THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ACTION

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

If you have sold or transferred all your shares in China Petroleum & Chemical Corporation, you should at once hand this circular together with the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for delivery to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

中国石化
SINOPEC

中国石油化工股份有限公司

CHINA PETROLEUM & CHEMICAL CORPORATION

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

(Stock Code: 00386)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES, THE CANCELLATION OF THE SUPERVISORY COMMITTEE AND THE REDUCTION OF THE REGISTERED CAPITAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Sinopec Corp. will hold the EGM at Swissôtel Beijing Hong Kong Macau Center, No. 2 Chaoyangmen North Street, Dongcheng District, Beijing on Thursday, 18 December 2025 at 9 a.m., and the notice of the EGM is set out in this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the forms of proxy in accordance with the instructions thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM (i.e. before 9 a.m. on 17 December 2025). Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the EGM or at any adjourned EGM should you so wish.

29 October 2025

CONTENTS

Page

Definitions 1

Letter from the Board 3

Notice of EGM 6

Appendix I **Comparison Table of the Articles of Association** I-1

Appendix II **Comparison Table of the Rules of Procedure for the General Meetings** II-1

Appendix III **Comparison Table of the Rules of Procedure for the Board Meetings** III-1

In this circular, unless otherwise indicated in the context, the following expressions have the meaning set out below:

"Articles of Association"	the articles of association of China Petroleum & Chemical Corporation;
"A Share(s)"	domestic shares with nominal value of RMB1.00 each in the share capital of Sinopec Corp. which are listed on the Shanghai Stock Exchange;
"Board"	the board of directors of Sinopec Corp.;
"Company" or "Sinopec Corp."	China Petroleum & Chemical Corporation, a joint stock limited company incorporated in the PRC with limited liability;
"Company Law"	the Company Law of the People's Republic of China;
"Director(s)"	the director(s) of Sinopec Corp.;
"Extraordinary General Meeting" or "EGM"	the second extraordinary general meeting of the Company for 2025 to be held at Swissôtel Beijing Hong Kong Macau Center, No. 2 Chaoyangmen North Street, Dongcheng District, Beijing, PRC on Thursday, 18 December 2025 at 9:00 a.m.;
"H Share(s)"	overseas listed foreign shares with nominal value of RMB1.00 each in the share capital of Sinopec Corp. which are listed on the Stock Exchange of Hong Kong Limited and traded in Hong Kong dollars;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Independent Non-executive Director(s)"	independent the non-executive Director(s) of Sinopec Corp.;
"PRC"	the People's Republic of China;
"RMB"	Renminbi, the lawful currency of PRC;
"Rules of Procedure for the Board Meetings"	Rules of Procedure for the Board Meetings of China Petroleum & Chemical Corporation;
"Rules of Procedure for the General Meetings"	Rules of Procedure for the General Meetings of China Petroleum & Chemical Corporation;

"Share(s)"	ordinary shares with nominal value of RMB1.00 each in the share capital of Sinopec Corp., comprising the A Shares and the H Shares;
"Shareholder(s)"	holder(s) of the Share(s);
"Supervisor Committee"	the supervisory committee of the Company.

中国石化
SINOPEC

中国石油化工股份有限公司

CHINA PETROLEUM & CHEMICAL CORPORATION

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

(Stock Code: 00386)

Non-Executive Directors:
Hou Qijun
Zhong Ren
Cai Yong

Executive Directors:
Zhao Dong
Li Yonglin
Lv Lianggong
Niu Shuanwen
Wan Tao

Independent Non-Executive Directors:
Xu Lin
Zhang Liying
Liu Tsz Bun Bennett
Zhang Xiliang

Registered Office:
22 Chaoyangmen North Street
Chaoyang District
Beijing 100728
The People's Republic of China

29 October 2025

To the Shareholders

Dear Sir or Madam,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES,
THE CANCELLATION OF THE SUPERVISORY COMMITTEE AND
THE REDUCTION OF THE REGISTERED CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company in relation to the Amendments to the Articles of Association and its Appendices, the Cancellation of the Supervisory Committee and the Reduction of the Registered Capital dated 29 October 2025.

The purpose of this circular, among other matters, is to provide you with further information regarding the Amendments to the Articles of Association and its Appendices, the Cancellation of the Supervisory Committee and the Reduction of the Registered Capital so that you can make informed decisions on whether or not to vote for relevant resolution to be proposed at the EGM.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES, THE CANCELLATION OF THE SUPERVISORY COMMITTEE AND THE REDUCTION OF THE REGISTERED CAPITAL

In order to fully implement the requirements of laws, regulations and regulatory rules, and further enhance the corporate governance, in accordance with the Company Law, the Guidelines for the Articles of Association of Listed Companies (Revised in 2025) and other laws, regulations, normative documents and the security regulatory rules of the places where the Company's shares are listed (the "**Relevant Regulatory Rules**"), in combination with the actual situation of the Company, the Company proposed to amend the Articles of Association, the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board Meetings. The main amendments include: to delete the content regarding the "supervisory committee" and its functions and powers will be assumed by the audit committee pursuant to the regulations; to set the new position as employee representative director; to refine the functions, powers and authorizations of the general meeting and the board of directors; pursuant to the adjustment of the definition of "class shares" in the Company Law, to amend the expression of "A and/or H shareholders class meetings" to "A and/or H shareholders meetings" accordingly, and continue to maintain the relevant provisions regarding rights of the previous class shareholders and the meeting mechanism; to amend, supplement and refine other relevant provisions in accordance with the Relevant Regulatory Rules.

In addition, in order to safeguard the Company's value and shareholders' rights, the Company continues to carry out repurchases of A shares and H shares. Since this year, the Company has cancelled 103,942,000 repurchased H shares. The total number of shares of the Company has been changed from 121,281,555,698 shares to 121,177,613,698 shares. The registered capital will be changed from RMB121,281,555,698 to RMB121,177,613,698 accordingly. The relevant provisions of the Articles of Association shall be revised accordingly.

After the amendments, the Company will no longer have supervisory committee, and the Rules of Procedure for the Supervisory Committee of China Petroleum & Chemical Corporation shall be abolished accordingly.

For the details of the amendments to the Articles of Association and its appendices, please refer to the appendices to this circular.

EXTRAORDINARY GENERAL MEETING

You will find on pages 6 to 8 of this circular a notice of the EGM to be held at Swissôtel Beijing Hong Kong Macau Center, No. 2 Chaoyangmen North Street, Dongcheng District, Beijing on Thursday, 18 December 2025 at 9 a.m.

A form of proxy for use in connection with the EGM will be dispatched to shareholders with this circular (if applicable). Whether or not you are able to attend the EGM, please complete and return the form of proxy in accordance with the instructions thereon as soon as practicable and in any event not less than 24 hours before the time appointed for holding the EGM (i.e. before 9 a.m. on 17 December 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 EGM should you so wish.

Shareholders (or their proxies) will vote by poll.

RECOMMENDATION

The Board considers that the resolution to be proposed at the EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board advises the Shareholders to vote in favour of such resolution.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

中国石化
SINOPEC

中国石油化工股份有限公司

CHINA PETROLEUM & CHEMICAL CORPORATION

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

(Stock Code: 00386)

NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2025

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting ("**EGM**") of China Petroleum & Chemical Corporation ("**Sinopec Corp.**" or the "**Company**") for the year 2025 will be held at Swissôtel Beijing Hong Kong Macau Center, No. 2 Chaoyangmen North Street, Dongcheng District, Beijing on Thursday, 18 December 2025 at 9:00 a.m. for the following matter:

By way of special resolution:

1. Resolution in relation to the Amendments to the Articles of Association, Rules of Procedure for the General Meetings, Rules of Procedure for the Board Meetings, the Cancellation of the Supervisor Committee and the Reduction of the Registered Capital.

Details of the resolution are included in the circular dispatched by Sinopec Corp. and are also available at the website of the Shanghai Stock Exchange (http://www.sse.com.cn) and the website of the Stock Exchange of Hong Kong Limited (http://www.hkexnews.hk).

By Order of the Board
China Petroleum & Chemical Corporation
Huang Wensheng
Vice President and Secretary to the Board of Directors

Beijing, PRC

29 October 2025

Notes:

I. Attendees of EGM

1. *Eligibility for attending the EGM*

Holders of A Shares whose names appear on the domestic shares register maintained by China Securities Depository & Clearing Corporation Limited Shanghai Branch and holders of H Shares whose names appear on the register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Tuesday, 18 November 2025 are eligible to attend the EGM. Holders of H Shares who wish to attend the EGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Limited (the address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) before 4:30 p.m. on Monday, 17 November 2025.

2. *Proxy*

(1) A member eligible to attend and vote at EGM is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. A proxy need not be a shareholder of Sinopec Corp.

(2) A proxy should be appointed by a written instrument signed by the appointer or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorising that attorney to sign or other authorisation document(s) must be notarised.

(3) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered to the statutory address of Sinopec Corp. not less than 24 hours before the designated time for holding the EGM (i.e. before 9:00 a.m., 17 December 2025 Hong Kong time). Holders of A Shares shall deliver the relevant document(s) to Board Secretariat of Sinopec Corp. (the address is 22 Chaoyangmen North Street, Chaoyang District, Beijing 100728, PRC). Holder(s) of H Shares shall deliver the relevant document(s) to Computershare Hong Kong Investor Services Limited (the address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong).

(4) Shareholders or their proxies may exercise the right to vote by poll.

3. *The directors, supervisors and senior management of Sinopec Corp.*

4. *Legal advisors of Sinopec Corp.*

5. *Others*

II. Registration procedures for attending the EGM

1. A shareholder or his proxy shall produce proof of identity when attending the EGM. If a shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such persons to attend the EGM.

2. Shareholders intending to attend the EGM should return the reply slip for attending the EGM to Board Secretariat of Sinopec Corp. during hours between 9:00 a.m. and 11:30 a.m., 2:00 p.m. and 4:30 p.m. on every business day on or before Friday, 28 November 2025 in person, by post or by fax.

3. Closure of Register of Members. The H Share register of members of Sinopec Corp. will be closed from Tuesday, 18 November 2025 to Thursday, 18 December 2025 (both days inclusive).

III. Miscellaneous

1. The EGM will not last for more than one working day. Shareholders who attend shall bear their own travelling and accommodation expenses.

2. The address of the Share Registrar for A Shares of Sinopec Corp., China Securities Depository & Clearing Corporation Limited Shanghai Branch is: 188 Yanggao South Road, Pudong New Area, Shanghai.

