they represent shall not be counted in the total valid votes; the announcement of the resolution of the Shareholders' meeting shall fully disclose the voting situation of non-connected Shareholders.
Article 92 The list of candidates for Directors and Supervisors shall be submitted to the Shareholders' general meeting by way of a proposal to be voted at the Shareholders' general meeting. When voting on the election of Directors and Supervisors at the Shareholders' general meeting, cumulative voting may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the Shareholders' general meeting. The cumulative voting system referred to in the preceding paragraph means that when the Shareholders' general meeting elects Directors or Supervisors, each share has voting rights equal to the number of Directors or Supervisors to be elected, and the voting rights held by Shareholders can be used collectively. The Board shall announce to the Shareholders the brief biographies and basic information of the candidate Directors and Supervisors standing for election.	Article 92 The list of candidates for Directors ~~and Supervisors~~ shall be submitted to the Shareholders' general meeting by way of a proposal to be voted at the Shareholders' general meeting. When voting on the election of Directors ~~and Supervisors~~ at the Shareholders' general meeting, cumulative voting may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the Shareholders' general meeting. The cumulative voting system referred to in the preceding paragraph means that when the Shareholders' general meeting elects Directors~~ or Supervisors~~, each share has voting rights equal to the number of Directors~~ or Supervisors~~ to be elected, and the voting rights held by Shareholders can be used collectively. The Board shall announce to the Shareholders the brief biographies and basic information of the candidate Directors~~ and Supervisors~~ standing for election.

Before revise	After revise
Article 97 Before voting takes place on a proposal at the general meeting, two representatives of Shareholders shall be nominated to participate in the counting and scrutiny of votes. In the event that a Shareholder is interested in the resolution to be considered, the relevant Shareholder and his/her proxy shall not participate in counting and scrutinizing of the votes. When a proposal is voted at a general meeting, solicitors, Shareholders representatives and Supervisor representatives shall be jointly responsible for counting and scrutinizing votes, and the poll results shall be announced at the general meeting and included in the meeting minutes. ……	Article 97 Before voting takes place on a proposal at the general meeting, two representatives of Shareholders shall be nominated to participate in the counting and scrutiny of votes. In the event that a Shareholder is interested in the resolution to be considered, the relevant Shareholder and his/her proxy shall not participate in counting and scrutinizing of the votes. When a proposal is voted at a general meeting, solicitors, Shareholders representatives~~ and Supervisor representatives~~ shall be jointly responsible for counting and scrutinizing votes, and the poll results shall be announced at the general meeting and included in the meeting minutes. ……
Article 103 Where a proposal on the election of Directors and Supervisors is passed at a general meeting, the term of office of the newly appointed Directors and Supervisors shall commence on the date on which the relevant resolution on election is passed at the general meeting.	Article 103 Where a proposal on the election of Directors~~ and Supervisors~~ is passed at a general meeting, the term of office of the newly appointed Directors~~ and Supervisors~~ shall commence on the date on which the relevant resolution on election is passed at the general meeting.
Article 112 The Directors of the Company shall be natural persons, who shall not serve as a Director of the Company if he/she: ……	Article 112 The Directors of the Company shall be natural persons, who shall not serve as a Director of the Company if he/she: …… (VII) has been publicly determined by the stock exchanges to be not suitable to serve as a Director or senior management personnel of a listed company, and the period has not elapsed; ……

Before revise	After revise
CHAPTER 6	
Article 114 ……	Article 114 ……
(X) Not to abuse his related relationships with the Company to jeopardize the interests of the Company;	(X) Not to abuse his ~~related~~connected relationships with the Company to jeopardize the interests of the Company;
(XI) Other fiduciary obligations as required by the laws, administrative regulations, departmental regulations and the Articles of Association.	(XI) Other fiduciary obligations as required by the laws, administrative regulations, departmental regulations and the Articles of Association.
The provisions of the preceding paragraph (V) shall apply to the entering of contracts or transactions with the Company by close family members of the Directors, Supervisors and senior management, enterprises directly or indirectly controlled by the Directors, Supervisors, senior management or their close family members, and related persons who have other related relationships with the Directors, Supervisors and senior management.	The provisions of the preceding paragraph (V) shall apply to the entering of contracts or transactions with the Company by close family members of the Directors~~,~~ ~~Supervisors~~ and senior management, enterprises directly or indirectly controlled by the Directors, ~~Supervisors,~~ senior management or their close family members, and ~~related~~connected persons who have other ~~related~~connected relationships with the Directors~~,~~ ~~Supervisors~~ and senior management.
……	……
Article 115 Directors shall comply with laws, administrative regulations and the Articles of Association, and shall fulfill the following duties of diligence to the Company:	Article 115 Directors shall comply with laws, administrative regulations and the Articles of Association, and shall fulfill the following duties of diligence to the Company:
……	……
(V) Directors shall truthfully provide the relevant information and materials to the Board of Supervisors, and shall not hinder the Board of Supervisors or Supervisors from exercising its functions and powers;	(V) Directors shall truthfully provide the relevant information and materials to the ~~Board of Supervisors~~ Audit Committee, and shall not hinder the ~~Board of Supervisors or Supervisors~~Audit Committee from exercising its functions and powers;
……	……

Before revise	After revise
Article 121 The Company shall have independent non-executive Directors. The independent non-executive Directors shall act in accordance with the relevant provisions of the laws, administrative regulations, the CSRC and the stock exchanges.	Delete
Article 123 …… (XXIII) to review and supervise the training and continuing professional development of Directors, Supervisors and senior management; …… Resolutions made by the Board with respect to related party transactions shall not come into force unless they are signed by independent non-executive Directors.	Article 12~~3~~2 …… (XXIII) to review and supervise the training and continuing professional development of Directors~~, Supervisors~~ and senior management; …… Resolutions made by the Board with respect to ~~related party~~connected transactions shall not come into force unless they are signed by independent non-executive Directors.
Article 126 The independent non-executive Directors shall attend the Board meeting in person; In the event that an independent Director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion, and appoint another independent Director by a written power of attorney to attend the meeting on his/her behalf.	Article 12~~6~~5 The independent non-executive Directors shall attend the Board meeting in person; In the event that an ~~independent director~~independent non-executive Director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion, and appoint another ~~independent director~~independent non-executive Director by a written power of attorney to attend the meeting on his/her behalf.

Before revise	After revise
Article 127 The Company shall establish the working system of independent non-executive Directors, provide its independent non-executive Directors with necessary working conditions and personnel support for their performance of duties, and designate special departments and personnel, such as the office of the Board and the secretary of the Board, to assist independent Directors in performing their duties. The secretary of the Board shall ensure smooth communication between independent Directors and other Directors, officers, and other relevant personnel, and ensure that independent Directors have access to sufficient resources and necessary professional opinions in the performance of their duties.	Article 12~~7~~6 The Company shall establish the working system of independent non-executive Directors, provide its independent non-executive Directors with necessary working conditions and personnel support for their performance of duties, and designate special departments and personnel, such as the office of the Board and the secretary of the Board, to assist ~~independent Directors~~independent non-executive Directors in performing their duties. The secretary of the Board shall ensure smooth communication between ~~independent Directors~~independent non-executive Directors and other Directors, officers, and other relevant personnel, and ensure that ~~independent Directors~~ independent non-executive Directors have access to sufficient resources and necessary professional opinions in the performance of their duties.
Article 128 The independent non-executive Directors shall also exercise the following special powers in addition to the functions and power as prescribed in the Company Law, other relevant laws, administrative regulations and as granted in the Articles of Association: …… The independent non-executive Directors shall exercise the powers listed in the (I) to (III) of the preceding paragraph with the consent of more than half of all independent Directors.	Article 12~~8~~7 The independent non-executive Directors shall also exercise the following special powers in addition to the functions and power as prescribed in the Company Law, other relevant laws, administrative regulations and as granted in the Articles of Association: …… The independent non-executive Directors shall exercise the powers listed in the (I) to (III) of the preceding paragraph with the consent of more than half of all ~~independent Directors~~independent non-executive Directors.

Before revise	After revise
Article 129 In addition to the functions and powers as above mentioned, the independent non-executive Directors shall issue their independent opinions to the Board or the Shareholder's meeting with respect to the matters as below: (I) Discloseable related party transactions; ……	Article 12~~9~~8 In addition to the functions and powers as above mentioned, the independent non-executive Directors shall issue their independent opinions to the Board or the Shareholder's meeting with respect to the matters as below: (I) Discloseable ~~related party~~connected transactions; ……
Article 131 At least four regular meetings of the Board shall be held each year. Such meetings shall be convened by the chairman of the Board and notice thereof shall be given to all Directors and Supervisors 14 days before the meeting in writing.	Article 13~~1~~0 At least four regular meetings of the Board shall be held each year. Such meetings shall be convened by the chairman of the Board and notice thereof shall be given to all Directors~~ and Supervisors~~ 14 days before the meeting in writing.
Article 132 Under the following circumstances, an extraordinary meeting of the Board may be convened and presided over within 14 days by the chairman of the Board upon proposal: (I) Proposed by Shareholders representing more than one-tenths of the voting rights; (II) Jointly proposed by more than one-third of Directors; (III) Deemed necessary by the chairman of the Board; (IV) Jointly proposed by more than two independent non-executive Directors; (V) Proposed by the Board of Supervisors; (VI) Proposed by the general manager to hold an interim Board meeting.	Article 13~~2~~1 Under the following circumstances, an extraordinary meeting of the Board may be convened and presided over within ~~14~~10 days by the chairman of the Board upon proposal: (I) Proposed by Shareholders representing more than one-tenths of the voting rights; (II) Jointly proposed by more than one-third of Directors; (III) Deemed necessary by the chairman of the Board; (IV) Jointly proposed by more than two independent non-executive Directors; (V) Proposed by the ~~Board of Supervisors~~ Audit Committee; (VI) Proposed by the general manager to hold an interim Board meeting.

Before revise	After revise
Article 133 Notice of regular Board meetings shall be given to all Directors and Supervisors 14 days prior to the meetings, and 5 days prior to interim Board meetings. The Board office or other departments designated by the Board shall give notice in writing to all the Directors and Supervisors by hand, fax, e-mail or other means. ……	Article 13~~3~~2 Notice of regular Board meetings shall be given to all Directors~~ and Supervisors~~ 14 days prior to the meetings, and 5 days prior to interim Board meetings. The Board office or other departments designated by the Board shall give notice in writing to all the Directors~~ and Supervisors~~ by hand, fax, e-mail or other means. ……
Article 137 A Director with related relationship with the companies involved with any matters in the resolution of the Board shall neither exercise voting rights on such resolution, nor exercise the voting right on behalf of any other Directors. Such meeting of the Board shall only be held if more than half of Directors with no related relationship present at the meeting, and the resolutions made at the meeting of the Board shall be approved by more than half of Directors with no related relationship. In case there is less than three Directors with no related relationship present at the meeting, the matter shall be submitted to the general meeting for consideration.	Article 13~~7~~6 A Director with ~~related~~ connected relationship with the companies involved with any matters in the resolution of the Board shall neither exercise voting rights on such resolution, nor exercise the voting right on behalf of any other Directors. Such meeting of the Board shall only be held if more than half of Directors with no ~~related~~ connected relationship present at the meeting, and the resolutions made at the meeting of the Board shall be approved by more than half of Directors with no ~~related~~ connected relationship. In case there is less than three Directors with no ~~related~~ connected relationship present at the meeting, the matter shall be submitted to the general meeting for consideration.