3. The address of the Share Registrar of H Shares of Sinopec Corp., Computershare Hong Kong Investor Services Limited is: Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

4. The contact for the EGM is:

   Board Secretariat of Sinopec Corp.
   22 Chaoyangmen North Street
   Chaoyang District
   Beijing 100728
   PRC
   Att: Chen Dongdong
   Telephone No.: (+86) 10 5996 9671
   Facsimile No.: (+86) 10 5996 0386

As of the date of this notice, directors of the Company are: Hou Qijun, Zhao Dong#, Zhong Ren*, Li Yonglin#, Lv Lianggong#, Niu Shuanwen#, Wan Tao#, Cai Yong*, Xu Lin+, Zhang Liying+, Liu Tsz Bun Bennett+ and Zhang Xiliang+.*

 # Executive Director
** Non-executive Director*
+ Independent Non-executive Director

Comparison Table of Amendments to the Articles of Association of China Petroleum & Chemical Corporation

No	Amendments to Original Article	Amended Article
1.	**CHAPTER 1 GENERAL PROVISIONS**	**CHAPTER 1 GENERAL PROVISIONS**
2.	Article 1 These Articles of Association are ~~drawn up~~ **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")**, ~~"Special regulations of the State Council regarding the issue of shares overseas and the listing of shares overseas by companies limited by share" (the "Special Regulations"), "Mandatory provisions for the Articles of Association of the Company to be Listed Overseas" ("Mandatory Provisions"),~~ "Guidelines for Articles of Association of Listed Companies", "Standards for the Governance of Listed Companies" and ~~other relevant laws and regulations~~ **the relevant provisions under the relevant laws, regulations, normative documents, and securities regulatory rules of the places where the Company's shares are listed (the "Relevant Regulatory Rules") and in light of the Company's actual circumstances** to safeguard the legitimate interests of China Petroleum & Chemical Corporation (the "Company") and its shareholders**, employees** and creditors, and to regulate the organization and conducts of the Company.	**Article 1** These Articles of Association are formulated in accordance with the "Company Law of the People's Republic of China" (the "Company Law"), the "Securities Law of the People's Republic of China" (the "Securities Law"), "Guidelines for Articles of Association of Listed Companies", "Standards for the Governance of Listed Companies" and the relevant provisions under the relevant laws, regulations, normative documents, and securities regulatory rules of the places where the Company's shares are listed (the "Relevant Regulatory Rules") and in light of the Company's actual circumstances to safeguard the legitimate interests of China Petroleum & Chemical Corporation (the "Company") and its shareholders, employees and creditors, and to regulate the organization and conducts of the Company.

No	Amendments to Original Article	Amended Article
3.	Article 2 ~~These Articles of Association and its appendices of the Company are effective on the date of incorporation of the Company.~~ From the date on which these Articles of Association ~~and its appendices~~ come into effect, these Articles of Association ~~and its appendices~~ shall constitute a legally binding document regulating the Company's organization and conducts, and the rights and obligations between the Company and its shareholders and among the shareholders inter se~~.~~**,**	**Article 2** From the date on which these Articles of Association come into effect, these Articles of Association shall constitute a legally binding document regulating the Company's organization and conducts, and the rights and obligations between the Company and its shareholders and among the shareholders inter se, which are legally binding on the Company, its shareholders, directors and senior management. Pursuant to these Articles of Association, a shareholder may take action against the Company, another shareholder, a director and senior management; and the Company may take action against a shareholder, a director and senior management. Unless otherwise defined in the contexts, senior management mentioned in these Articles of Association refers to the president, senior vice-president and vice president, chief financial officer, the secretary to the board and any other person designated by the Company.
4.	~~Article 3 These Articles of Association and its appendices~~ **which** are **legally** binding on the Company, its shareholders, directors~~, supervisors~~ and senior management~~; all of whom are entitled, according to these Articles of Association and its appendices, to make claims concerning the affairs of the Company~~. Pursuant to these Articles of Association ~~and its appendices~~, a shareholder may take action against the Company, another shareholder ~~or the Company~~, a director~~, a supervisor~~ and senior management; and the Company may take action against a shareholder, a director~~, a supervisor,~~ and senior management ~~pursuant to these Articles of Association and its appendices~~. ~~The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.~~ Unless otherwise defined in the contexts, senior management referred to in these Articles of Association ~~and its appendices~~ refers to the president, senior vice-president **and vice president**, chief financial officer, ~~vice president,~~ the secretary to the board and any other person designated by the Company.	

No	Amendments to Original Article	Amended Article
5.	Article 4 The Company is a joint stock limited company established in accordance with the Company Law~~, the Special Regulations~~ and other relevant national laws and administrative regulations. The Company was established by way of promotion with the approval of the State Economic and Trade Commission of the People's Republic of China, as evidenced by approval document "Approval in relation to the Agreement to Establish China Petroleum & Chemical Corporation" (Guo Jing Mao Qi Gai [2000] No. ~~[~~154~~]~~). It is registered with and has obtained a business license from the State Administration for Industry and Commerce of the People's Republic of China on 25 February 2000 in the People's Republic of China (The "PRC" or "China"~~, for the purpose of these Articles of Association and its appendices, excluding Hong Kong, Macau and Taiwan~~). ~~The Company's business license number is: 100000000032985.~~ The promoter of the Company is~~:~~ China Petrochemical Corporation**.**	**Article 3** The Company is a joint stock limited company established in accordance with the Company Law and other relevant national laws and administrative regulations. The Company was established by way of promotion with the approval of the State Economic and Trade Commission of the People's Republic of China, as evidenced by approval document "Approval in relation to the Agreement to Establish China Petroleum & Chemical Corporation" (Guo Jing Mao Qi Gai [2000] No. 154). It is registered with and has obtained a business license from the State Administration for Industry and Commerce of the People's Republic of China on 25 February 2000 in the People's Republic of China (The "PRC" or "China"). The promoter of the Company is China Petrochemical Corporation.
6.	Article 5 The registered name of the Company: In Chinese: 中國石油化工股份有限公司 Abbreviation: ~~"~~中國石化~~"~~ In English: China Petroleum & Chemical Corporation Abbreviation: ~~SINOPEC~~ **Sinopec** Corp.	**Article 4** The registered name of the Company: In Chinese: 中國石油化工股份有限公司 Abbreviation: 中國石化 In English: China Petroleum & Chemical Corporation Abbreviation: Sinopec Corp.

No	Amendments to Original Article	Amended Article
7.	Article 6 The address of the Company: 22 Chaoyangmen North Street, Chaoyang District, Beijing, China. Zip: 100728 ~~Tel: (86-10) 59969999~~ ~~Fax: (86-10) 59760111~~ Website: ~~WWW.SINOPEC.COM.CN~~ **www.sinopec.com** **Unified social credit code: 91110000710926094P** **Registration authority: Beijing Municipal Administration for Market Regulation**	**Article 5** The address of the Company: 22 Chaoyangmen North Street, Chaoyang District, Beijing, China. Zip: 100728 Website: www.sinopec.com Unified social credit code: 91110000710926094P Registration authority: Beijing Municipal Administration for Market Regulation
8.	Article 24 The registered capital of the Company is RMB~~121,281,555,698~~ **121,177,613,698**.	**Article 6** The registered capital of the Company is RMB121,177,613,698.
9.	Article 7 **The chairman of the board of the Company is** ~~T~~the Company's legal representative ~~is the chairman of the board of the Company~~. **A resignation of chairman of the board shall be deemed as a concurrent resignation of the legal representative.**	**Article 7** The chairman of the board of the Company is the Company's legal representative. A resignation of chairman of the board shall be deemed as a concurrent resignation of the legal representative.
10.	*New Article.*	**Article 8** The legal consequences of civil activities carried out by the legal representative in the name of the Company shall be borne by the Company. Restrictions on the powers of the legal representative stipulated in these Articles of Association or by the general meeting shall not be enforceable against bona fide third parties. If the legal representative causes damage to others in the performance of his/her duties, the Company shall bear civil liability. After the Company bears civil liability, it may, in accordance with the provisions of laws or these Articles of Association, seek compensation from the legal representative at fault.

No	Amendments to Original Article	Amended Article
11.	Article 8 The Company is a joint stock limited company which has perpetual existence. ~~The capital of the Company is divided into shares of equal value.~~ The rights and responsibilities of the Company's shareholders shall only be limited to the proportion of the shares as held by them; the Company shall be responsible for the Company's debts by all of its assets. The Company is an independent legal person, subject to the jurisdiction and under the protection of the laws and administrative rules of the PRC.	**Article 9** The Company is a joint stock limited company which has perpetual existence. The rights and responsibilities of the Company's shareholders shall only be limited to the proportion of the shares as held by them; the Company shall be responsible for the Company's debts by all of its assets. The Company is an independent legal person, subject to the jurisdiction and under the protection of the laws and administrative rules of the PRC.
12.	Article 9 In accordance with the Company Law and the Constitution of the Communist Party of China, the Company hereby sets up the Party organizations and related working organs, ~~and~~ **carries out Party activities and enables the Party organizations to play their roles. The Party organizations shall support the general meeting, the board of directors and senior management of the Company in exercising their powers in accordance with the law.** **The Company shall** maintain an adequate level of staffing to handle Party affairs as well as sufficient funding necessary for the activities of the Party organizations. ~~The~~**, and provide necessary conditions for activities of the** Party organizations ~~play the role of the leadership core and political core in the Company~~.	**Article 10** In accordance with the Company Law and the Constitution of the Communist Party of China, the Company hereby sets up the Party organizations and related working organs, carries out Party activities and enables the Party organizations to play their roles. The Party organizations shall support the general meeting, the board of directors and senior management of the Company in exercising their powers in accordance with the law. The Company shall maintain an adequate level of staffing to handle Party affairs as well as sufficient funding necessary for the activities of the Party organizations, and provide necessary conditions for activities of the Party organizations.

No	Amendments to Original Article	Amended Article
13.	Article 10 The Company may set up wholly-owned or holding branch organizations such as subsidiaries, branches, representative offices and offices according to its business development needs. ~~The wholly-owned or holding subsidiary may be named with China Petroleum & Chemical Corporation's abbreviation "SINOPEC". The branches, representative offices and offices are non-legal person branch organizations and shall be named with the full name of China Petroleum & Chemical Corporation.~~ ~~The Company may set up branch organizations (whether or not wholly-owned) outside the PRC and in the Hong Kong SAR, Macau SAR and Taiwan according to its business development needs and upon the approval of the relevant government body.~~	**Article 11** The Company may set up wholly-owned or holding branch organizations such as subsidiaries, branches, representative offices and offices according to its business development needs.
14.	Article 11 ~~The Company may invest in other limited liability companies or joint stock limited companies. The Company's liabilities to an invested company shall be limited to the amount of its capital contribution to the invested company.~~ The Company may invest in other enterprises. ~~However, unless it is otherwise provided for by~~ **Where** any law~~,~~ **prescribes that the Company** ~~it~~ shall not be become a capital contributor that shall bear several and joint liabilities for the debts of the enterprises in which it invests**, such provision shall apply**.	**Article 12** The Company may invest in other enterprises. Where any law prescribes that the Company shall not become a capital contributor that shall bear several and joint liabilities for the debts of the enterprises in which it invests, such provision shall apply.
15.	**CHAPTER 2 THE COMPANY'S OBJECTIVES AND SCOPE OF BUSINESS**	**CHAPTER 2 THE COMPANY'S OBJECTIVES AND SCOPE OF BUSINESS**
16.	Article 12 The operation objectives of the Company ~~are~~: to develop the enterprise, return to shareholders, contribute to the society, and benefit the employees.	**Article 13** The operation objectives of the Company: to develop the enterprise, return to shareholders, contribute to the society, and benefit the employees.
17.	Article 13 The Company's scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.	**Article 14** The Company's scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.