Before revise	After revise
Article 143 The Board shall establish special committees such as compliance committee, Audit Committee, remuneration committee and Nomination Committee and Risk Control Committee in accordance with the needs and the requirements of the relevant laws and regulations and listing rules. The composition, terms of reference and rules of procedure of the special committees under the Board shall be otherwise agreed by the Board. A special committee is the special body under the Board and is responsible for providing advice or recommendations in respect of material decisions to the Board or exercises its decision-making rights under authority of the Board. The chairman of the Nomination Committee shall be served by the chairman of the Board.	Delete this article, and relevant content will be moved to Article 153 under section 4 of this Chapter.

Before revise	After revise
Add	**SECTION 3 Independent Non-Executive Directors** Article 142 The Company shall have independent non-executive Directors. The independent non-executive Directors shall conscientiously perform their duties in accordance with the laws, administrative regulations, the regulations of the CSRC, stock exchanges, Main Board Listing Rules and the Articles of Association, play the roles of participating in the decision-making, supervising, checking and balancing, and professional consulting in the Board, safeguard the interests of the Company as a whole, and protect the legitimate rights and interests of minority Shareholders. Article 143 Independent non-executive Directors shall maintain their independence and the following persons shall not act as an independent non-executive Director unless otherwise provided by applicable laws, regulations, other regulatory documents and/or rules governing listing of securities: (I) persons working for the Company or its affiliates and their spouses, parents, children, and major social relations; (II) any natural person Shareholder who directly or indirectly holds more than one percent of the issued shares of the Company or is among the top ten Shareholders of the Company and their spouses, parents and children;

Before revise	After revise
	(III) any person who works for a Shareholder who directly or indirectly holds more than five percent of the issued shares of the Company or who works for the top five Shareholders of the Company and their spouses, parents and children; (IV) any person who works for affiliates of the Company's controlling Shareholders and de facto controller and their spouses, parents and children; (V) any person who has significant business dealings with the Company and its controlling Shareholder, de facto controller or their respective affiliates, or holds a position in an entity or controlling Shareholder or de facto controller of the entity with which significant business dealings are conducted; (VI) any person who provides financial, legal, advisory and sponsorship services to the Company and its controlling Shareholder, de facto controller or their respective affiliates, including but not limited to all members of the project team of the intermediary providing the services, reviewers at all levels, persons signing the reports, partners, Directors, senior management and primary responsible persons; (VII) any person who falls into items (I) to (VI) in the latest twelve months;

Before revise	After revise
	(VIII) other person who is not independent as stipulated by laws, administrative regulations, the requirements of the CSRC, business rules of stock exchanges, Main Board Listing Rules and the Articles of Association. The affiliates of the Company's controlling Shareholders and de facto controller as described in Items (IV) to (VI) of the preceding paragraph shall not include the enterprises that are under common control of a state-owned asset management institution and do not constitute connected relationship with the Company in accordance with relevant requirements. Independent non-executive Directors shall conduct an annual self-review of their independence and report the review results to the Board. The Board shall assess and give special opinions on the independence of the incumbent independent non-executive Directors on an annual basis, and disclose the same in the annual report. Article 144 To serve as an independent non-executive Director of the Company, a person must satisfy the following requirements: (I) to be qualified to act as a Director of a listed company in accordance with the laws, administrative regulations and other relevant provisions; (II) meeting the independence requirements stipulated under relevant laws, regulations, other relevant provisions and the Articles of Association;

Before revise	After revise
	(III) to possess fundamental knowledge of listed company operations and be familiar with relevant laws, regulations and rules; (IV) to have over five years of professional experience in law, accounting or economics necessary for performing independent non executive Director duties; (V) to demonstrate good personal character with no record of serious dishonesty or other misconduct; (VI) to satisfy other requirements stipulated by laws, administrative regulations, the CSRC requirements, the business rules of the stock exchange and the provisions of the Articles of Association. Article 145 The independent non-executive Directors, as members of the Board, owe fiduciary duties and duties of diligence to the Company and all Shareholders, and shall prudently perform the following responsibilities: (I) to engage in board deliberations and provide clear opinions on matters under discussion; (II) to monitor potential material conflicts of interest between the Company and its controlling Shareholders, de facto controllers, Directors or senior management officers, safeguarding the legitimate rights and interests of minority Shareholders;

Before revise	After revise
	(III) to offer professional and objective recommendations on the Company's business development, thereby enhancing the quality of board decision-making; (IV) to fulfil any additional responsibilities stipulated by laws, administrative regulations, listing rules of the main board, the CSRC regulations, and the Articles of Association. Article 146 The independent non-executive Directors shall exercise the following special functions and powers other than those granted to Directors by the Company Law, other relevant laws, regulations, other regulatory documents and the Articles of Association: (I) to independently appoint intermediaries to conduct audits, provide consultancy, or perform investigations on specific matters of the Company; (II) to propose the convening of extraordinary general meetings to the Board; (III) to propose the holding of Board meetings; (IV) to lawfully solicit Shareholder rights publicly from Shareholders;

Before revise	After revise
	(V) to issue independent opinions on matters that may harm the Company or the rights and interests of minority Shareholders; (VI) to exercise any additional authorities stipulated by laws, administrative regulations, the CSRC requirements and the provisions of the Articles of Association. The exercise of authorities by any independent non-executive Director under items 1 to 3 of the preceding paragraph shall require approval by a majority of all independent non-executive Directors. The Company shall promptly disclose any exercise of the authorities by any independent non executive Director listed in item 1 above. Where such authorities cannot be duly exercised, the Company shall disclose the specific circumstances and reasons. Article 147 The following matters shall be submitted to the Board for consideration after being approved by a majority of all independent non-executive Directors of the Company: (I) any connected transactions requiring disclosure;

Before revise	After revise
	(II) proposals to amend or waive commitments made by the Company or related parties; (III) decisions made and measures taken by the Board of the acquired company in response to the acquisition; (IV) any additional matters stipulated by laws, administrative regulations, the CSRC requirements and the provisions of the Articles of Association. Article 148 The Company shall establish a special meeting mechanism consisting solely of independent non executive Directors. Where the Board deliberates connected transactions and other matters, prior approval shall be obtained from the special meeting of independent non-executive Directors. The Company holds special meetings of independent non-executive Directors on a regular or irregular basis. Matters set forth in items (1) to (3) of paragraph 1 of Article 146 and Article 147 hereof shall be subject to deliberation by special meetings of independent non-executive Directors.

Before revise	After revise
	Special meetings of independent non-executive Directors may study and discuss other matters of the Company as needed. Special meetings of independent non-executive Directors shall be convened and held by an independent non-executive Director elected by a majority of independent non-executive Directors; when the convener fails to or becomes unable to perform his duties, two or more independent non-executive Directors may convene and elect a representative to chair a special meeting by themselves. Special meetings of independent non-executive Directors shall produce meeting minutes according to provisions, indicating the opinions of independent non-executive Directors. Independent non-executive Directors shall sign off meeting minutes. The Company shall provide facilities and support for convening special meetings of independent non-executive Directors.

Before revise	After revise
Add	**Section 4 Special Committees of the Board** Article 149 The Board of the Company shall establish an Audit Committee to exercise the functions and powers of the Board of Supervisors as stipulated in the Company Law. Article 150 The Audit Committee shall consist of three members, all of whom shall be Directors not holding senior management positions in the Company, and a majority of whom shall be independent non-executive Directors. The chairman of Audit Committee shall be held by an independent non-executive Director possessing accounting expertise. Article 151 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work. The following matters shall be submitted to the Board for consideration upon approval by more than half of the members of the Audit Committee: (I) disclosure of financial information contained in financial accounting reports and periodic reports; (II) appointment or dismissal of the accounting firm responsible for the Company's audit work;

Before revise	After revise
	(III) appointment or dismissal of the officer in charge of financial affairs of the Company; (IV) changes in accounting policies and accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards; (V) other matters as prescribed by laws, administrative regulations, the CSRC, and the Articles of Association. Article 152 The Audit Committee shall convene at least one meeting every quarter. An extraordinary meeting may be convened when it is proposed by two or more members, or when it is deemed necessary by the convener. Meetings of the Audit Committee shall be held only if more than two-thirds of the members are present. The Audit Committee shall pass a resolution upon the approval of more than half of its members.

Before revise	After revise
	The voting on the resolutions of the Audit Committee shall be one person, one vote. Minutes shall be prepared for the resolutions of the Audit Committee as required and shall be signed by the members of the Audit Committee present at the meetings. The Board shall be responsible for establishing the rules of procedure for the Audit Committee. Article 153 The Board of the Company shall establish the Remuneration and Appraisal Committee, the Nomination Committee, the Risk Control Committee and other special committees based on needs and the requirements of relevant laws, regulations and the Listing Rules, all of which shall perform their duties in accordance with the Articles of Association and the authorization of the Board. Proposals of special committees shall be submitted to the Board for consideration and decision. The working procedures of the special committees shall be formulated by the Board. The chairman of the Nomination Committee shall be served by the chairman of the Board. All members of special committees shall be Directors. In particular, more than half of the members of the Nomination Committee and the Remuneration and Appraisal Committee shall be independent non-executive Directors, who shall act as the convener.

Before revise	After revise
	Article 154 The Nomination Committee is responsible for formulating the criteria and procedures for the selection of Directors and senior management, selecting and reviewing the candidates for Directors and senior management and their qualifications for appointment, and making recommendations to the Board on the following matters: (I) nomination, appointment or removal of Directors; (II) appointment or dismissal of senior management; (III) other matters as stipulated by laws, administrative regulations, the CSRC, and the Articles of Association. If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board and disclose the same in accordance with relevant laws and regulations and provisions of the listing rules of the main board. The Nomination Committee shall consist of three members, a majority of whom shall be independent non-executive Directors.

Before revise	After revise
	Article 155 The Remuneration and Appraisal Committee is responsible for setting appraisal standards for Directors and senior management and conducting appraisals, formulating and reviewing the remuneration decision mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and programs for Directors and senior management, and making recommendations to the Board on the following matters: (I) remuneration of Directors and senior management; (II) formulation or change of the share incentive scheme, employee shareholding plans, granting of incentives to scheme participants, and fulfilment of the conditions for exercising the rights; (III) arrangement of stock ownership plans by Directors and senior management in the subsidiaries to be spun off; (IV) other matters as stipulated by laws, administrative regulations, the CSRC, and the Articles of Association. If the Board does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for its non-adoption in a resolution of the Board and disclose the same. The Remuneration and Appraisal Committee shall consist of three members, a majority of whom shall be independent non-executive Directors.

Before revise	After revise
	Article 156 The Risk Control Committee is responsible for the control, management, supervision and evaluation of the risks of the Company. The Risk Control Committee shall consist of three members, a majority of whom shall be independent non-executive Directors.
CHAPTER 7 THE GENERAL MANAGER AND OTHER SENIOR OFFICERS	**CHAPTER 7 ~~THE GENERAL MANAGER AND OTHER~~ SENIOR OFFICERS**
Article 150 …… (III) The authority to use the funds and assets and execute material contracts, and the system of reporting to the Board and the Board of Supervisors;	Article 1~~50~~63 …… (III) The authority to use the funds and assets and execute material contracts, and the system of reporting to the Board ~~and the Board of Supervisors~~;
Article 151 The general manager may tender his/her resignation before the expiry of his/her term of office. The specific procedures and measures regarding the resignation of the general manager shall be governed by the labor contract between the general manager and the Company.	Article 1~~51~~64 The general manager may tender his/her resignation before the expiry of his/her term of office. The specific procedures and measures regarding the resignation of the general manager shall be governed by the labor contract between the general manager and the Company.
CHAPTER 8 BOARD OF SUPERVISORS	Delete the whole section
Article 179 …… If the Shareholders' general meeting has, in violation of the provisions of the preceding paragraphs, distributed profits to the Shareholders before the Company has made up for its losses and made allocations to the statutory common reserve fund, the Shareholders must return the profits distributed in violation of the provision to the Company; Shareholders and responsible Directors, Supervisors, and senior management who cause losses to the Company shall be liable for compensation.	Article 17~~9~~7 …… If the Shareholders' general meeting has, in violation of the provisions of the preceding paragraphs, distributed profits to the Shareholders before the Company has made up for its losses and made allocations to the statutory common reserve fund, the Shareholders must return the profits distributed in violation of the provision to the Company; Shareholders and responsible Directors, ~~Supervisors,~~ and senior management who cause losses to the Company shall be liable for compensation.

Before revise	After revise
Article 206 In the event of paragraph (I) of Article 205 hereof, the Company may carry on its existence by amending the Articles of Association. Amendments to the Articles of Association in accordance with the preceding paragraph shall be approved by more than two-thirds of the voting rights held by Shareholders present at the general meeting. Where the Company is dissolved by virtue of the reasons set out in item (I), (II), (IV) and (V) of Article 205 of the Articles of Association, the Company shall establish a liquidation group within 15 days commencing from the date on which the events being the grounds for dissolution has occurred to start liquidation process. The members of the liquidation group shall be composed of persons selected by Directors or decided at Shareholders' general meeting. If no liquidation group has been established to conduct liquidation within the time limit, the creditors may request the People's Court to designate the relevant personnel to form a liquidation group to conduct liquidation.	Article 20~~6~~4 In the event of paragraph (I) of Article 20~~5~~3 hereof, the Company may carry on its existence by amending the Articles of Association. Amendments to the Articles of Association in accordance with the preceding paragraph shall be approved by more than two-thirds of the voting rights held by Shareholders present at the general meeting. Where the Company is dissolved by virtue of the reasons set out in item (I), (II), (IV) and (V) of Article 20~~5~~3 of the Articles of Association, the Company shall establish a liquidation group within 15 days commencing from the date on which the events being the grounds for dissolution has occurred to start liquidation process. The members of the liquidation group shall be composed of persons selected by Directors or decided at Shareholders' general meeting. If no liquidation group has been established to conduct liquidation within the time limit, the creditors may request the People's Court to designate the relevant personnel to form a liquidation group to conduct liquidation.

Before revise	After revise
Article 218 Definitions:	Article 21~~8~~6 Definitions:
(I) The controlling Shareholder(s) shall refer to a Shareholder the ordinary shares (including preferred shares with restored voting right) held by whom account for more than fifty percent of the total share capital of the Company or a Shareholder who holds less than fifty percent of the same but by whom the voting powers attached to the shares held is enough to impose significant impact on the resolution of the Shareholders' general meeting.	(I) The controlling Shareholder(s) shall refer to a Shareholder the ordinary shares (including preferred shares with restored voting right) held by whom account for more than fifty percent of the total share capital of the Company or a Shareholder who holds less than fifty percent of the same but by whom the voting powers attached to the shares held is enough to impose significant impact on the resolution of the Shareholders' general meeting.
……	……
(III) The related-party relationship shall refer to the relationship between the controlling Shareholders, de facto controller, Directors, Supervisors, and senior management of the Company and the enterprise directly or indirectly controlled thereby and any other relationship that may lead to the transfer of any interest of the Company. However, enterprises controlled by the State do not have a related-party relationship with one another simply because they are under the control of the State.	(III) The ~~related party~~connected relationship shall refer to the relationship between the controlling Shareholders, de facto controller, Directors, ~~Supervisors,~~ and senior management of the Company and the enterprise directly or indirectly controlled thereby and any other relationship that may lead to the transfer of any interest of the Company. However, enterprises controlled by the State do not have a ~~related party~~connected relationship with one another simply because they are under the control of the State.
"The above", "within", "the following" as referred to in the Articles of Association are inclusive of the stated figure, while "over", "other than" are not inclusive of the stated figure.	(IV) The Audit Committee shall refer to the Audit Committee under the Board of the Company. "The above", "within", "the following" as referred to in the Articles of Association are inclusive of the stated figure, while "over", "other than" are not inclusive of the stated figure.

Before revise	After revise
Article 222 Appendixes to the Articles of Association include the rules of procedure of the general meetings, the rules of procedure of the Board of Directors and the rules and procedures of the Supervisory Committee.	Article 22~~2~~0 Appendixes to the Articles of Association include the rules of procedure of the general meetings, the rules of procedure of the Board of Directors~~ and the rules and procedures of the Supervisory Committee~~.

Details of the proposed amendments to the Rules of Procedure of the General Meetings are as follows:

Before revise	After revise
CHAPTER 1	
Article 2 These Rules of Procedure shall apply to annual general meetings or extraordinary general meetings, and shall be binding on the Company, all Shareholders, proxies of Shareholders, Directors, Supervisors, senior management of the Company, and other relevant persons attending general meetings with effect from the effective date.	Article 2 These Rules of Procedure shall apply to annual general meetings or extraordinary general meetings, and shall be binding on the Company, all Shareholders, proxies of Shareholders, Directors, ~~Supervisors,~~ senior management of the Company, and other relevant persons attending general meetings with effect from the effective date.
CHAPTER 2	
Article 4 ……	Article 4 ……
(1) to elect and replace Directors and Supervisors that are not staff representatives and decide on matters relating to their remuneration;	(1) to elect and replace Directors ~~and Supervisors~~ that are not staff representatives and decide on matters relating to their remuneration;
(2) to consider and approve the reports of the Board;	(2) to consider and approve the reports of the Board;
(3) to consider and approve the reports of the Board of Supervisors;	(3) ~~to consider and approve the reports of the Board of Supervisors;~~
(4) to consider and approve the Company's profit distribution plans and loss recovery plans;	~~(4)~~ to consider and approve the Company's profit distribution plans and loss recovery plans;
(5) to resolve on the increase or reduction of the Company's registered capital;	(~~5~~4) to resolve on the increase or reduction of the Company's registered capital;
(6) to resolve on the public issuance of shares, non-public issuance of shares, issuance of debentures by the Company;	(~~6~~5) to resolve on the ~~public issuance of shares, non-public issuance of shares,~~ issuance of debentures by the Company;
(7) to resolve on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the Company;	(~~7~~6) to resolve on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the Company;

Before revise	After revise
(8) to amend the Articles of Association;	(~~8~~7) to amend the Articles of Association;
(9) to resolve on the engagement, termination of engagement of the accounting firms of the Company;	(~~9~~8) to resolve on the engagement, termination of engagement of the accounting firms of the Company;
(10) to resolve on the guarantee matters specified in these Rules of Procedure;	(~~10~~9) to resolve on the guarantee matters specified in these Rules of Procedure;
(11) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;	(1~~1~~0) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;
(12) to consider and approve changes in the use of raised fund;	(1~~2~~1) to consider and approve changes in the use of raised fund;
(13) to consider and approve the implementation plans of long term incentive mechanisms such as the share incentive scheme and the employee share ownership scheme;	(1~~3~~2) to consider and approve~~ the implementation plans of long term incentive mechanisms such as~~ the share incentive scheme and the employee share ownership scheme;
(14) to resolve the repurchase of the Company's Shares;	~~(14) to resolve the repurchase of the Company's Shares;~~
(15) to consider other matters that should be decided by the Shareholders' meeting as stipulated in the laws, administrative regulations, departmental regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association.	(1~~5~~3) to consider other matters that should be decided by the Shareholders' meeting as stipulated in the laws, administrative regulations, departmental regulations or~~, the listing rules of the stock exchange where the Company's shares are listed, and~~ the Articles of Association. The general meeting may authorize the Board to resolve on the issuance of company bonds.

Before revise	After revise
Article 5 General meetings comprise annual general meetings and extraordinary general meetings. The annual general meetings shall be held once every year within six months after the conclusion of the previous accounting year.	Article 5 General meetings comprise annual general meetings and extraordinary general meetings. The annual general meetings shall be held once every year within six months after the conclusion of the previous accounting year.
Article 6 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances: (IV) when the Board considers necessary or upon the request of the Board of Supervisors;	Article 6 Extraordinary general meetings shall be convened as and when necessary. Under any of the following circumstances, ~~T~~the Company shall convene an extraordinary general meeting within two months from the occurrence thereof~~date of the occurrence of any of the following circumstances~~: (IV) when the Board considers necessary or upon the request of the ~~Board of Supervisors~~Audit Committee;
Article 7 The location of the Shareholders' general meeting shall be the registered address of the Company or such other place as specified in the notice of the general meeting. The Shareholders' general meeting shall be held in a venue and conducted in the form of an on-site meeting. Under the premise of ensuring the legality and validity of the Shareholders' meeting, the Company may set up other forms and means of participation in the Shareholders' meeting, including but not limited to the means of electronic communication. Shareholders who participate in the Shareholders' general meeting in the manner described above shall be deemed to be present.	Article 7 The location of the Shareholders' general meeting shall be the registered address of the Company or such other place ~~as specified~~ in the notice of the general meeting. The Shareholders' general meeting shall be held in a venue and conducted in the form of an on-site meeting. Under the premise of ensuring the legality and validity of the Shareholders' meeting, the Company may set up other forms and means of participation in the Shareholders' meeting, including but not limited to the means of electronic communication. Shareholders who participate in the Shareholders' general meeting in the manner described above shall be deemed to be present.