No	Amendments to Original Article	Amended Article
	Upon registration in accordance with the law, ~~T~~the Company's scope of business includes: ~~the production, storage, pipeline transportation, land transportation, water transportation and sale of non-coal mines (oil and natural gas etc.), hazardous chemicals (ethylene, propylene, butadiene and naphtha etc.), heavy oil, rubber and other chemical raw materials and products; oil refining; wholesaling and retailing (for branch organizations only) of gasoline, kerosene and diesel oil; the production, storage, transportation and sale of natural gas chemicals and coal chemicals; sale of lubricant, fuel oil, solvent naphtha and asphalt; production of chemical fertilizer; operation of LPG station, sale of CNG, LNG, LPG and city gas; operation of electrical vehicle charging station; production, supervision of manufacturing, installation of oil and petrochemical machinery and equipment; manufacturing of equipment, tools, instruments and gauges in petroleum drilling and production; purchase and sale of oil and petrochemical raw and auxiliary materials, equipment and parts; technology and information, research, development, application and consultation of alternative energy products; production and sale of electricity, steam, water and industrial gases; wholesaling of farm, forestry and pasture products; operation of general merchandise convenience stores; wholesaling and retailing of knitted garments and housewares; wholesaling and retailing of cultural and sports goods and equipment; sale of food, beverages and tobacco products; wholesaling and retailing of pharmaceuticals and medical devices; retailing of automobiles, motorcycles and components; repair and maintenance of and technical training for automobiles and motorcycles; wholesaling and retailing of machineries, hardware products, electronic products and household appliances; retailing of furniture and materials for indoor decoration; stalls, no-store sale and other forms of retail business; general merchandise retail; accommodation and catering services; manufacturing of food and food additives; residents' services; transportation agency services; warehousing; operation of self-owned properties; leasing of natural gas storage facility;**	Upon registration in accordance with the law, the Company's scope of business includes: Licensed items: exploration of mineral resources; onshore oil and natural gas exploitation; offshore oil exploitation; offshore natural gas exploitation; geothermal resource exploitation; exploitation of non-coal mine mineral resources (limited to operations outside the locality); coal mining [operated by branches]; wholesale of crude oil [operated by branches]; gas operation [operated by branches]; storage of crude oil [operated by branches]; pipeline storage and transportation of crude oil and natural gas [operated by branches]; wholesale of refined oil products [operated by branches]; retail of refined oil products [operated by branches]; storage of refined oil products [operated by branches]; operation of gas refueling for gas-powered vehicles; production of food additives; production of hazardous chemicals [operated by branches]; operation of hazardous chemicals [operated by branches]; operation of hazardous waste; storage of hazardous chemicals [operated by branches]; storage services for customs-supervised goods (excluding hazardous chemicals and dangerous goods) [operated by branches]; retail of tobacco products [operated by branches]; production of Class II medical devices; power generation business, power transmission business, and power supply (distribution) business; installation, maintenance and testing of power transmission, power supply and power receiving facilities [operated by branches]; road dangerous goods transportation [operated by branches]; road freight transportation (excluding dangerous goods) [operated by branches]; public railway transportation; waterborne transportation of ordinary goods; construction engineering; inspection and testing services; installation, modification and repair of special equipment, inspection and testing of special equipment; internet information services; insurance agency business [operated by branches]; insurance brokerage business [operated by branches]; accommodation services; heating services. (Items subject to approval in accordance with the law can only be carried out after approval by relevant departments, and specific business projects are subject to the approval documents or licenses issued by relevant departments)

No	Amendments to Original Article	Amended Article
	~~leasing of houses, vehicles, equipment and places; lease of machineries; media, advertising and acting as commission agent; insurance brokerage and agency services; financial trust and management services; E-commerce; self-operation of and acting as agency for the import and export of various commodities and technologies other than those restricted or prohibited by the state from import and export; contractor of overseas mechanical, electronics, petrochemical projects and domestic international bid inviting projects; export of equipment and materials required for the aforementioned overseas projects; dispatch of labour required for the aforementioned overseas projects. Railway transportation; auxiliary operations for coastal engineering, port operations, oil spill emergency response, security protection, vessel pollution cleaning operations; quality inspection technical services in professional technical service industry, environment and ecology monitoring and testing services; edible salt production, wholesale, retail; exploration and development of shale gas, coalbed methane, shale oil, natural gas hydrate and other resources, storage and shipment, pipeline transportation and sale; gas-fired power generation and power supply; installation and maintenance of power facilities, power technology development and services. Hydrogen energy businesses and related services such as production, storage, transportation and sales of hydrogen; manufacturing and sales of equipment for hydrogen production, refuelling and storage. Power businesses and related services such as power supply; motor vehicle charging; operation of new energy power generation facilities such as solar power generation and wind power generation facilities, as well as new energy vehicle charging facilities; battery sales; battery swapping for new energy vehicle.~~	General items: mineral processing [operated by branches]; manufacturing of petroleum products (excluding hazardous chemicals); manufacturing of basic chemical raw materials (excluding manufacturing of licensed chemical products such as hazardous chemicals); processing and manufacturing of lubricants (excluding hazardous chemicals); production of chemical products (excluding licensed chemical products); manufacturing of synthetic materials (excluding hazardous chemicals); manufacturing of new membrane materials; manufacturing of high-performance fibers and composite materials; manufacturing of bio-based materials; manufacturing of graphite and carbon products; sale of petroleum products (excluding hazardous chemicals); sale of lubricants; sale of food additives; sale of chemical products (excluding licensed chemical products); sale of new catalytic materials and auxiliaries; sale of special chemical products (excluding hazardous chemicals); sale of needle textiles and raw materials; sale of fertilizers; sale of synthetic materials; sale of new membrane materials; sale of high-performance fibers and composite materials; sale of bio-based materials; sale of graphite and carbon products; sale of graphene materials; sale of specialized materials for electronics; sale of battery swapping facilities of new energy vehicle; centralized fast charging stations; operation of electric vehicle charging infrastructure; sale of hydrogen refueling and storage facilities for stations; technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; engineering technical services (excluding planning management, survey, design, and supervision); information system integration services; information system operation and maintenance services; information technology consulting services; artificial intelligence application software development; research and development of carbon reduction, carbon conversion, carbon capture and carbon sequestration technologies; environmental consulting services; safety consulting services; non-residential real estate leasing; cooling supply services; import and export of goods; import and export of technology; customs declaration business. (Except for items subject to approval in accordance with the law, business activities can be carried out independently with a business license in accordance with the law)

No	Amendments to Original Article	Amended Article
	Licensed items: exploration of mineral resources; onshore oil and natural gas exploitation; offshore oil exploitation; offshore natural gas exploitation; geothermal resource exploitation; exploitation of non-coal mine mineral resources (limited to operations outside the locality); coal mining [operated by branches]; wholesale of crude oil [operated by branches]; gas operation [operated by branches]; storage of crude oil [operated by branches]; pipeline storage and transportation of crude oil and natural gas [operated by branches]; wholesale of refined oil products [operated by branches]; retail of refined oil products [operated by branches]; storage of refined oil products [operated by branches]; operation of gas refueling for gas-powered vehicles; production of food additives; production of hazardous chemicals [operated by branches]; operation of hazardous chemicals [operated by branches]; operation of hazardous waste; storage of hazardous chemicals [operated by branches]; storage services for customs-supervised goods (excluding hazardous chemicals and dangerous goods) [operated by branches]; retail of tobacco products [operated by branches]; production of Class II medical devices; power generation business, power transmission business, and power supply (distribution) business; installation, maintenance and testing of power transmission, power supply and power receiving facilities [operated by branches]; road dangerous goods transportation [operated by branches]; road freight transportation (excluding dangerous goods) [operated by branches]; public railway transportation; waterborne transportation of ordinary goods; construction engineering; inspection and testing services; installation, modification and repair of special equipment, inspection and testing of special equipment; internet information services; insurance agency business [operated by branches]; insurance brokerage business [operated by branches]; accommodation services; heating services. (Items subject to approval in accordance with the law can only be carried out after approval by relevant departments, and specific business projects are subject to the approval documents or licenses issued by relevant departments)	

No	Amendments to Original Article	Amended Article
	General items: mineral processing [operated by branches]; manufacturing of petroleum products (excluding hazardous chemicals); manufacturing of basic chemical raw materials (excluding manufacturing of licensed chemical products such as hazardous chemicals); processing and manufacturing of lubricants (excluding hazardous chemicals); production of chemical products (excluding licensed chemical products); manufacturing of synthetic materials (excluding hazardous chemicals); manufacturing of new membrane materials; manufacturing of high-performance fibers and composite materials; manufacturing of bio-based materials; manufacturing of graphite and carbon products; sale of petroleum products (excluding hazardous chemicals); sale of lubricants; sale of food additives; sale of chemical products (excluding licensed chemical products); sale of new catalytic materials and auxiliaries; sale of special chemical products (excluding hazardous chemicals); sale of needle textiles and raw materials; sale of fertilizers; sale of synthetic materials; sale of new membrane materials; sale of high-performance fibers and composite materials; sale of bio-based materials; sale of graphite and carbon products; sale of graphene materials; sale of specialized materials for electronics; sale of battery swapping facilities of new energy vehicle; centralized fast charging stations; operation of electric vehicle charging infrastructure; sale of hydrogen refueling and storage facilities for stations; technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; engineering technical services (excluding planning management, survey, design, and supervision); information system integration services; information system operation and maintenance services; information technology consulting services; artificial intelligence application software development; research and development of carbon reduction, carbon conversion, carbon capture and carbon sequestration technologies; environmental consulting services; safety consulting services; non-residential real estate leasing; cooling supply services; import and export of goods; import and export of technology; customs declaration business. (Except for items subject to approval in accordance with the law, business activities can be carried out independently with a business license in accordance with the law)	