Before revise	After revise
Article 8 When the Company convenes a Shareholders' general meeting, it shall engage a lawyer to issue legal advice on the following matters and make an announcement in respect thereof: (1) whether the convening of the meeting and its procedures are in compliance with the requirements of the laws, administrative regulations and the Articles of Association; (2) whether the qualifications of the attendants and the convener are legal and valid; (3) whether the procedures and results of voting of the meeting are legal and valid; (4) legal advices on other relevant matters at the request of the Company.	Article 8 When the Company convenes a Shareholders' general meeting, it shall engage a lawyer to issue legal advice in accordance with the regulatory rules in the place where the Company's shares are listed.~~on the following matters and make an announcement in respect thereof:~~ ~~(1) whether the convening of the meeting and its procedures are in compliance with the requirements of the laws, administrative regulations and the Articles of Association;~~ ~~(2) whether the qualifications of the attendants and the convener are legal and valid;~~ ~~(3) whether the procedures and results of voting of the meeting are legal and valid;~~ ~~(4) legal advices on other relevant matters at the request of the Company.~~
CHAPTER 3	
Article 10 Two or more independent Directors have the right to propose that the Board convene extraordinary Shareholders' general meetings. After receiving the proposal by independent Directors to convene an extraordinary Shareholders' general meeting…	Article 10 ~~Two or more i~~Independent non-executive Directors have the right to propose that the Board convene extraordinary Shareholders' general meetings. After receiving the proposal by independent non-executive Directors to convene an extraordinary Shareholders' general meeting…

Before revise	After revise
Article 11 The Board of Supervisors shall have the right to propose the convening of an extraordinary general meeting to the Board and such proposal shall be made by way of written request(s). The Board shall provide written feedback on whether to agree or disagree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with the provisions of laws, administrative regulations and the Articles of Association. If the Board agrees to convene an extraordinary general meeting, it will issue a notice for the convening of the Shareholders' general meeting within 5 days after the Board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the Board of Supervisors. If the Board does not agree to convene an extraordinary general meeting or fails to provide feedback within 10 days after receiving the proposal, it shall be deemed that the Board is unable or fails to fulfill its duties to convene the general meeting, and the Board of Supervisors may on its own convene and preside over the meeting.	Article 11 The ~~Board of Supervisors~~Audit Committee shall ~~have the right to~~ propose the convening of an extraordinary general meeting to the Board and such proposal shall be made by way of written request(s). The Board shall provide written feedback on whether to agree or disagree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with the provisions of laws, administrative regulations and the Articles of Association. If the Board agrees to convene an extraordinary general meeting, it will issue a notice for the convening of the Shareholders' general meeting within 5 days after the Board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the ~~Board of Supervisors~~Audit Committee. If the Board does not agree to convene an extraordinary general meeting or fails to provide feedback within 10 days after receiving the proposal, it shall be deemed that the Board is unable or fails to fulfill its duties to convene the general meeting, and the ~~Board of Supervisors~~Audit Committee may on its own convene and preside over the meeting.

Before revise	After revise
Article 12 (3) If the Board does not agree to convene an extraordinary general meeting or fails to provide feedback within 10 days after receiving the proposal, Shareholders making the request have the right to propose to the Supervisory Committee to convene an extraordinary general meeting and shall submit such proposal in writing to the Supervisory Committee. (4) If the Supervisory Committee agrees to convene an extraordinary general meeting, a notice for the convening of the Shareholders' general meeting shall be issued within 5 days after receiving the request, and any changes to the original proposal in the notice shall be subject to the consent of the relevant Shareholders. (5) If the Supervisory Committee fails to issue a notice for the Shareholders' general meeting within the stipulated time, it shall be deemed that the Supervisory Committee does not convene and preside over the Shareholders' general meeting. Shareholders holding more than 10% (10% included) of the Company's shares individually or collectively for more than 90 consecutive days (hereinafter referred to as the "Convening Shareholders") may convene and preside over the meeting by themselves.	Article 12 (3) If the Board does not agree to convene an extraordinary general meeting or fails to provide feedback within 10 days after receiving the aforesaid written proposal, Shareholders making the request have the right to propose to the ~~Supervisory Committee~~Audit Committee to convene an extraordinary general meeting and shall submit such ~~proposal~~request in writing to the ~~Supervisory Committee~~Audit Committee. (4) If the ~~Supervisory Committee~~Audit Committee agrees to convene an extraordinary general meeting, a notice for the convening of the Shareholders' general meeting shall be issued within 5 days after receiving the request, and any changes to the original proposal in the notice shall be subject to the consent of the relevant Shareholders. (5) If the ~~Supervisory Committee~~Audit Committee fails to issue a notice for the Shareholders' general meeting within the stipulated time, it shall be deemed that the ~~Supervisory Committee~~Audit Committee does not convene and preside over the Shareholders' general meeting. Shareholders holding more than 10% (10% included) of the Company's shares individually or collectively for more than 90 consecutive days ~~(hereinafter referred to as the "Convening Shareholders")~~ may convene and preside over the meeting by themselves.

Before revise	After revise
Article 13 If the Supervisory Committee or the Convening Shareholders decide to convene a Shareholders' general meeting by themselves, they must notify the Board in writing. Before the announcement of the resolutions of the general meeting, the proportion of shares held by the Convening Shareholders shall not be less than 10%. The Supervisory Committee or the Convening Shareholders shall submit the relevant supporting documents in accordance with the rules of the place where the shares are listed when issuing the notice of the Shareholders' meeting and the announcement of the resolution of the Shareholders' meeting.	Article 13 If the ~~Supervisory Committee~~Audit Committee or the Convening Shareholders decide to convene a Shareholders' general meeting by themselves, they must notify the Board in writing. Before the announcement of the resolutions of the general meeting, the proportion of shares held by the Convening Shareholders shall not be less than 10%. The ~~Supervisory Committee~~Audit Committee or the Convening Shareholders shall submit the relevant supporting documents in accordance with the rules of the place where the shares are listed when issuing the notice of the Shareholders' meeting and the announcement of the resolution of the Shareholders' meeting.
Article 14 For Shareholders' general meetings convened by the Board of Supervisors or Shareholder(s), the Board and the Secretary to the Board shall work in a cooperative manner. The Board shall provide the register of members as at the record date for the registration of shareholding. All necessary expenses incurred in convening the Shareholders' general meeting shall be borne by the Company.	Article 14 For Shareholders' general meetings convened by the ~~Board of Supervisors~~Audit Committee or Shareholder(s), the Board and the Secretary to the Board shall work in a cooperative manner. The Board shall provide the register of members as at the record date for the registration of shareholding.
Newly added article	Article 15 All necessary expenses incurred by the Audit Committee or the Shareholders in convening the Shareholders' general meeting on their own initiatives shall be borne by the Company.

Before revise	After revise
CHAPTER 4	
Article 16 When the Company convenes a Shareholders' general meeting, the Board, the Supervisory Committee and the Shareholders individually or jointly holding more than 1% of the shares of the Company are entitled to propose resolutions to the Company. Shareholders individually or jointly holding more than 1% of the shares of the Company are entitled to propose temporary proposals to the Board in writing 10 days before the convening of the general meeting. The temporary proposal shall have clear issues and specific matters to be resolved. The Board shall notify other Shareholders within 2 days after receiving the proposal and announce the content of the temporary proposals in accordance with the rules of the place where the shares are listed. However, except for temporary proposals that violate the provisions of laws, administrative regulations or the Articles of Association or that do not fall within the scope of the duty of the Shareholders' meeting. The Company shall not raise the shareholding ratio requirements for Shareholders proposing temporary proposals. If otherwise required by the listing rules of the place where the Company's shares are listed, such requirements shall be satisfied at the same time.	Article 1~~6~~7 When the Company convenes a Shareholders' general meeting, the Board, the ~~Supervisory Committee~~Audit Committee and the Shareholders individually or jointly holding more than 1% of the shares of the Company are entitled to propose resolutions to the Company. Shareholders individually or jointly holding more than 1% of the shares of the Company are entitled to propose temporary proposals to the Board in writing 10 days before the convening of the general meeting. The temporary proposal shall have clear issues and specific matters to be resolved. The Board shall notify other Shareholders within 2 days after receiving the proposal and announce the content of the temporary proposals in accordance with the rules of the place where the shares are listed. However, except for temporary proposals that violate the provisions of laws, administrative regulations or the Articles of Association or that do not fall within the scope of the duty of the Shareholders' meeting. The Company shall not raise the shareholding ratio requirements for Shareholders proposing temporary proposals. If otherwise required by the listing rules of the place where the Company's shares are listed, such requirements shall be satisfied at the same time.

Before revise	After revise
Except as provided by the preceding paragraph, the convener of a general meeting shall not amend the proposed motions set out in the notice of the meeting or add any new proposals subsequent to the issue of the notice of the general meeting. Proposals which are not specified in the notice of the general meeting or which do not comply with Article 15 hereof shall not be voted on and resolved at the general meeting.	Except as provided by the preceding paragraph, the convener of a general meeting shall not amend the proposed motions set out in the notice of the meeting or add any new proposals subsequent to the issue of the notice of the general meeting. Proposals which are not specified in the notice of the general meeting or which do not comply with Article 1~~5~~6 hereof shall not be voted on and resolved at the general meeting.
Article 17 To convene an annual general meeting, the Company shall give notices 20 days before the date of the meeting, informing all Shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all Shareholders 15 days before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded.	Article 1~~7~~8 To convene an annual general meeting, the Company shall give notices 20 days before the date of the meeting, informing all Shareholders of the matters proposed to be considered at the meeting and the date and the place of meeting; to convene an extraordinary general meeting, the Company shall give notices to all Shareholders 15 days before the date of the meeting. Shareholders who will attend the annual general meeting shall return the written replies of attendance to the Company 10 days before the date of the meeting. Shareholders who will attend the extraordinary general meeting shall return the written replies of attendance to the Company 8 days before the date of the meeting. When calculating the starting date, the date of issuing the written notice of meeting and the date of the meeting shall be excluded.

Before revise	After revise
Article 19 When the Shareholders' general meeting intends to discuss the election of the Directors and Supervisors, the notice of the meeting shall fully disclose the details of the candidates for the Directors and Supervisors, including, as a minimum, the following content: (I) personal particulars such as education background, working experience and any concurrent positions; (II) whether the candidate has any connected relationship with the Company or its controlling Shareholder and de facto controller; (III) disclose the number of shares of the Company held by the candidate; (IV) any penalties imposed by the CSRC and other relevant authorities and punishments imposed by the stock exchanges. (V) other information required by listing rules of the stock exchanges where the Company's shares are listed. Unless a Director or Supervisor is elected via the cumulative voting system, each candidate for Director or Supervisor shall be proposed via a single proposal.	Article ~~19~~20 When the Shareholders' general meeting intends to discuss the election of the Directors~~ and Supervisors~~, the notice of the meeting shall fully disclose the details of the candidates for the Directors ~~and Supervisors, including, as a minimum, the following content:~~in accordance with relevant regulations. ~~(I) personal particulars such as education background, working experience and any concurrent positions;~~ ~~(II) whether the candidate has any connected relationship with the Company or its controlling Shareholder and de facto controller;~~ ~~(III) disclose the number of shares of the Company held by the candidate;~~ ~~(IV) any penalties imposed by the CSRC and other relevant authorities and punishments imposed by the stock exchanges.~~ ~~(V) other information required by listing rules of the stock exchanges where the Company's shares are listed.~~ Unless a Director~~ or Supervisor~~ is elected via the cumulative voting system, each candidate for Director~~ or Supervisor~~ shall be proposed via a single proposal.

Before revise	After revise
Article 20 The notice of a Shareholders' meeting shall be served on the Shareholders (whether or not entitled to vote at the meeting) by the means stipulated in the Articles of Association or by other methods permitted by the stock exchange where the Company's shares are listed. Subject to compliance with the relevant laws, regulations, normative documents and the relevant provisions of the securities regulatory authorities in the jurisdiction where the Company's shares are listed, the Company may issue the notice of the Shareholders' meeting by publishing it on the websites of the Company and the Hong Kong Stock Exchange. For domestic Shareholders, the notice of the Shareholders' general meeting may also be made by way of announcement.	~~Article 20 The notice of a Shareholders' meeting shall be served on the Shareholders (whether or not entitled to vote at the meeting) by the means stipulated in the Articles of Association or by other methods permitted by the stock exchange where the Company's shares are listed. Subject to compliance with the relevant laws, regulations, normative documents and the relevant provisions of the securities regulatory authorities in the jurisdiction where the Company's shares are listed, the Company may issue the notice of the Shareholders' meeting by publishing it on the websites of the Company and the Hong Kong Stock Exchange. For domestic Shareholders, the notice of the Shareholders' general meeting may also be made by way of announcement.~~
The notice, information or written statements of the Shareholders' meeting sent to the Shareholders of overseas listed shares for convening the annual Shareholders' meeting shall be delivered 20 days before the date of the meeting; for convening the extraordinary Shareholders' meeting, it shall be delivered 15 days before the date of the meeting in any of the following manners:	~~The notice, information or written statements of the Shareholders' meeting sent to the Shareholders of overseas listed shares for convening the annual Shareholders' meeting shall be delivered 20 days before the date of the meeting; for convening the extraordinary Shareholders' meeting, it shall be delivered 15 days before the date of the meeting in any of the following manners:~~
(1) publishing at the website of the Company or websites designated by the local stock exchange where the shares of the Company are listed in accordance with applicable laws, regulations and relevant listing rules of the stock exchange where the Company's shares are listed; or	~~(1) publishing at the website of the Company or websites designated by the local stock exchange where the shares of the Company are listed in accordance with applicable laws, regulations and relevant listing rules of the stock exchange where the Company's shares are listed; or~~
(2) issuing in accordance with the requirements of the stock exchanges and listing rules of the places where the shares of other companies are listed.	~~(2) issuing in accordance with the requirements of the stock exchanges and listing rules of the places where the shares of other companies are listed.~~

Before revise	After revise
Article 31 When the general meeting is held, all Directors, Supervisors and secretary of the Board of the Company shall attend the meeting, and the general manager and other senior management officers shall also attend the meeting as non-voting participants.	Article 31 When the general meeting is held, all Directors~~, Supervisors~~ and secretary of the Board of the Company shall attend the meeting, and the ~~general~~ manager and other senior management officers shall also attend the meeting as non-voting participants.
Article 32 …… A Shareholders' general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, one Supervisor shall be elected jointly by half or more of the Supervisors to preside over the meeting. The Shareholders' general meeting convened by Shareholder(s) itself/ themselves shall be presided over by a representative elected by the convener. When a Shareholders' general meeting is held and the chairperson of the meeting violates the Rules of Procedure in a way that makes it impossible for the Shareholders' general meeting to continue, a person may be elected at the Shareholders' general meeting to act as the chairperson so as to carry on with the meeting, subject to the approval of more than half of the attending Shareholders holding voting rights. If, for any reason, the Shareholders are unable to elect a chairman of the meeting, the Shareholder (including the Shareholder's proxy) present at the meeting holding the most voting shares shall act as the chairman of the meeting.	Article 32 …… A Shareholders' general meeting convened by the ~~Supervisory~~Audit Committee itself shall be presided over by the ~~chairman of the Supervisory Committee~~convener of the Audit Committee. If the ~~chairman of the Supervisory Committee~~convener of the Audit Committee is unable or fails to perform his duties, one ~~Supervisor~~member of the Audit Committee shall be elected jointly by half or more of the ~~Supervisors~~members of the Audit Committee to preside over the meeting. The Shareholders' general meeting convened by Shareholder(s) itself/ themselves shall be presided over by a representative elected by the convener. When a Shareholders' general meeting is held and the ~~chairperson~~chairman of the meeting violates the Rules of Procedure in a way that makes it impossible for the Shareholders' general meeting to continue, a person may be elected at the Shareholders' general meeting to act as the ~~chairperson~~chairman so as to carry on with the meeting, subject to the approval of more than half of the attending Shareholders holding voting rights. If, for any reason, the Shareholders are unable to elect a chairman of the meeting, the Shareholder (including the Shareholder's proxy) present at the meeting holding the most voting shares shall act as the chairman of the meeting.

Before revise	After revise
Article 34 At the annual general meeting, the Board and the Board of Supervisors shall report to the Shareholders on their work over the past year. Independent Director shall deliver his/her work report.	Article 34 At the annual general meeting, the Board ~~and the Board of Supervisors~~ shall report to the Shareholders on their work over the past year. Independent Director shall deliver his/her work report.
Article 35 The Directors, Supervisors and other senior management officers shall make explanations and clarifications in respect of enquiries and suggestions of Shareholders at the Shareholders' general meeting, except for those matters in relation to commercial secrets of the Company which cannot be made public at the Shareholders' general meeting.	Article 35 The Directors~~, Supervisors~~ and other senior management officers shall make explanations and clarifications in respect of enquiries and suggestions of Shareholders at the Shareholders' general meeting, except for those matters in relation to commercial secrets of the Company which cannot be made public at the Shareholders' general meeting.
Article 37 …… (II) the names of the meeting chairperson and the Directors, Supervisors, general manager and other senior management attending the meeting or attending the meeting as observers; (III) the number of Shareholders and proxies present at the meeting, the total number of shares carrying voting rights they hold, and the proportion in the total number of the shares of the Company; (IV) the consideration process, key points of speech and voting results of each resolution; (V) the enquiries, suggestions of the Shareholders and the corresponding replies or explanations; (VI) the names of the lawyers, vote counters and scrutineer; (VII) other content that shall be included in the meeting minutes according to the Articles of Association.	Article 37 …… (II) the names of the meeting chairperson and the Directors, ~~Supervisors, general~~ manager and other senior management attending the meeting or attending the meeting as observers; (III) the number of Shareholders and proxies present at the meeting, the total number of shares carrying voting rights they hold, and the proportion in the total number of the shares of the Company; (IV) the consideration process, key points of speech and voting results of each ~~resolution~~proposal; (V) the enquiries~~,~~ or suggestions of the Shareholders and the corresponding replies or explanations; (VI) the names of the lawyers, vote counters and scrutineer; (VII) other content that shall be included in the meeting minutes according to the Articles of Association.

Before revise	After revise
Article 38 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The Directors, Supervisors, the secretary of the Board, the convener or their representatives attending the meeting and the meeting chairman shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the signature register of Shareholders present at the meeting, the proxy form for attendance by the proxy and other valid materials regarding voting by internet and other means, for a period of not less than 10 years.	Article 38 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The Directors~~,~~ ~~Supervisors~~, the secretary of the Board, the convener or their representatives attending the meeting and the meeting chairman shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the signature register of Shareholders present at the meeting, the proxy form for attendance by the proxy and other valid materials regarding voting by internet and other means, for a period of not less than 10 years.
Article 40 Resolutions of Shareholders' general meetings are classified as ordinary resolutions and special resolutions. Ordinary resolutions of the Shareholders' general meeting shall be passed by more than one half of the voting rights represented by the Shareholders (including proxies) present at the meeting. Special resolutions of the Shareholders' general meeting shall be passed by more than two-thirds of the voting rights represented by the Shareholders (including proxies) present at the meeting. Shareholders (including proxies) attending the meeting shall vote in favour of or against each matter which has been put to vote at the meeting. If a Shareholder or his proxy casts abstention vote or abstains from voting, his vote shall not be counted in the voting results of the Company.	Article 40 Resolutions of Shareholders' general meetings are classified as ordinary resolutions and special resolutions. Ordinary resolutions of the Shareholders' general meeting shall be passed by more than one half of the voting rights represented by the Shareholders (including proxies) present at the meeting. Special resolutions of the Shareholders' general meeting shall be passed by more than two-thirds of the voting rights represented by the Shareholders (including proxies) present at the meeting. Shareholders (including proxies) attending the meeting shall vote in favour of or against each matter which has been put to vote at the meeting. If a Shareholder or his proxy casts abstention vote~~ or~~, abstains from voting, his vote shall not be counted in the voting results of the Company.

Before revise	After revise
Article 41 The following matters shall be resolved by way of ordinary resolutions at a Shareholders' general meeting: (1) Work reports of the Board and the Supervisory Committee; (2) Plans for profit distribution and recovery of losses drafted by the Board; (3) Appointment or removal of members of the Board and the Supervisory Committee (except for staff representative Supervisors), and their remuneration and method of payment thereof; (4) The Company's annual report; (5) Any matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.	Article 41 The following matters shall be resolved by way of ordinary resolutions at a Shareholders' general meeting: (1) Work reports of the Board~~ and the Supervisory Committee~~; (2) Plans for profit distribution and recovery of losses drafted by the Board; (3) Appointment or removal of members of the Board~~ and the Supervisory Committee (except for staff representative Supervisors)~~, and their remuneration and method of payment thereof; (4) The Company's annual report; (5) Any matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.

Before revise	After revise
Article 42 The following matters shall be approved by special resolutions at a Shareholders' general meeting: (1) Increase or reduction of the share capital; (2) Issuance of debentures of the Company; (3) Demerger, split, merger, dissolution and liquidation of the Company; (4) Amendment to the Articles of Association; (5) Purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets; (6) The implementation plans for long-term incentive mechanisms such as the share incentive plan and the employee stock ownership plan; (7) Any other matters prescribed by the laws, administrative regulations or departmental rules and the Articles of Association, and those matters approved by ordinary resolution at a Shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution; (8) Any other matters required by the Listing Rules of the Main Board to be approved by special resolution. Shareholders (including Shareholders' proxies) may exercise their voting rights in accordance with the number of shares carrying voting rights they represent, with each share carrying one vote. ……	Article 42 The following matters shall be approved by special resolutions at a Shareholders' general meeting: (1) Increase or reduction of the share capital; (2) Issuance of debentures of the Company; (3) Demerger, split, merger, dissolution and liquidation of the Company; (4) Amendment to the Articles of Association; (5) Purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets; (6) The implementation plans for long-term incentive mechanisms such as the share incentive plan and the employee stock ownership plan; (7) Any other matters prescribed by the laws, administrative regulations or ~~departmental rules and~~ the Articles of Association, and those matters approved by ordinary resolution at a Shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution; (8) Any other matters required by the Listing Rules of the Main Board to be approved by special resolution. Shareholders (including Shareholders' proxies) may exercise their voting rights in accordance with the number of shares carrying voting rights they represent, with each share carrying one vote. ……

Before revise	After revise
Article 43 When the Shareholders' meeting deliberates on matters related to related party transactions, connected Shareholders shall not participate in the voting, and the number of shares with voting rights they represent shall not be counted in the total valid votes; the announcement of the resolution of the Shareholders' meeting shall fully disclose the voting situation of non-connected Shareholders. ……	Article 43 When the Shareholders' meeting deliberates on matters related to ~~related party~~connected transactions, connected Shareholders shall not participate in the voting, and the number of shares with voting rights they represent shall not be counted in the total valid votes; the announcement of the resolution of the Shareholders' meeting shall fully disclose the voting situation of non-connected Shareholders. ……
Article 44 The Company shall not, without the approval of Shareholders by way of special resolution at Shareholder's general meeting, enter into any contract with any person other than a Director, a general manager and other senior management members whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person except for special circumstances such as the Company is in a crisis.	Article 44 The Company shall not, without the approval of Shareholders by way of special resolution at Shareholder's general meeting, enter into any contract with any person other than a Director, a ~~general~~ manager and other senior management members whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person except for special circumstances such as the Company is in a crisis.