No	Amendments to Original Article	Amended Article
18.	**CHAPTER 3 SHARES ~~AND REGISTERED CAPITAL~~**	**CHAPTER 3 SHARES**
19.	*New section.*	**Section 1 Issuance of Shares**
20.	Article 14 There must, at all times, be ordinary shares in the Company~~, which include~~**. The Company may, according to its needs, issue class shares with rights different from those of ordinary shares, as permitted by the Relevant Regulatory Rules.** **The ordinary shares issued by the Company include two types of shares:** the "domestic-invested shares" and the "foreign-invested shares". ~~Subject to the approval of the companies approving department authorized by the State Council, the Company may, according to its requirements, create different classes of shares.~~ **The shares issued by the Company and listed in the PRC are referred to as domestic-invested shares, or A shares. The shares issued by the Company and listed outside the PRC are referred to as foreign-invested shares, of which those listed in the Hong Kong Special Administrative Region of China are referred to as H shares.**	**Article 15** There must, at all times, be ordinary shares in the Company. The Company may, according to its needs, issue class shares with rights different from those of ordinary shares, as permitted by the Relevant Regulatory Rules. The ordinary shares issued by the Company include two types of shares: the "domestic-invested shares" and the "foreign-invested shares". The shares issued by the Company and listed in the PRC are referred to as domestic-invested shares, or A shares. The shares issued by the Company and listed outside the PRC are referred to as foreign-invested shares, of which those listed in the Hong Kong Special Administrative Region of China are referred to as H shares.
21.	Article 15 **Shares of the Company are in the form of share certificates.** The shares issued by the Company are all par value shares with each having a par value of RMB~~one~~ **1**. "RMB" as mentioned above means the legal currency of the PRC.	**Article 16** Shares of the Company are in the form of share certificates. The shares issued by the Company are all par value shares with each having a par value of RMB1. "RMB" as mentioned above means the legal currency of the PRC.

No	Amendments to Original Article	Amended Article
22.	Article 16 ~~Shares of the Company are in the form of share certificates. Subject to the approval of the securities authority of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.~~ The issue of shares by the Company shall adhere to the principle of openness, fairness and justness. The shares of the same class ~~shall~~ have the same rights and benefits. **For** ~~T~~**t**he shares of the same ~~type~~ **class** issued at the same time **and listed in the same place, each share** shall be equal in price and shall be subject to the same conditions. The price of each share of the same ~~type~~ **class** issued at the same time purchased by any ~~organization or individual~~ **subscriber** shall be the same. ~~"Foreign Investors" means those investors who subscribe for the Company's shares and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. "Domestic Investors" means those investors who subscribe for the Company's shares and who are located within the territory of the PRC (except the areas referred to above).~~	**Article 17** The issue of shares by the Company shall adhere to the principle of openness, fairness and justness. The shares of the same class have the same rights and benefits. For the shares of the same class issued at the same time and listed in the same place, each share shall be equal in price and shall be subject to the same conditions. The price of each share of the same class issued at the same time purchased by any subscriber shall be the same.
23.	~~Article 17 Shares which the Company issues to domestic investors for subscription in Renminbi are called "Domestic- Invested Shares". Domestic-invested shares listed domestically are called "Domestic-Listed Domestic- Invested shares", known as "A shares".~~ ~~Shares which the Company issues to foreign investors for subscription in foreign currencies are called "Foreign-Invested Shares". Foreign-invested shares which are listed overseas are called "Overseas-Listed Foreign-Invested Shares".~~ ~~"Foreign currencies" means the legal currencies of countries or districts outside the PRC which are recognized by the foreign exchange authority of the State and which can be used to pay the share price to the Company.~~ ~~The shareholders of "A Shares" and the shareholders of "Overseas-Listed Foreign-Invested Shares" shall be shareholders of ordinary shares, possessing the same rights and undertaking the same obligations.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
24.	~~Article 18 Foreign-Invested Shares issued by the Company and which are listed in Hong Kong shall be referred to as "H Shares". "H Shares" means the shares which have been admitted for listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.~~	*Delete this article.*
25.	Article 19 The Company's A shares are held in ~~custody~~ **depository** by the Shanghai branch of the China Securities Registration and Clearing Company Limited. The Company's H shares are mainly held in custody by the Hong Kong Securities Clearing Company Limited.	**Article 18** The Company's A shares are held in depository by the Shanghai branch of the China Securities Registration and Clearing Company Limited. The Company's H shares are mainly held in custody by the Hong Kong Securities Clearing Company Limited.
26.	Article 20 At the establishment of the Company and with the approval of the examination and approval department authorized by the State Council, the Company may issue 6,880,000 ordinary shares **at par value of RMB1 per share**, all of which were issued to China Petrochemical Corporation, the promoter of the Company, representing 100% of the issued ordinary shares of the Company at that time. China Petrochemical Corporation satisfied its investment by appraised assets, and such capital injection was duly made upon the establishment of the Company.	**Article 19** At the establishment of the Company and with the approval of the examination and approval department authorized by the State Council, the Company may issue 6,880,000 ordinary shares at par value of RMB1 per share, all of which were issued to China Petrochemical Corporation, the promoter of the Company, representing 100% of the issued ordinary shares of the Company at that time. China Petrochemical Corporation satisfied its investment by appraised assets, and such capital injection was duly made upon the establishment of the Company.

No	Amendments to Original Article	Amended Article
27.	Article 21 The Company, with the approval of China Securities Regulatory Commission **(the "CSRC")** on 24 August 2000, issued to the overseas investors 16,780,488,000 H shares (out of these, 15,102,439,000 shares are new issued shares of the Company and 1,678,049,000 shares are stock shares sold by the promoter, China Petrochemical Corporation) for the first time, and got listed at **The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**")** on 19 October 2000; on 20 June 2001, with the approval of ~~China Securities Regulatory Commission~~ **CSRC**, the Company issued to the domestic investors 2,800,000,000 A shares for the first time and got listed at Shanghai Stock Exchange on 8 August 2001. The existing structure of the Company's share capital is as follows: the total number of issued ordinary shares of the Company is ~~121,281,555,698~~**121,177,613,698** shares, among which, 97,232,263,098 shares representing ~~80.17~~**80.24**% are held by the holders of A shares; and ~~24,049,292,600~~**23,945,350,600** shares representing ~~19.83~~**19.76**% are held by the holders of H shares.	**Article 20** The Company, with the approval of China Securities Regulatory Commission (the "CSRC") on 24 August 2000, issued to the overseas investors 16,780,488,000 H shares (out of these, 15,102,439,000 shares are new issued shares of the Company and 1,678,049,000 shares are stock shares sold by the promoter, China Petrochemical Corporation) for the first time, and got listed at The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") on 19 October 2000; on 20 June 2001, with the approval of CSRC, the Company issued to the domestic investors 2,800,000,000 A shares for the first time and got listed at Shanghai Stock Exchange on 8 August 2001. The existing structure of the Company's share capital is as follows: the total number of issued ordinary shares of the Company is 121,177,613,698 shares, among which, 97,232,263,098 shares representing 80.24% are held by the holders of A shares; and 23,945,350,600 shares representing 19.76% are held by the holders of H shares.
28.	~~Article 22 The Company's board of directors may take all necessary action for the respective issuance of the Overseas-Listed Foreign-Invested Shares and A Shares after the proposals for issuance of the same have been approved by the securities authority of the State Council.~~ ~~The Company may implement its proposal to issue Overseas-Listed Foreign-Invested Shares and A Shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities regulatory organ of the State Council.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
29.	~~Article 23 Where the total number of shares stated in the proposal for the issuance of shares include Overseas-Listed Foreign-Invested Shares and A Shares, such shares should be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the securities regulatory organ of the State Council, be issued on separate occasions.~~	*Delete this article.*
30.	*New article.*	**Article 21** The Company and its subsidiaries shall not, in the form of gifts, advances, guarantees, loans or any other forms, provide financial assistance to any parties for the acquisition of shares of the Company or its parent company, save for the implementation of employee stock ownership plans by the Company. For the benefit of the Company, upon a resolution passed by the general meeting, or a resolution passed by the board of directors in accordance with these Articles of Association or the authorization of the general meeting, the Company may provide financial assistance to any parties for the acquisition of shares of the Company or its parent company, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital.

No	Amendments to Original Article	Amended Article
31.	*New section.*	**Section 2 Increase, Reduction and Repurchase of Shares**
32.	Article 25 The Company may, based on its operating and development needs, ~~authorize the increase of its capital pursuant to the Company's Articles of Association and its appendices. The Company may~~ increase its capital in the following ways**, in accordance with the Relevant Regulatory Rules and upon a resolution passed by the general meeting**: (1) ~~by offering new shares for subscription by unspecified investors~~**by issuing of shares to unspecified targets**; (2) ~~by placing new shares to its existing shareholders~~**by issuing of shares to specified targets**; (3) by allotting ~~new~~ **bonus** shares to its existing shareholders; (4) to increase the share capital with reserve fund; (5) by ~~any~~ other means ~~which is permitted by the laws, administrative regulations and authorized by the securities regulatory authorities of the State Council~~ **as prescribed under the Relevant Regulatory Rules**. ~~After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of these Articles of Association and its appendices, the issuance thereof should be made in accordance with the procedures set out in the relevant laws and administrative regulations of the State.~~	**Article 22** The Company may, based on its operating and development needs, increase its capital in the following ways, in accordance with the Relevant Regulatory Rules and upon a resolution passed by the general meeting: (1) by issuing of shares to unspecified targets; (2) by issuing of shares to specified targets; (3) by allotting bonus shares to its existing shareholders; (4) to increase the share capital with reserve fund; (5) by other means as prescribed under the Relevant Regulatory Rules.

No	Amendments to Original Article	Amended Article
33.	*New article.*	**Article 23** When the Company issues convertible corporate bonds, matters including the issuance, conversion procedures and arrangements of such convertible corporate bonds, and the changes in the Company's share capital resulting from such conversion, shall be processed in accordance with the Relevant Regulatory Rules and the terms of the prospectus duly approved and authorized by the Company when specifically issuing such convertible corporate bonds.
34.	~~Article 26 Unless otherwise stipulated in the relevant laws or administrative regulations, shares in the Company shall be freely transferable and are not subject to any lien.~~	*Delete this article.*
35.	**~~CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES~~**	*Delete the title.*
36.	Article 27 According to the provisions of these Articles of Association ~~and its appendices~~, the Company may reduce its registered capital. In so doing, it shall act according to the ~~Company Law, other relevant provisions~~ **Relevant Regulatory Rules** and these Articles of Association ~~and its appendices~~.	**Article 24** According to the provisions of these Articles of Association, the Company may reduce its registered capital. In doing so, it shall act according to the Relevant Regulatory Rules and these Articles of Association.