Before revise	After revise
Article 45 The list of candidates for Directors and Supervisors shall be submitted to the Shareholders' general meeting by way of a resolution to be voted at the Shareholders' general meeting. When voting on the election of Directors and Supervisors at the Shareholders' general meeting, cumulative voting may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the Shareholders' general meeting. The cumulative voting system referred to in the preceding paragraph means that when the Shareholders' general meeting elects Directors or Supervisors, each share has voting rights equal to the number of Directors or Supervisors to be elected, and the voting rights held by Shareholders can be used collectively. The Board shall announce to the Shareholders the brief biographies and basic information of the candidate Directors and Supervisors standing for election.	Article 45 The list of candidates for Directors ~~and Supervisors~~ shall be submitted to the Shareholders' general meeting by way of a ~~resolution~~proposal to be voted at the Shareholders' general meeting. When voting on the election of Directors ~~and Supervisors~~ at the Shareholders' general meeting, cumulative voting may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the Shareholders' general meeting. The cumulative voting system referred to in the preceding paragraph means that when the Shareholders' general meeting elects Directors~~ or Supervisors~~, each share has voting rights equal to the number of Directors ~~or Supervisors~~ to be elected, and the voting rights held by Shareholders can be used collectively. The Board shall announce to the Shareholders the brief biographies and basic information of the candidate Directors ~~and Supervisors~~ standing for election.
Article 46 Except for the cumulative voting system, all resolutions shall be voted on a case by case basis at the general meeting; in the event of several resolutions for the same matter, such resolutions shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution is made for special reasons such as force majeure, voting on such resolutions shall neither be shelved nor refused at the general meeting.	Article 46 Except for the cumulative voting system, all ~~resolution~~proposals shall be voted on a case by case basis at the general meeting; in the event of several ~~resolution~~proposals for the same matter, such ~~resolution~~proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution is made for special reasons such as force majeure, voting on such ~~resolution~~proposals shall neither be shelved nor refused at the general meeting.

Before revise	After revise
Article 47 No amendment shall be made to a resolution when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new resolution and shall not be resolved at the general meeting.	Article 47 No amendment shall be made to a ~~resolution~~proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new ~~resolution~~proposal and shall not be resolved at the general meeting.
Article 49 …… When a resolution is voted at a general meeting, solicitors, Shareholders representatives and Supervisor representatives shall be jointly responsible for counting and scrutinizing votes, and the poll results shall be announced at the general meeting and included in the meeting minutes. ……	Article 49 …… When a resolution is voted at a general meeting, solicitors, Shareholders representatives~~ and Supervisor representatives~~ shall be jointly responsible for counting and scrutinizing votes, and the poll results shall be announced at the general meeting and included in the meeting minutes. ……
Article 50 A physical general meeting shall not be concluded earlier than the one held via the Internet or through other means. The chairman of the meeting shall announce details and poll results on each resolution, and whether a proposed resolution has been passed based on such results. Prior to the formal announcement of poll results, the Company and the companies, vote counters, vote scrutineers, substantial Shareholders, network services providers and other related parties involved at the physical general meeting, via internet or by other means, shall have an obligation to keep confidential details of the voting.	Article 50 A physical general meeting shall not be concluded earlier than the one held via the Internet or through other means. The chairman of the meeting shall announce details and poll results on each resolution, and whether a proposed resolution has been passed based on such results. Prior to the formal announcement of poll results, ~~the Company and~~ the companies, vote counters, vote scrutineers, substantial Shareholders, network services providers and other related parties involved at the physical general meeting, via internet or by other means, shall have an obligation to keep confidential details of the voting.
Article 55 Where a proposal on the election of Directors and Supervisors is passed at a general meeting, the term of office of the newly appointed Directors and Supervisors shall commence from the date of resolution of the Shareholders' general meeting.	Article 55 Where a proposal on the election of Directors ~~and Supervisors~~ is passed at a general meeting, the term of office of the newly appointed Directors~~ and Supervisors~~ shall commence ~~from~~on the date ~~of resolution of the Shareholders'~~on which the relevant resolution on election is passed at the general meeting.

Before revise	After revise
Article 56 Where a resolution on the profit distribution, distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves has been passed at a general meeting, the Company shall implement a specific plan within two months upon the conclusion of the general meeting.	Article 56 Where a ~~resolution~~proposal on the ~~profit distribution,~~ distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves has been passed at a general meeting, the Company shall implement a specific plan within two months upon the conclusion of the general meeting.
Article 66 Matters required to be implemented by the Supervisory Committee pursuant to resolutions of the Shareholders' general meeting shall be directly organised and implemented by the chairman of the Supervisory Committee. The Supervisory Committee shall report to the Shareholders' general meeting and may, where deemed necessary, first notify the Board.	Article 66 Matters required to be implemented by the ~~Supervisory~~Audit Committee pursuant to resolutions of the Shareholders' general meeting shall be directly organised and implemented by the chairman of the ~~Supervisory~~Audit Committee. The ~~Supervisory~~Audit Committee shall report to the Shareholders' general meeting and may, where deemed necessary, first notify the Board.

Details of the proposed amendments to the Rules of Procedure of the Board of Directors are as follows:

Before revise	After revise
CHAPTER 2	
Article 3 The Company's Board, which shall comprise 13 Directors, including 8 executive or non-executive Directors and 5 independent non-executive Directors, 1 chairman and 1 vice chairman. The number of independent Directors shall represent one third or above of all the Board, at least one independent Director shall be an accounting professional (refers a person with a senior title or qualification as a certified public accountant). Independent non-executive Directors shall perform their duties independently and free from any influence of the substantial Shareholders or de facto controllers or other stakeholders of the Company and any entity or individual who has interests in its substantial Shareholders or de facto controllers. Independent Directors shall perform their duties honestly and faithfully, safeguard the Company's interest and in particular, preventing encroachment of the lawful rights and interests of public Shareholders. Independent non-executive Directors may report directly to the Shareholders, the securities regulatory authorities of the State Council and other relevant departments on the Shareholders' general meeting.	Article 3 The Company shall establish a Board, ~~The Company's Board,~~ which shall comprise 13 Directors, including ~~8 executive or non-executive Directors and~~ 5 independent non-executive Directors~~, 1 chairman and 1 vice chairman~~. The number of independent Directors shall represent one third or above of all the Board, at least one independent Director shall be an accounting professional (refers a person with a senior title or qualification as a certified public accountant). Independent non-executive Directors shall perform their duties independently and free from any influence of the substantial Shareholders or de facto controllers or other stakeholders of the Company and any entity or individual who has interests in its substantial Shareholders or de facto controllers. Independent Directors shall perform their duties honestly and faithfully, safeguard the Company's interest and in particular, preventing encroachment of the lawful rights and interests of public Shareholders. Independent non-executive Directors may report directly to the Shareholders, the securities regulatory authorities of the State Council and other relevant departments on the Shareholders' general meeting. The Board shall have one chairman and one vice chairman. The chairman and the vice chairman of the Board shall be elected or removed by more than one half of all Directors. The term of office of the chairman and the vice chairman shall be 3 years and is renewable upon re-election.

Before revise	After revise
Article 4 The Board assumes ultimate responsibility for the operation and management of the Company and shall perform the following duties according to law: (I) to convene the Shareholders' general meeting, submit relevant matters to the Shareholders at the Shareholders' general meeting for passing and report to the Shareholders' general meeting; (II) to implement the resolutions adopted at Shareholders' general meetings; (III) to decide on the Company's business plans and investment plans; (IV) to decide the Company's annual financial budgets and accounts; (V) to formulate the Company's proposals on profit distribution and plan for recovery of losses; (VI) to formulate proposals for increases or reductions of the Company's registered capital and proposals for the issue and listing of corporate debentures or other securities; (VII) to formulate plans for material asset acquisition or disposal, repurchase of the Company's shares, or merger, demerger, dissolution and change of corporate formation of the Company; (VIII) to decide on the establishment of the Company's internal management structure;	Article 4 ~~The Board assumes ultimate responsibility for the operation and management of the Company~~The Board is responsible to the Shareholders' general meeting and ~~shall perform the following duties according to law~~shall exercise the following functions and powers: (I) to convene the Shareholders' general meeting, submit relevant matters to the Shareholders at the Shareholders' general meeting for passing and report to the Shareholders~~' general meeting~~; (II) to implement the resolutions adopted at Shareholders' general meetings; (III) to decide on the Company's business plans and investment plans; (IV) to decide the Company's annual financial budgets and accounts; (V) to formulate the Company's proposals on profit distribution and plan for recovery of losses; (VI) to formulate proposals for increases or reductions of the Company's registered capital and proposals for the issue and listing of corporate debentures or other securities; (VII) to formulate plans for material asset acquisition or disposal, repurchase of the Company's shares, or merger, demerger, dissolution and change of corporate formation of the Company; (VIII) to decide on the establishment of the Company's internal management structure;

Before revise	After revise
(IX) to appoint or dismiss the Company's general manager; and to appoint or dismiss other senior management officers of the Company pursuant to the nomination of the general manager; and to decide on the matters relating to the remuneration of the aforesaid senior management officers;	(IX) to appoint or dismiss the Company's general manager; and to appoint or dismiss other senior management officers of the Company pursuant to the nomination of the general manager; and to decide on the matters relating to the remuneration of the aforesaid senior management officers;
(X) to decide on the wages, welfare and rewards and punishment system of employees of the Company;	(X) to decide on the wages, welfare and rewards and punishment system of employees of the Company;
(XI) to formulate the basic management system;	(XI) to formulate the Company's basic management system;
(XII) to formulate proposals for amendment to the Articles of Association;	(XII) to formulate proposals for amendment to the Articles of Association;
(XIII) to determine the establishment of the Company's domestic and overseas branch offices;	(XIII) to determine the establishment of the Company's domestic and overseas branch offices;
(XIV) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;	(XIV) to decide on the matters such as merger, division, reorganization or dissolution of the Company's wholly-owned subsidiaries and associated companies;
(XV) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;	(XV) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;
(XVI) to propose at general meetings a resolution in respect of candidates for independent non-executive Directors and replacement of independent non-executive Directors;	(XVI) to propose at general meetings a resolution in respect of candidates for independent non-executive Directors and replacement of independent non-executive Directors;
(XVII) to propose at Shareholders' general meetings for the appointment, renewal or removal of accountants' firm conducting auditing for the Company;	(XVII) to propose at Shareholders' general meetings for the appointment, renewal or removal of accountants' firm conducting auditing for the Company;