No	Amendments to Original Article	Amended Article
37.	Article 28 The Company ~~must~~ **shall** prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within 10 days of the date of the ~~Company's~~ resolution **passed by the general meeting** for reduction of registered capital and shall publish an announcement in the newspapers ~~designated by the relevant securities regulatory authority in the places where the securities of the Company are listed~~ **as prescribed by the Relevant Regulatory Rules or on the National Enterprise Credit Information Publicity System** within 30 days of the date of such resolution. A creditor has the right within 30 days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee ~~for such debt~~. ~~The Company's registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.~~ **The Company shall, in case of reducing registered capital, reduce the capital contribution amount or shares in proportion to shares held by shareholders, unless otherwise provided by law or these Articles of Association.** The Company shall, in case of **increasing or** reducing registered capital, handle the alteration registration in the registration organs in accordance with the law.	**Article 25** The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within 10 days of the date of the resolution passed by the general meeting for reduction of registered capital and shall publish an announcement in the newspapers as prescribed by the Relevant Regulatory Rules or on the National Enterprise Credit Information Publicity System within 30 days of the date of such resolution. A creditor has the right within 30 days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee. The Company shall, in case of reducing registered capital, reduce the capital contribution amount or shares in proportion to shares held by shareholders, unless otherwise provided by law or these Articles of Association. The Company shall, in case of increasing or reducing registered capital, handle the alteration registration in the registration organs in accordance with the law.

No	Amendments to Original Article	Amended Article
38.	*New article.*	**Article 26** Where the Company still has losses after offsetting its losses in accordance with the second paragraph of Article 127 of these Articles of Association, it may reduce its registered capital to offsetting such losses. If the Company reduces its registered capital to offset losses, no distribution shall be made to shareholders. To reduce the registered capital in accordance with the preceding paragraph, the provisions of the second paragraph of Article 25 of these Articles of Association shall not apply. However, an announcement shall be made in newspapers as prescribed by the Relevant Regulatory Rules or on the National Enterprise Credit Information Publicity System within 30 days from the date on which a resolution is passed by the general meeting to reduce the registered capital. After the Company reduces its registered capital in accordance with the preceding two paragraphs, no profit shall be distributed until the accumulated amounts of the statutory common reserve fund and discretionary reserve fund reaching 50% of the Company's registered capital.

No	Amendments to Original Article	Amended Article
39.	Article 29 The Company ~~may, in accordance with the procedures set out in the Company's Articles of Association and its appendices and with the approval of the relevant governing authority of the State, repurchase its outstanding shares under~~ **shall not purchase its own shares, except under any of** the following circumstances: (1) ~~cancellation of shares for the purposes of~~ reducing its **registered** capital; (2) merging with another company that holds shares in the Company; (3) ~~rewarding the employees of the Company~~**alloting shares for employee stock ownership plans or stock incentive plans**; (4) requested by any shareholder to purchase his/her shares because this shareholder objects to the Company's resolution on merger or division passed by the general meeting; ~~(5) other circumstances required by laws, administrative regulations and permitted by the State's competent authorities~~ **(5) converting shares for the corporate bonds convertible into shares issued by the Company;** **(6) deemed necessary by the Company for the purpose of maintaining the Company's value and shareholders' rights and interests.** ~~Apart from the foregoing, the Company shall not purchase its own shares.~~ ~~The Company shall repurchase its outstanding shares in accordance with the stipulations of Article 30 to Article 33.~~	**Article 27** The Company shall not purchase its own shares, except under any of the following circumstances: (1) reducing its registered capital; (2) merging with another company that holds shares in the Company; (3) allotting shares for employee stock ownership plans or stock incentive plans; (4) requested by any shareholder to purchase his/her shares because this shareholder objects to the Company's resolution on merger or division passed by the general meeting; (5) converting shares for the corporate bonds convertible into shares issued by the Company; (6) deemed necessary by the Company for the purpose of maintaining the Company's value and shareholders' rights and interests.

No	Amendments to Original Article	Amended Article
40.	*New article.*	**Article 28** The Company may purchase its own shares through public centralized trading method or other means recognized under the Relevant Regulatory Rules. Where the Company purchases its own shares for the circumstances stipulated in sub-paragraphs (3), (5) and (6) of Article 27 of these Articles of Association, such purchase shall be conducted through public centralized trading method.
41.	~~Article 30 The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:~~ ~~(1) by making an offer for the repurchase of shares to all its shareholders on a pro rata basis;~~ ~~(2) by repurchasing shares through public dealing on a stock exchange;~~ ~~(3) by repurchasing shares outside of the stock exchange by means of an off-market agreement;~~ ~~(4) by any other means which is permitted by the State's competent authorities.~~	*Delete this article.*
42.	~~Article 31 The Company must obtain the prior approval of the shareholders in a general meeting in the manner stipulated in the Company's Articles of Association and its appendices before it can repurchase shares outside the stock exchange by means of an off-market agreement. The Company may, by obtaining the prior approval of the shareholders in a general meeting (in the same manner), rescind or vary any contract which has been so entered into or waive any right thereof.~~ ~~A contract for the repurchase of shares referred to in the preceding paragraph includes (without limitation) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.~~ ~~The Company may not assign any contract for the repurchase of its shares or any right contained in such contract.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
43.	Article 32 If the Company purchases shares of the Company for the circumstances stipulated in sub-paragraphs (1) ~~to (3)~~ or (2) of Articles 2~~9~~**7**, such purchase shall be decided by resolutions passed by the general meeting ~~pursuant to~~**; save as otherwise provided in the Relevant Regulatory Rules, if the Company purchases shares of the Company for the circumstances stipulated in sub-paragraphs (3), (5) or (6) of Article 27 of** these Articles of Association ~~and its appendices~~**, such purchase shall be resolved by a board meeting attended by 2/3 or more of the directors.** Where shares of the Company are purchased in accordance with sub-paragraph (1) of Article 2~~9~~**7**, it shall be cancelled as of 10 days upon its purchase; where shares of the Company are purchased in accordance with sub-paragraphs (2) or (4), it shall be transferred or cancelled within 6 months upon its purchase~~.~~**;** ~~Shares, purchased in line~~ **Where the shares of the Company are purchased in accordance** with sub-paragraphs (3)**, (5) or (6),** ~~of Article 29, shall not exceed 5% of the total stock volume of~~ **the total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares issued by** the Company~~; the capital used for its purchase shall come from the after-tax profit hereof; the purchased stock shall be transferred to the staff of the Company within one year~~**, and shall be transferred or cancelled within 3 years**. ~~In the event of shares cancellation, the Company shall apply to the original companies registration authority for registration of the change in its registered capital.~~ ~~The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital.~~	**Article 29** If the Company purchases shares of the Company for the circumstances stipulated in sub-paragraphs (1) or (2) of Articles 27, such purchase shall be decided by resolutions passed by the general meeting; save as otherwise provided in the Relevant Regulatory Rules, if the Company purchases shares of the Company for the circumstances stipulated in sub-paragraphs (3), (5) or (6) of Article 27 of these Articles of Association, such purchase shall be resolved by a board meeting attended by 2/3 or more of the directors. Where shares of the Company are purchased in accordance with sub-paragraph (1) of Article 27, it shall be cancelled as of 10 days upon its purchase; where shares of the Company are purchased in accordance with sub-paragraphs (2) or (4), it shall be transferred or cancelled within 6 months upon its purchase; where the shares of the Company are purchased in accordance with sub-paragraphs (3), (5) or (6), the total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares issued by the Company, and shall be transferred or cancelled within 3 years.

No	Amendments to Original Article	Amended Article
44.	~~Article 33 Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:~~ ~~(1) where the Company repurchases shares at par value, payment shall be made out of book surplus distributable profits of the Company or out of proceeds of a new issue of shares made for that purpose;~~ ~~(2) where the Company repurchases shares of the Company at a premium to its par value, payment up to the par value may be made out of the book surplus of distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:~~ ~~1. if the shares being repurchased were issued at par value, payment shall be made out of the book surplus of distributable profits of the Company;~~ ~~2. if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus of distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's capital common reserve fund account (including the premiums on the new issue) at the time of the repurchase;~~ ~~(3) the Company shall make the following payments out of the Company's distributable profits:~~ ~~1. payment for the acquisition of the right to repurchase its own shares;~~ ~~2. payment for variation of any contract for the repurchase of its shares;~~ ~~3. payment for the release of its obligation(s) under any contract for the repurchase of shares;~~ ~~(4) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company's capital common reserve fund account.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
45.	~~**CHAPTER 5 FINANCIAL ASSISTANCE FOR ACQUISITION OF SHARES**~~	*Delete the title.*
46.	~~Article 34 The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares in the Company. This includes any person who directly or indirectly incurs any obligations as a result of the acquisition of shares in the Company.~~ ~~The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such person.~~ ~~This Article shall not apply to the circumstances specified in Article 36 of this Chapter.~~	*Delete this article.*
47.	~~Article 35 For the purposes of this Chapter, "financial assistance" includes (without limitation) the following:~~ ~~(1) gift;~~ ~~(2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the Obligor), compensation (other than compensation in respect of the Company's own default) or release or waiver of any rights;~~ ~~(3) provision of loan or the making of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or contract;~~ ~~(4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.~~ ~~For the purposes of this Chapter, "assumption of obligations" includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the Obligor or jointly with other persons) or by any other means which results in a change in his financial position.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
48.	~~Article 36 The following acts shall not be deemed to be acts prohibited by Article 34 of this Chapter:~~ ~~(1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;~~ ~~(2) the lawful distribution of the Company's assets as dividend;~~ ~~(3) the distribution of dividends in the form of shares;~~ ~~(4) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the share holding structure of the Company effected in accordance with these Articles of Association and its appendices;~~ ~~(5) the provision of loans by the Company within its scope of business and in the ordinary course of its business, where the provision of loans falls within part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits);~~ ~~(6) contributions made by the Company to the employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits).~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
49.	~~**CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS**~~	*Delete the title.*
50.	~~Article 37 Share certificates of the Company shall be in registered form.~~ ~~The shares of the Company shall bear the following main items:~~ ~~(1) Name of the Company;~~ ~~(2) Date of registration and establishment of the Company;~~ ~~(3) Type of shares, par value and the number of shares it represents;~~ ~~(4) Code of share certificates;~~ ~~(5) Other matters as required by the Company Law, Special Regulations and the stock exchange on which the shares of the Company are listed.~~	*Delete this article.*
51.	~~Article 38 The shares of the Company may be transferred, donated, inherited and pledged in accordance with the relevant laws, administrative rules, regulations of the competent department(s) as well as these Articles of Association and its appendices.~~ ~~The transfer of shares shall be registered with the share registration organization appointed by the Company.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
52.	*New chapter.*	**Chapter 4 Shareholders**
53.	*New section.*	**Section 1 General Provisions of Shareholders**
54.	~~Article 40 Share certificates of the Company shall be signed by the Chairman of the Company's board of directors. Where the stock exchange(s) on which the Company's shares are listed require other directors and/or supervisors, and senior management personnel of the Company to sign on the share certificates, the share certificates shall also be signed by such officer(s). The share certificates shall take effect after being sealed or imprinted with the seal of the Company (or the Company chop for securities), or with the seal sign (or the Company's specific security seal) in printed form. The share certificate shall only be sealed with the Company's seal or securities chop under the authorization of the board of directors. The signatures of the Chairman of the board of directors or other officer(s) of the Company may be printed in printed form.~~ ~~Where the stock of the Company is issued and/or traded without share certificate in printed form, it shall be in accordance with the regulations of the securities regulatory and management institutions of the Company's listing place.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
55.	Article 41 ~~The Company shall keep a register of shareholders which shall contain the following particulars:~~ ~~(1) the name (title) and address (residence), the occupation or nature of each shareholder;~~ ~~(2) the class and quantity of shares held by each shareholder;~~ ~~(3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder;~~ ~~(4) the share certificate number(s) of the shares held by each shareholder;~~ ~~(5) the date on which each person was registered as a shareholder;~~ ~~(6) the date on which any shareholder ceased to be a shareholder. Unless there is evidence to the contrary,~~ **The Company shall establish a register of shareholders based on the certificates provided by the securities registration and clearing institutions, and** the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.	**Article 30** The Company shall establish a register of shareholders based on the certificates provided by the securities registration and clearing institutions, and the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.

No	Amendments to Original Article	Amended Article
56.	~~Article 42 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory organ of the State Council and overseas securities regulatory organizations, maintain the register of shareholders of Overseas-Listed Foreign-Invested Shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders for holders of H Shares shall be maintained in Hong Kong.~~ ~~A duplicate register of shareholders for the holders of Overseas-Listed Foreign-Invested Shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times.~~ ~~If there is any inconsistency between the original and the duplicate register of shareholders for the holders of Overseas-Listed Foreign-Invested Shares, the original register of shareholders shall prevail.~~	*Delete this article.*
57.	~~Article 43 The Company shall have a complete register of shareholders which shall comprise the following parts:~~ ~~(1) the register of shareholders which is maintained at the Company's residence (other than those share registers which are described in sub-paragraphs (2) and (3) of this Article);~~ ~~(2) the register of shareholders in respect of the holders of Overseas-Listed Foreign-Invested Shares of the Company which is maintained in the same place as the overseas stock exchange on which the shares are listed; and~~ ~~(3) the register of shareholders which is maintained in such other place as the board of directors may consider necessary for the purposes of the listing of the Company's shares.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
58.	~~Article 44 Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register. Amendments or rectification of the register of shareholders shall be made in accordance with the laws of the place where the register of shareholders is maintained.~~ ~~All H Shares which have been fully paid-up may be freely transferred in accordance with the Articles of Association and its appendices. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any document of transfer and would not need to provide any reason therefor:~~ ~~(1) a fee of HK$2.50 per instrument of transfer or such higher amount agreed by the Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares;~~ ~~(2) the document of transfer only relates to Overseas-Listed Foreign-Invested Shares listed in Hong Kong;~~ ~~(3) the stamp duty which is chargeable on the document of transfer has already been paid;~~ ~~(4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;~~ ~~(5) if it is intended that the shares be transferred to joint owners, the maximum number of joint owners shall not be more than four (4); and~~ ~~(6) the Company does not have any lien on the relevant shares.~~ ~~All H Shares listed in Hong Kong shall be transferred by an instrument in writing in any usual or common form or any other form which the directors may approve. The instrument of transfer of any share may be executed by hand without seal, or if the assignor or the assignee is the recognized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("Recognized Clearing house") or its nominee, the share transfer form may be executed by hand or in mechanically-printed form.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
59.	~~Article 45 No change may be made in the register of shareholders as a result of a transfer of shares within thirty (30) days prior to the date of a shareholders' general meeting or within five (5) days before the determination date for the Company's distribution of dividends. Amendments or rectification of the A share register of shareholders shall be made in accordance with the domestic laws and regulations.~~	*Delete this article.*
60.	Article 46 When the Company holds a general meeting, distributes dividend, liquidates or engages in other mattes which need to determine ~~shareholdings~~ **the identity of the shareholders**, the board of directors or the convener of the general meeting shall determine a record date ~~for the determination of shareholdings~~. The shareholders of the Company **entitled to relevant rights** shall be such persons who appear in the register of members at the close of such record date. **Where the Relevant Regulatory Rules specify closure of register of members when the Company needs to determine the identity of the shareholders, such rules shall prevail.**	**Article 31** When the Company holds a general meeting, distributes dividend, liquidates or engage in other matters which need to determine the identity of the shareholders, the board of directors or the convener of general meeting shall determine a record date. The shareholders of the Company entitled to relevant rights shall be such persons who appear in the register of members at the close of such record date. Where the Relevant Regulatory Rules specify the closure of register of members when the Company needs to determine the identity of the shareholders, such rules shall prevail.
61.	~~Article 47 Any person who disputes the register of shareholders and asks for inclusion of his name in or removal of his name from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
62.	~~Article 48 For any person who is a registered shareholder or who claims to be entitled to have his name (title) entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the "original certificate") relating to the shares is lost, he may apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares").~~ ~~Application by a holder of A Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 143 of the Company Law.~~ ~~Application by a holder of Overseas-Listed Foreign-Invested Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders of holders of Overseas-Listed Foreign-Invested Shares is maintained, the rules of the stock exchange or other relevant regulations.~~ ~~The issue of a replacement share certificate to a holder of H Shares, who has lost his share certificate, shall comply with the following requirements:~~ ~~(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.~~ ~~(2) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered in the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
	~~(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) consecutive days in such newspapers as may be prescribed by the board of directors.~~ ~~(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of ninety (90) days. In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.~~ ~~(5) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.~~ ~~(6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.~~ ~~(7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicantt herefor.~~	

No	Amendments to Original Article	Amended Article
63.	~~Article 49 Where the Company issues a replacement share certificate pursuant to these Articles of Association and its appendices, as for a bona fide purchaser obtaining new share certificates referred to above or a shareholder registered as a owner of the shares (in case of a bona fide purchaser), his name (title) shall not be removed from the register of shareholders.~~	*Delete this article.*
64.	~~Article 50 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove that the Company has acted in a deceitful manner.~~	*Delete this article.*
65.	~~**Chapter 7. Rights and Obligations of Shareholders**~~	*Delete the title.*
66.	Article 51 ~~A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders.~~ A shareholder shall enjoy rights and assume obligations according to the ~~type and amount~~ **class** of shares held by it/him/her; shareholders who hold shares of the same ~~type~~ **class** shall enjoy the same rights and assume the same obligations. ~~For the joint shareholders, if one of the joint shareholders has passed away, the surviving shareholder shall be deemed by the Company to have the ownership of the related shares, but the Board of Directors is entitled to ask for the provision of the suitable death certificate for the purpose of revision of the shareholders' register. For the joint shareholders, only the first named shareholder in the shareholders' register has the right to receive the share certificates of the related shares, receive the notice of the Company, attend the shareholders' general meeting and exercise his voting right; while, any notice delivered to the said shareholder shall be deemed as if the notice has been delivered to all of the joint shareholder of the related shares.~~	**Article 32** A shareholder shall enjoy rights and assume obligations according to the class of shares held by it/him/her; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.

No	Amendments to Original Article	Amended Article
67.	Article 52 The shareholders ~~of ordinary shares~~ of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to their shareholdings; (2) the right to require **the holding of**, convene, preside, attend or appoint a proxy to attend general meetings ~~and to performing the~~ **in accordance with the law, and to exercise** relevant ~~voting~~ rights **to speak and vote on matters under consideration at the general meeting**; (3) the right to supervise, present proposals to or raise inquiries about the Company's business operations; (4) the right to transfer, donate and pledge shares **as held by themselves** in accordance with ~~laws, administrative regulations~~ **the Relevant Regulatory Rules** and provisions of these Articles of Association ~~and its appendices~~, **provided that the Company shall not accept its own shares as the subject of the pledge**; (5) subject to provision of the relevant written proofs of ~~the type and quantity of~~ shares that they are holding to the Company and verification of their identities of shareholders by the Company, **and on the premises that they bear the related costs incurred,** the shareholders shall have the right to obtain relevant information in accordance with ~~laws, administrative regulations~~ **the Relevant Regulatory Rules** and provisions of these Articles of Association ~~and its appendices,~~ in which information include: **inspecting and copying these Articles of Association, the register of shareholders, minutes of general meetings, resolutions of the board meetings and financial and accounting statements; shareholders who meet the requirements may inspect the Company's accounting books and accounting vouchers;** ~~i. the right to obtain a copy of these Articles of Association and its appendices, subject to payment of costs;~~ ~~ii. the right to inspect and copy, subject to payment of a reasonable fee:~~ ~~(i) all parts of the register of shareholders;~~	**Article 33** The shareholders of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to their shareholdings; (2) the right to require the holding of, convene, preside, attend or appoint a proxy to attend general meetings in accordance with the law, and to exercise relevant rights to speak and vote on matters under consideration at the general meeting; (3) the right to supervise, present proposals to or raise inquiries about the Company's business operations; (4) the right to transfer, donate and pledge shares as held by themselves in accordance with the Relevant Regulatory Rules and provisions of these Articles of Association, provided that the Company shall not accept its own shares as the subject of the pledge; (5) subject to provision of the relevant written proofs of shares that they are holding to the Company and verification of their identities of shareholders by the Company, and on the premises that they bear the related costs incurred, the shareholders shall have the right to obtain relevant information in accordance with the Relevant Regulatory Rules and provisions of these Articles of Association, in which information include: inspecting and copying these Articles of Association, the register of shareholders, minutes of general meetings, resolutions of the board meetings and financial and accounting statements; shareholders who meet the requirements may inspect the Company's accounting books and accounting vouchers; (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; (7) the right to demand the Company to purchase the shares of the shareholder who object to the merger and division resolution passed by the general meeting; (8) other rights prescribed by the Relevant Regulatory Rules and these Articles of Association.