Before revise	After revise
(XVIII) to hear the work report and inspect the work of the general manager;	(XVIII) to hear the work report and inspect the work of the general manager;
(XIX) to manage information disclosure of the Company;	(XIX) to manage information disclosure of the Company;
(XX) to formulate the implementation plan for long-term incentive mechanisms such as the equity incentives plan and employee stock ownership plan;	(XX) to formulate ~~the implementation plan for long-term incentive mechanisms such as~~ the equity incentives plan ~~and employee stock ownership plan~~;
(XXI) to review and approve the articles of association of the Company;	~~(XXI) to review and approve the articles of association of the Company;~~
(XXII) save as otherwise required to be decided by the general meetings under laws and regulations and the Articles of Association, the Board exercises its power to make decisions on external investments (including capital increase and equity transfer of the invested enterprises), financing, risk management and trust management, external guarantees, etc.;	(XX~~II~~I) save as otherwise required to be decided by the general meetings under laws and regulations and the Articles of Association, the Board exercises its power to make decisions on external investments (including capital increase and equity transfer of the invested enterprises), financing, risk management and trust management, external guarantees, etc.;
(XXIII) to formulate and review the corporate governance policy and practices of the Company;	(XX~~III~~II) to formulate and review the corporate governance policy and practices of the Company;
(XXIV) to review and supervise the training and continuing professional development of Directors, Supervisors and senior management;	(XX~~IV~~III) to review and supervise the training and continuing professional development of Directors~~, Supervisors~~ and senior management;
(XXV) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;	(XX~~V~~IV) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;

Before revise	After revise
(XXVI) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and Directors;	(XX~~VI~~V) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and Directors;
(XXVII) to review the Company's compliance with the Code on Corporate Governance Practices as stipulated in the Listing Rules of the Main Board and the disclosure in the Corporate Governance Report;	(XX~~VII~~VI)to review the Company's compliance with the Code on Corporate Governance Practices as stipulated in the Listing Rules of the Main Board and the disclosure in the Corporate Governance Report;
(XXVIII) to decide on other major affairs of the Company, save for matters required to be resolved at Shareholders' general meetings as specified under the Company Law and the Articles of Association;	(XX~~VIII~~VII) to decide on other major affairs of the Company, save for matters required to be resolved at Shareholders' general meetings as specified under the Company Law and the Articles of Association;
(XXIX) to exercise other functions and powers conferred by the Articles of Association or the Shareholders' general meetings;	(XX~~IX~~VIII) to exercise other functions and powers conferred by the Articles of Association or the Shareholders' general meetings;
(XXX) other matters as required by the PRC laws and regulations.	(XX~~X~~IX)other matters as required by the PRC laws and regulations.

Before revise	After revise
Article 5 The chairman of the Board shall exercise the following functions and powers:	Article 5 The chairman of the Board shall exercise the following functions and powers:
(I) To preside over general meetings and to convene and preside over Board meetings;	(I) To preside over general meetings and to convene and preside over Board meetings;
(II) To supervise and examine the implementation of the resolutions of the Board;	(II) To supervise and examine the implementation of the resolutions of the Board;
(III) To sign the share certificates, corporate bonds and other marketable securities of the Company;	(III) To sign the share certificates, corporate bonds and other marketable securities issued by the Company;
(IV) To sign the significant documents of the Board and other documents required to be signed by the legal representative of the Company, and to exercise the powers of the legal representative of the Company;	(IV) To sign the significant documents of the Board and other documents required to be signed by the legal representative of the Company, and to exercise the powers of the legal representative of the Company;
(V) To organize the formulation of relevant systems and to coordinate the operation of the Board;	(V) To organize the formulation of relevant systems and to coordinate the operation of the Board;
(VI) To be properly authorized to sign documents and contracts on behalf of the Company in compliance with the Listing Rules and relevant laws and regulations;	(VI) To be properly authorized to sign documents and contracts on behalf of the Company in compliance with the Listing Rules and relevant laws and regulations;
(VII) To represent the Company in major decisions and participation in external activities;	(VII) To represent the Company in major decisions and participation in external activities;

Before revise	After revise
(VIII) To exercise special powers of disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of force majeure and material emergency circumstances, and to report to the Board and the Shareholders' general meeting after exercising such powers;	(VIII) To exercise special powers of disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of force majeure and material emergency circumstances, and to report to the Board ~~and the Shareholders' general meeting~~ after exercising such powers;
(IX) To receive the regular or extraordinary work reports of the senior management of the Company and to advise on the implementation of resolutions of the Board;	(IX) To receive the regular or extraordinary work reports of the senior management of the Company and to advise on the implementation of resolutions of the Board;
(X) To nominate the general manager and secretary of the Board;	(X)To nominate the general manager and secretary of the Board;
(XI) To supervise and examine the work of the special committee under the Board;	(XI) To supervise and examine the work of the special committee under the Board;
(XII) To exercise other functions and powers conferred by the laws, regulations, these articles and the Board.	(XII) To exercise other functions and powers conferred by the laws, regulations, these articles and the Board.
Article 6 Vice Chairman of the Board of the Company shall provide assistance to the work of the Chairman of the Board. When the Chairman of the Board is unable or fails to fulfill his duties, the Vice Chairman of the Board shall exercise such duties; when the Vice Chairman of the Board is unable or fails to fulfill his duties, a Director elected by more than half of the Directors shall exercise such duties.	Article 6 Vice Chairman of the Board of the Company shall provide assistance to the work of the Chairman of the Board. When the Chairman of the Board is unable or fails to fulfill his duties, the Vice Chairman of the Board shall exercise such duties <u>(if the Company shall have two or more Vice Chairmen of the Board, the Vice Chairman of the Board elected by more than half of the Directors shall exercise such duties)</u>; when the Vice Chairman of the Board is unable or fails to fulfill his duties, a Director elected by more than half of the Directors shall exercise such duties.

Before revise	After revise
CHAPTER 3	
Article 24 The Board meetings shall include regular meetings and extraordinary meetings. Regular meetings of the Board shall be held at least 4 times a year. Such meetings shall be convened by the chairman of the Board. Written notice for the notice of and documents for meetings shall be delivered to all Directors and Supervisors 14 days before the meeting is held.	Article 24 ~~The Board meetings shall include regular meetings and extraordinary meetings. Regular meetings~~Meetings of the Board shall be held at least 4 times a year. Such meetings shall be convened by the chairman of the Board. Written notice ~~for the notice of and documents~~ for meetings shall be delivered to all Directors ~~and Supervisors~~ 14 days before the meeting is held.
Article 25 The meeting documents include the background information of the meeting agenda and the information and data that help the Directors of the Company understand the business progress of the Company. If more than one-quarter of all Directors or more than two independent non-executive Directors consider that the information is insufficient or the argumentation is unclear, they may jointly propose to the Board in writing to postpone the Board meeting or to postpone the consideration of the matter, and the Board of the Company shall adopt such proposal.	Article 25 ~~The meeting documents include the background information of the meeting agenda and the information and data that help the Directors of the Company understand the business progress of the Company.~~In relation to important matters that are to be determined by the Board, notices of meetings, together with sufficient information, must be served on all the Directors in advance within the time limit set out in the Articles of Association and in strict compliance with the required procedures. Directors may demand further information. If more than one-quarter of all Directors or more than two independent non-executive Directors consider that the information is insufficient ~~or the argumentation is unclear,~~or that proper judgement cannot be reached on the matters in issue for other reasons, they may jointly propose ~~to the Board in writing to postpone the Board meeting or to postpone the consideration of the matter~~a postponement of the Board meeting or of the deliberation of some of the matters to be considered by the Board, and the Board ~~of the Company~~ shall adopt such proposal.

Before revise	After revise
Article 26 Under the following circumstances, an extraordinary meeting of the Board may be convened and presided over within 10 days by the chairman of the Board upon proposal: (I) Proposed by Shareholders representing more than one-tenths of the voting rights; (II) Jointly proposed by more than one-third of all Directors; (III) Deemed necessary by the chairman of the Board; (IV) Jointly proposed by more than two independent non-executive Directors; (V) Proposed by the Board of Supervisors; (VI) Proposed by the general manager to hold an interim Board meeting.	Article 26 Under the following circumstances, an ~~extraordinary meeting of the Board~~extraordinary Board meeting may be convened and presided over within 10 days by the chairman of the Board upon proposal: (I) Proposed by Shareholders representing more than one-tenths of the voting rights; (II) Jointly proposed by more than one-third of ~~all~~ Directors; (III) Deemed necessary by the chairman of the Board; (IV) Jointly proposed by more than two independent non-executive Directors; (V) Proposed by the ~~Board of Supervisors~~Audit Committee; (VI) Proposed by the general manager to hold an interim Board meeting.

Before revise	After revise
Article 27 Notice of an interim Board meeting shall be given to each Director by hand, fax, email or other means; the notice period shall be 5 days prior to the meeting. Where an interim Board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting. With the written consent of all Directors presented at the meeting, the above time limit shall not be applied. When calculating the days of notice, the date of the meeting and the date of the notice sent should not be included.	Article 27 Notice of ~~an interim Board meeting shall be given to each Director~~regular Board meetings shall be given to all Directors 14 days prior to the meetings, and 5 days prior to interim Board meetings. The Board office or other departments designated by the Board shall give notice in writing to all the Directors by hand, fax, email or other means~~; the notice period shall be 5 days prior to the meeting~~. Where an interim Board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting. With the written consent of all Directors presented at the meeting, the above time limit shall not be applied. When calculating the days of notice, the date of the meeting and the date of the notice sent should not be included.
Article 29 The meetings of the Board of the Company shall be held with the presence of more than a half of all Directors. The meeting notice shall be deemed to be delivered to such Director if he/she presents at the meeting and does not raise the issue of the non-receipt of such notice prior to his/her arrival at the meeting or the commencement of the meeting. Each Director shall have one vote. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all Directors.	Article 29 The meetings of the Board of the Company shall be held with the presence of more than a half of~~ all~~ Directors. The meeting notice shall be deemed to be delivered to such Director if he/she presents at the meeting and does not raise the issue of the non-receipt of such notice prior to his/her arrival at the meeting or the commencement of the meeting. Each Director shall have one vote. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all Directors.