No	Amendments to Original Article	Amended Article
	~~(ii) personal particulars of each of the Company's directors, supervisors, senior management personnel including:~~ ~~(a) present and former name and alias;~~ ~~(b) principal address (place of residence);~~ ~~(c) nationality;~~ ~~(d) primary and all other part-time occupations and duties;~~ ~~(e) identification documents and the numbers thereof;~~ ~~(iii) report on the state of the Company's share capital;~~ ~~(iv) counterfoil of the Company's debenture;~~ ~~(v) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the last accounting year and the aggregate amount paid by the Company for this purpose;~~ ~~(vi) minutes of shareholders' general meetings, resolutions of the directors meetings and supervisors meetings, and financial statements;~~ (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; (7) the right to demand the Company to purchase the shares of the shareholder who object to the merger and division resolution passed by the general meeting;	The Company shall establish smooth and effective communication channels with shareholders to ensure their rights to be informed of and to participate in decision-making on and supervision over material matters of the Company.

No	Amendments to Original Article	Amended Article
	(8) ~~in the event that the resolution of a shareholders' general meeting or board meeting is against the law or administrative rules and has infringed the legitimate interest of a shareholder, the shareholder shall have the right to commence legal proceedings to stop the illegal or infringing act and to ask the Company to bring a claim for compensation~~ ~~(9)~~ other rights ~~conferred~~ **prescribed** by ~~laws, administrative regulations~~**the Relevant Regulatory Rules** and these Articles of Association ~~and its appendices~~. **The Company shall establish smooth and effective communication channels with shareholders to ensure their rights to be informed of and to participate in decision-making on and supervision over material matters of the Company.**	
68.	~~Article 39 The Company does not accept the pledging of its shares.~~	
69.	*New article.*	**Article 34** For shareholders requesting to inspect and copy relevant materials of the Company, such shareholders shall comply with the provisions of the Company Law, the Securities Law and other Relevant Regulatory Rules in relation to the protection of state secrets, trade secrets, personal privacy and personal information, submit a written request that states their purpose and reasons to the Company, and sign a confidentiality agreement. Within the scope of provision as permitted by laws and regulations, the Company may provide relevant materials to shareholders by means of using pseudonyms, summarising or redacting relevant information, in order to comply with the provisions of the Company Law, the Securities Law and other Relevant Regulatory Rules in relation to the protection of state secrets, trade secrets, personal privacy and personal information. If the Company has reasonable grounds to believe that a shareholder inspects the Company's accounting books and accounting vouchers for an improper purpose which may prejudice the Company's legitimate interests, it may refuse to provide the same.

No	Amendments to Original Article	Amended Article
70.	*New article.*	**Article 35** Where a resolution passed by the general meeting or the board of directors violates laws or administrative regulations, shareholders have the right to request the People's Court to invalidate the same. If the convening procedures or voting methods for a general meeting or a board meeting violate laws, administrative regulations or these Articles of Association, or if the content of a resolution violates these Articles of Association, shareholders shall have the right to request the People's Court to revoke the same within 60 days from the date of such resolution. However, this shall not apply if the convening procedures or voting methods for a general meeting or a board meeting have only minor flaws without having a material impact on the resolution. Where there is a dispute among the board of directors, shareholders or other relevant parties in respect of the validity of a resolution of the general meeting, a lawsuit shall be promptly filed with the People's Court. Before a judgment or ruling awarded by the People's Court, the relevant parties shall implement the resolution of the general meeting. The Company, directors and senior management shall earnestly perform their duties to ensure the normal operation of the Company. Where the People's Court makes a judgment or ruling on relevant matters, the Company shall perform its information disclosure obligations in accordance with the Relevant Regulatory Rules, by fully explaining the impact, and actively cooperating in their enforcement after the judgment or ruling takes effect. If rectification of prior matters is involved, it shall be dealt with promptly and the corresponding information disclosure obligations shall be performed.

No	Amendments to Original Article	Amended Article
71.	*New article.*	**Article 36** Where directors or senior management other than members of the audit committee violate the provisions of laws, administrative regulations or these Articles of Association while performing their duties, causing losses to the Company, shareholders who individually or collectively hold 1% or more of the Company's shares for 180 consecutive days or more shall have the right to make a written request to the audit committee to file a lawsuit with the People's Court. Where members of the audit committee violate the provisions of laws, administrative regulations or these Articles of Association while performing their duties, causing losses to the Company, the aforementioned shareholders may make a written request to the board of directors to file a lawsuit with the People's Court. In case that the audit committee or the board of directors refuses to file a lawsuit after receiving the written request from the shareholders as referred to in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receipt of such request, or in urgent circumstances where failure to file a lawsuit immediately will cause irreparable damage to the interests of the Company, the shareholders as referred to in the preceding paragraph shall have the right to directly file a lawsuit with the People's Court in their own name for the interests of the Company. Where third parties infringe upon the legitimate rights and interests of the Company, causing losses to the Company, the shareholders as referred to in the first paragraph of this Article may file a lawsuit with the People's Court in accordance with the preceding two paragraphs.
72.	*New article.*	**Article 37** Where directors or senior management violate the provisions of laws, administrative regulations or these Articles of Association, infringing the interests of shareholders, such shareholders may file a lawsuit with the People's Court.

No	Amendments to Original Article	Amended Article
73.	Article 53 The shareholders ~~of ordinary shares~~ of the Company shall assume the following obligations: (1) to comply with **the Relevant Regulatory Rules and** these Articles of Association ~~and its appendices~~; (2) to pay subscription money according to the number of shares subscribed and the method of subscription; (3) not to ~~retire from being a shareholder~~ **withdraw his/her/its share capital** unless required by ~~law or administrative regulations~~**the Relevant Regulatory Rules**; (4) not to abuse the shareholder's right to infringe the interest of the Company or other shareholders; not to abuse the independent position of the legal person and the limited liability of the shareholder of the Company to infringe the interest of the creditor of the Company; where the shareholder's abuse of its power has caused damage to the Company or other shareholders, it shall bear its compensation obligations in accordance with the law; where the shareholder's abuse of its independent position and shareholder's limited liability and evasion of its debt have caused serious damage to the creditor's interest, it shall bear several and joint liability upon the debt of the Company. (5) other obligations imposed by ~~laws, administrative regulations~~ **the Relevant Regulatory Rules** and these Articles of Association ~~and its appendices~~. ~~Shareholders are not liable to make any further contribution to the share capital other than according to the terms which were agreed by the subscriber of the relevant shares at the time of subscription.~~	**Article 38** The shareholders of the Company shall assume the following obligations: (1) to comply with the Relevant Regulatory Rules and these Articles of Association; (2) to pay subscription money according to the number of shares subscribed and the method of subscription; (3) not to withdraw his/her/its share capital unless required by the Relevant Regulatory Rules; (4) not to abuse the shareholder's right to infringe the interest of the Company or other shareholders; not to abuse the independent position of the legal person and the limited liability of the shareholder of the Company to infringe the interest of the creditor of the Company; where the shareholder's abuse of its power has caused damage to the Company or other shareholders, it shall bear its compensation obligations in accordance with the law; where the shareholder's abuse of its independent position and shareholder's limited liability and evasion of its debt have caused serious damage to the creditor's interest, it shall bear several and joint liability upon the debt of the Company. (5) other obligations imposed by the Relevant Regulatory Rules and these Articles of Association.

No	Amendments to Original Article	Amended Article
74.	~~Article 54 In addition to the obligations imposed by laws and administrative regulations or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:~~ ~~(1) act honestly in the best interests of the Company in removing a director or supervisor;~~ ~~(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (without limitation to) opportunities which are beneficial to the Company;~~ ~~(3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but without limitation to) rights to distributions and voting rights (excluding a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with these Articles of Association and its appendices).~~	*Delete this article.*
75.	~~Article 55 For the purpose of the foregoing Article, a "controlling shareholder" means a person who satisfies any one of the following conditions:~~ ~~(1) a person who, acting alone or in concert with others, has the power to elect more than half of the board of directors;~~ ~~(2) a person who, acting alone or in concert with others, has the power to exercise 30% or more or has power to control the exercise of 30% or more of the voting rights in the Company;~~ ~~(3) a person who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company;~~ ~~(4) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
76.	~~Article 56 The controlling shareholders, the actual shareholding controllers, directors, supervisors and senior management personnel shall not abuse their correlative relationship to cause damage to the Company. Where they cause damage to the Company due to breach of rules, they shall bear their compensation obligations.~~ ~~The controlling shareholders and the actual shareholding controllers shall act faithfully and assume responsibility to the company and other public shareholders. The controlling shareholders shall fulfil strictly the rights of subscriber and buyer in accordance with the laws, shall not impair lawful rights of the Company and other public shareholders by such means as interest distribution, capital reorganization, foreign investment, occupation of funds, loan guarantee, and shall not utilize its controlling position to cause damage to the interest of the Company and other public shareholders.~~ ~~An "actual controller" refers to anyone who is not a shareholder but is able to hold actual control of the acts of the Company by means of investment relations, agreements or any other arrangements.~~ ~~"Connection relationship" refers to the relationship between the controlling shareholders, actual controllers, directors, supervisors, or senior management personnel 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, the enterprises controlled by the state do not incur a connection relationship simply because their shares are controlled by the state.~~	*Delete this article.*
77.	*New section.*	**Section 2 Controlling Shareholders and De Facto Controllers**

No	Amendments to Original Article	Amended Article
78.	*New article.*	**Article 39** The controlling shareholder and de facto controller of the Company shall exercise their rights and perform their obligations in accordance with the Relevant Regulatory Rules, safeguard the interests of the Company, and comply with the following provisions: (1) legally exercise shareholder's rights, without abusing their controlling power or utilising related party relationships to prejudice the legitimate rights and interests of the Company or other shareholders; (2) strictly fulfill public statements and various commitments made, without making any unilateral change or waiver; (3) strictly perform information disclosure obligations in accordance with the Relevant Regulatory Rules, proactively cooperate with the Company in performing information disclosure work, and promptly inform the Company of material events that have occurred or are about to occur; (4) not unlawfully misappropriate any funds of the Company in any way; (5) not forcefully order, instruct or require the Company and relevant personnel to unlawfully provide guarantees; (6) not exploit the non-public material information of the Company to seek benefits, not disclose any non-public material information related to the Company in any way, and not engage in illegal activities such as insider trading, short-swing trading, or market manipulation; (7) not prejudice the legitimate rights and interests of the Company and other shareholders through any means such as unfair related party transactions, profit distribution, asset restructuring, or external investments;

No	Amendments to Original Article	Amended Article
		(8) ensure that the assets injected into the Company are independent and complete, maintain the independence of the Company in business, assets, finance and other aspects, and shall not affect the independence of the Company in any way; (9) other provisions of the Relevant Regulatory Rules and these Articles of Association. If the controlling shareholder and de facto controller of the Company instruct directors or senior management to engage in acts that prejudice the interests of the Company or shareholders, they shall bear joint and several liability with such directors and senior management.
79.	*New article.*	**Article 40** Where the controlling shareholder or de facto controller pledges the shares of the Company held by or actually controlled by them, they shall maintain the control and stable production and operation of the Company.
80.	*New article.*	**Article 41** Where the controlling shareholder or de facto controller transfers the shares of the Company held by them, they shall comply with the restrictive provisions on share transfers in the Relevant Regulatory Rules and their commitments regarding restrictions on share transfers.