Before revise	After revise
Article 30 The regular or interim meetings of the Board can be held by conference call or similar communication equipment, the interim meetings of the Board can be held by e-mail circulation or other written resolution for so long as the attending Directors are able to fully express their views and learn about the subject and related information of the meeting. All attending Directors shall be considered as being present at the meetings. In the event that a Director is unable to attend a meeting for any reason, he/she may appoint another Director by a written proxy form to attend the meeting on his/her behalf. Independent non-executive Directors may delegate other independent non-executive Directors to attend on their behalf. Directors shall attend Board meetings in person. In the event that a Director is unable to attend a meeting for any reason, he/she may appoint another Director by a written power of attorney to attend the meeting on his/her behalf. The authorization letter shall specify the name of the proxy, the matters for entrustment, the scope of authorization and validity period, and shall be signed or sealed by the principal. The Director attending the meeting as proxy shall exercise such Director's right within the scope of authorization. Where a Director is unable to attend the Board meeting in person and fails to authorize a proxy to act on his/her behalf, the said Director shall be deemed to abstain from voting at such meeting.	Article 30 The regular or interim meetings of the Board can be held by conference call or ~~similar~~other communication equipment, the interim meetings of the Board can be held by e-mail circulation or other written resolution for so long as the attending Directors are able to fully express their views and learn about the subject and related information of the meeting. All attending Directors shall be considered as being present at the meetings. In the event that a Director is unable to attend a meeting for any reason, he/she may appoint another Director by a written proxy form to attend the meeting on his/her behalf. Independent non-executive Directors may delegate other independent non-executive Directors to attend on their behalf. Directors shall attend Board meetings in person. In the event that a Director is unable to attend a meeting for any reason, he/she may appoint another Director by a written power of attorney to attend the meeting on his/her behalf. The authorization letter shall specify the name of the proxy, the matters for entrustment, the scope of authorization and validity period, and shall be signed or sealed by the principal. The Director attending the meeting as proxy shall exercise such Director's right within the scope of authorization. Where a Director is unable to attend the Board meeting in person and fails to authorize a proxy to act on his/her behalf, the said Director shall be deemed to abstain from voting at such meeting.

Before revise	After revise
The secretary to the discipline inspection committee of the Company may attend the meetings of the Board, special committees under the Board and the general manager office as well as other meetings for the consideration and decision-making of significant matters on the production, operation and management of the Company.	The secretary to the discipline inspection committee of the Company may attend the meetings of the Board, special committees under the Board and the general manager office as well as other meetings for the consideration and decision-making of significant matters on the production, operation and management of the Company.
Article 31 The independent non-executive Directors shall attend the Board meeting in person; In the event that an independent Director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion, and appoint another independent Director by a written power of attorney to attend the meeting on his/her behalf. The Company shall establish the working system of independent non-executive Directors, provide its independent non-executive Directors with necessary working conditions and personnel support for their performance of duties, and designate special departments and personnel, such as the office of the Board and the secretary of the Board, to assist independent Directors in performing their duties. The secretary of the Board shall ensure smooth communication between independent Directors and other Directors, officers, and other relevant personnel, and ensure that independent Directors have access to sufficient resources and necessary professional opinions in the performance of their duties.	Article 31 The independent non-executive Directors shall attend the Board meeting in person; In the event that an independent non-executive Director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion, and appoint another independent non-executive Director by a written power of attorney to attend the meeting on his/her behalf. The Company shall establish the working system of independent non-executive Directors, provide its independent non-executive Directors with necessary working conditions and personnel support for their performance of duties, and designate special departments and personnel, such as the office of the Board and the secretary of the Board, to assist independent non-executive Directors in performing their duties. The secretary of the Board shall ensure smooth communication between independent non-executive Directors and other Directors, officers, and other relevant personnel, and ensure that independent non-executive Directors have access to sufficient resources and necessary professional opinions in the performance of their duties.

Before revise	After revise
The independent non-executive Directors shall also exercise the following special powers in addition to the functions and power as prescribed in the Company Law, other relevant laws, administrative regulations and as granted in the Articles of Association:	The independent non-executive Directors shall also exercise the following special powers in addition to the functions and power as prescribed in the Company Law, other relevant laws, administrative regulations and as granted in the Articles of Association:
(I) To independently engage intermediary to audit, consult or review on specific matters of the listed company;	(I) To independently engage intermediary to audit, consult or review on specific matters of the listed company;
(II) To submit an application to the Board for holding an interim Shareholders' meeting;	(II) To submit an application to the Board for holding an interim Shareholders' meeting;
(III) To propose the convening of Board meeting;	(III) To propose the convening of Board meeting;
(IV) To solicit voting right from Shareholders in accordance with the law prior to convening the Shareholders' general meeting;	(IV) To solicit voting right from Shareholders in accordance with the law prior to convening the Shareholders' general meeting;
(V) To express independent opinions on matters that may harm the interests of listed companies or minority Shareholders;	(V) To express independent opinions on matters that may harm the interests of listed companies or minority Shareholders;
(VI) Other powers conferred by laws, administrative regulations, the CSRC and the Articles of Association.	(VI) Other powers conferred by laws, administrative regulations, the CSRC and the Articles of Association.
The independent non-executive Directors shall exercise the powers listed in the (I) to (III) of the preceding paragraph with the consent of more than half of all independent Directors.	The independent non-executive Directors shall exercise the powers listed in the (I) to (III) of the preceding paragraph with the consent of more than half of all independent non-executive Directors.

Before revise	After revise
CHAPTER 4	
Article 36 A Director with related relationship with the companies involved with any matters in the resolution of the Board shall neither exercise voting rights on such resolution, nor exercise the voting right on behalf of any other Directors. Such meeting of the Board shall only be held if more than half of Directors with no related relationship present at the meeting, and the resolutions made at the meeting of the Board shall be approved by more than half of Directors with no related relationship. In case there is less than three Directors with no related relationship present at the meeting, the matter shall be submitted to the general meeting for consideration.	Article 36 A Director with ~~related~~connected relationship with the companies involved with any matters in the resolution of the Board shall neither exercise voting rights on such resolution, nor exercise the voting right on behalf of any other Directors. Such meeting of the Board shall only be held if more than half of Directors with no ~~related~~connected relationship present at the meeting, and the resolutions made at the meeting of the Board shall be approved by more than half of Directors with no ~~related~~connected relationship. In case there is less than three Directors with no ~~related~~connected relationship present at the meeting, the matter shall be submitted to the general meeting for consideration.

Before revise	After revise
CHAPTER 5	
Article 37 Minutes shall be taken of the meetings of the Board, and the Directors attending the meeting, and the recorder shall sign the minutes, and shall be kept by the secretary of the Board. Minutes of the Board meetings shall be kept in the Company's archives for a period of no less than ten years.	Article 37 ~~Minutes shall be taken of the meetings of the Board, and the Directors attending the meeting, and the recorder shall sign the minutes, and shall be kept by the secretary of the Board.~~The Board shall prepare the minutes to record the decisions made concerning the matters considered at the Board meetings, which shall be signed by the attending Directors and the recorder and shall be kept by the secretary of the Board. The Directors shall be responsible for the resolutions passed at the Board meetings. Any Director who votes for a Board resolution which contravenes the laws, administrative regulations or the Articles of Association and which result in the Company suffering from material losses, shall be responsible for the liabilities of compensation. A Director who votes against such resolution and has been proved as having expressed dissenting opinions on such resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability. Minutes of the Board meetings shall be kept in the Company's archives for a period of no less than ten years.
Article 39 Any Director who votes for a Board resolution which contravenes the laws, regulations or the Articles of Association and which result in the Company suffering from losses, shall be responsible for the liabilities of compensation. A Director who votes against such resolution and has been proved as having expressed dissenting opinions on such resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability.	~~Article 39 Any Director who votes for a Board resolution which contravenes the laws, regulations or the Articles of Association and which result in the Company suffering from losses, shall be responsible for the liabilities of compensation. A Director who votes against such resolution and has been proved as having expressed dissenting opinions on such resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability.~~

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四川能投發展股份有限公司
Sichuan Energy Investment Development Co., Ltd.*

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

(Stock Code: 01713)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of the Company for the year 2025 (the "**EGM**") will be held at Hydropower Building, No. 789 Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC at 10:00 a.m. on Thursday, 6 November 2025 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company. Reference is made to the circular of the Company dated 21 October 2025, which relates to, among other things, the resolutions to be proposed at the EGM (the "**Circular**").

Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as defined in the Circular.

Special Resolutions

1. To consider and approve proposed amendments to the Articles of Association and abolition of Supervisory Committee;

2. To consider and approve the proposed amendments to the Rules of Procedure of the General Meetings;

3. To consider and approve the proposed amendments to the Rules of Procedure of the Board of Directors.

Ordinary Resolutions

1. To consider and approve the proposed appointment of Mr. Chen Yan as a non-executive Director of the fifth session of the Board;

2. To consider and approve the adjustment to the remuneration of the independent non-executive Directors.

By order of the Board
Sichuan Energy Investment Development Co., Ltd.*
He Jing
Chairman

Chengdu, Sichuan Province, the PRC
21 October 2025

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 21 October 2025.

2. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 3 November 2025 to Thursday, 6 November 2025 (both days inclusive), during which period no transfer of the shares will be effected. In order to be qualified to attend and vote at the EGM, all instruments of transfer accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by holders of H Shares, or with the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares no later than 4:30 p.m. on Friday, 31 October 2025. The record date for determining the entitlement of holders of H shares to attend and vote at the EGM is Thursday, 6 November 2025.

3. Shareholder(s) who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy need not be a Shareholder.

4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.

5. In order to be valid, the proxy form must be deposited with the H share registrar of the Company, namely Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by holders of H Shares, or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC for registration by holders of Domestic Shares not less than 24 hours before the time for holding the EGM (i.e. before 10:00 a.m. on Wednesday, 5 November 2025). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

6. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the EGM. If a corporate Shareholder appoints an authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the Board of Directors or other authorised parties of the corporate Shareholder or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.

7. Shareholders who intend to attend the EGM should complete and return the reply slip in writing by hand or by post to the Company's H share registrar (for holders of H Shares), or to the Company's registered office at No. 789, Renhe Road, Wenjiang District, Chengdu City, Sichuan Province, the PRC (for holders of Domestic Shares) on or before Tuesday, 28 October 2025.

8. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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

10. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own transportation and accommodation expenses.

11. The name and address of the Company's H Share registrar is as follows:

    Tricor Investor Services Limited
    17/F, Far East Finance Centre,
    16 Harcourt Road,
    Hong Kong
    Tel: +852 29801333
    Fax: +852 28108185

12. The address of registered office of the Company in the PRC is as follows:

    No. 789, Renhe Road,
    Wenjiang District, Chengdu City,
    Sichuan Province,
    the PRC
    Tel: +86 (28) 86299666
    Fax: +86 (28) 86299666

As at the date of this notice, the executive directors are Mr. He Jing, Mr. Wang Yuanchun and Ms. Xie Peixi; the non-executive directors are Mr. Yao Gengsheng, Ms. Xie Beidi, Mr. Gao Bin and Mr. Xia Long; and the independent non-executive directors are Mr. Siu Chi Hung, Mr. Chen Chuan, Mr. Mou Yingshi, Prof. Li Jian and Ms. He Yin.

* *For identification purpose only*