No	Amendments to Original Article	Amended Article
81.	**CHAPTER 85 GENERAL MEETINGS**	**CHAPTER 5 GENERAL MEETINGS**
82.	*New section.*	**Section 1 General Provisions on General Meeting**
83.	Paragraphs 1 and 2 of Article 57 **The general meeting of the Company is comprised of all shareholders.** The general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law. ~~The Company shall formulate "Rules and Procedures for the Shareholders' General Meetings" for implementation after being approved by the shareholders in a general meeting. The Rules and Procedures for the Shareholders' General Meetings shall include the followings:~~ ~~(1) functions and powers of the shareholders general meetings;~~ ~~(2) authorities given by the shareholders' general meetings to the board of directors;~~ ~~(3) procedures for the convening of a shareholders' general meeting, which include the putting forward and collection of motions, and notices of meetings and any change thereto, registration of the meeting, convening of, voting and resolutions made in the meeting, adjournments, past-session matters and announcements, etc.;~~ ~~(4) other matters deemed necessary by the shareholders' general meeting.~~	**Article 42** The general meeting of the Company is comprised of all shareholders. The general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.

No	Amendments to Original Article	Amended Article
84.	Article 58 The general meeting shall have the following functions and powers: ~~(1) to decide on the Company's operational policies and investment plans;~~ **(1) to elect non-employee representative directors;** (2) ~~to elect and replace~~ **to remove** directors**;** **(3)** to decide on matters relating to the remuneration of directors; ~~(3) to elect and replace supervisors assumed by non-representatives of the employees and to decide on matters relating to the remuneration of supervisors;~~ (4) to ~~examine and~~ approve the board of directors' reports; ~~(5) to examine and approve the supervisory committee's reports;~~ ~~(6)~~**(5)** to ~~examine and approve~~ **decide on** the Company's profit distribution plans and loss offsetting plans; ~~(7) to examine and approve the Company's proposed annual preliminary and final financial budgets;~~ ~~(8)~~**(6)** to pass resolutions on the increase or reduction of the Company's registered capital; ~~(9)~~**(7)** to pass resolutions on matters such as merger **(where the consideration paid exceeds 10% of the Company's net assets)**, division, dissolution, liquidation or change of the corporate form of the Company;	**Article 43** The general meeting shall have the following functions and powers: (1) to elect non-employee representative directors; (2) to remove directors; (3) to decide on matters relating to the remuneration of directors; (4) to approve the board of directors' reports; (5) to decide on the Company's profit distribution plans and loss offsetting plans; (6) to pass resolutions on the increase or reduction of the Company's registered capital; (7) to pass resolutions on matters such as merger (where the consideration paid exceeds 10% of the Company's net assets), division, dissolution, liquidation or change of the corporate form of the Company; (8) to pass resolutions on the appointment or removal of the accountants of the Company undertaking the Company's annual audit business; (9) to amend these Articles of Association; (10) to decide on such matters as the purchased and sold assets in one year by the Company exceed 30% of the latest audited total assets of the Company; (11) to decide to change the use of the raised proceeds;

No	Amendments to Original Article	Amended Article
	~~(11)~~**(8)** to pass resolutions on the appointment~~,~~ **or** removal ~~and non-reappointment~~ of the accountants of the Company **undertaking the Company's annual audit business**; ~~(12)~~**(9)** to amend these Articles of Association ~~and its appendices (including the Rules and Procedures for the Shareholders' General Meetings, Rules of Procedure for the Board Meetings and Rules and Procedures for the Supervisors' Meetings)~~; ~~(13) to consider motions raised by the supervisory committee or shareholders who represent 3% or more of the total number of voting shares of the Company;~~ ~~(14) to examine and approve the guarantee particulars prescribed in Article 59;~~ ~~(15)~~**(10)** to ~~examine~~ **decide on** such matters as the purchased and sold assets in one year by the Company exceed 30% of the latest audited total assets of the Company; ~~(16)~~**(11)** to ~~examine, approve and~~ **decide to** change the use of the raised proceeds; ~~(17)~~**(12)** to ~~examine~~ **decide on** stock incentive plans **and employee stock ownership plans**; ~~(10)~~**(13)** to pass resolutions on the issue of corporate bonds; **(14) to pass resolutions on the issue of any type of shares, warrants, bonds convertible into the shares of the Company and other similar securities by the Company;** **(15) to pass resolutions or grant authorizations for the repurchase of the Company's shares in accordance with the provisions of these Articles of Association;**	(12) to decide on stock incentive plans and employee stock ownership plans; (13) to pass resolutions on the issue of corporate bonds; (14) to pass resolutions on the issue of any type of shares, warrants, bonds convertible into the shares of the Company and other similar securities by the Company; (15) to pass resolutions or grant authorizations for the repurchase of the Company's shares in accordance with the provisions of these Articles of Association; (16) to decide on other matters which, according to the Relevant Regulatory Rules or these Articles of Association, need to be considered and approved by general meetings. The general meeting may authorize the board of directors to pass resolutions on the issue of corporate bonds. The general meeting may authorize the board of directors to pass resolutions on the issue of shares and corporate bonds convertible into shares, and the specific implementation shall comply with the Relevant Regulatory Rules and the provisions of these Articles of Association. Unless otherwise provided for by the Relevant Regulatory Rules and these Articles of Association, the aforementioned functions and powers of the general meeting shall not be exercised by the board of directors or other institutions and individuals through authorization.

No	Amendments to Original Article	Amended Article
	~~(18)~~**(16)** to decide on other matters which, according to ~~laws, administrative regulations, regulations of the competent department(s)~~ **the Relevant Regulatory Rules** or these Articles of Association~~ and its appendices,~~ need to be **considered and** approved by general meetings. **The general meeting may authorize the board of directors to pass resolutions on the issue of corporate bonds.** **The general meeting may authorize the board of directors to pass resolutions on the issue of shares and corporate bonds convertible into shares, and the specific implementation shall comply with the Relevant Regulatory Rules and the provisions of these Articles of Association.** **Unless otherwise provided for by the Relevant Regulatory Rules and these Articles of Association, the aforementioned functions and powers of the general meeting shall not be exercised by the board of directors or other institutions and individuals through authorization.**	

No	Amendments to Original Article	Amended Article
85.	Article 60 ~~Matters which shall be determined by the shareholders in a general meeting according to the laws, administrative regulations, regulations of the competent departments or these Articles of Association and its appendices must be discussed by the shareholders in a general meeting in order to protect the shareholders' right of decision on those matters.~~ **On the basis of not violating Article 43 of these Articles of Association,** ~~W~~**w**here necessary and reasonable, the board of directors, directors**, president** or secretary to the board may be authorized at a general meeting to determine within the authorization granted at the general meeting specific matters which are related to the matters to be resolved and are not possible or not necessary to be determined at that general meeting. ~~Please see the Rules and Procedures for the Shareholders' General Meetings for the form of authorization by shareholders to the board of directors in a shareholders' general meeting to determine major matters of the Company.~~ **The authorization should be clear and specific.** If the shareholders authorize the board of directors, directors**, president** or secretary to the board at a general meeting to determine matters which shall be determined by ordinary resolutions, the matter should be resolved by a majority of the attending shareholders (including their proxy) who have voting rights; if the authorization relates to matters which shall be determined by special resolutions, the matter should be resolved by ~~two-thirds~~**2/3** or more of the attending shareholders (including their proxy) who have voting rights. ~~The authorization should be clear and specific.~~	**Article 44** On the basis of not violating Article 43 of these Articles of Association, where necessary and reasonable, the board of directors, directors, president or secretary to the board may be authorized at a general meeting to determine within the authorization granted at the general meeting specific matters which are related to the matters to be resolved and are not possible or not necessary to be determined at that general meeting. The authorization should be clear and specific. If the shareholders authorize the board of directors, directors, president or secretary to the board at a general meeting to determine matters which shall be determined by ordinary resolutions, the matter should be resolved by a majority of the attending shareholders (including their proxy) who have voting rights; if the authorization relates to matters which shall be determined by special resolutions, the matter should be resolved by 2/3 or more of the attending shareholders (including their proxy) who have voting rights.

No	Amendments to Original Article	Amended Article
86.	Article 12 of the Rules of Procedure for the General Meetings In order to ensure ~~and increase~~ the ~~stability~~**steady operation** and **improve the decision-making** efficiency ~~of the daily operations~~ of the Company, the general meeting authorizes the board of directors of the Company, on a clear and partial basis, to exercise the following powers on ~~investment plans, asset disposals and external guarantees:~~ **external investments, purchase or sale of assets, provision of guarantees, entrusted or trusted asset management, contracting, leasing, securities investments, derivative business, financial assistance, waiver of rights and external donations.**	**Article 45** In order to ensure the steady operation and improve the decision-making efficiency of the Company, the general meeting authorizes the board of directors of the Company, on a clear and partial basis, to exercise the following powers on external investments, purchase or sale of assets, provision of guarantees, entrusted or trusted asset management, contracting, leasing, securities investments, derivative business, financial assistance, waiver of rights and external donations.
87.	*New article.*	**Article 46** When engaging in the following matters, the Company shall conduct a size test in accordance with the requirements of the Relevant Regulatory Rules: (1) Daily transactions, whereby transactions conducted in the ordinary course of business of the Company, including the purchase of raw materials, fuel and power, the acceptance and provision of labour services, the sales of products and goods, projects contracting and other matters; (2) Incidental transactions, whereby transactions occurring outside the ordinary course of business of the Company, including external investments, purchase or sale of assets, provision of guarantees, entrusted or accepted asset management, contracting, leasing, securities investment, derivative business, financial assistance, waiver of rights, external donations and other matters; (3) Related party transactions, whereby continuing transactions and incidental transactions occurring between the Company and its related parties;

No	Amendments to Original Article	Amended Article
		(4) Other matters that may have a material impact on the financial position of the Company, including securities issuance, merger, division, spin-off, provision for impairment on assets, write-off of assets and other matters. When the Company conducts a size test for the above-mentioned matters, in case that it reaches the threshold for submission to the general meeting for consideration as stipulated by any rule, it must be submitted to the general meeting for consideration; in case that it reaches the threshold for timely disclosure as stipulated by any rule, it must be submitted to the board of directors for consideration; as for matters that do not reach the threshold for consideration by the board of directors, such matters shall be approved by the chairman of the board, directors, the president and other relevant parties which shall be stipulated in the Company's internal management systems. Where the application of the principle of cumulative calculation regarding the securities regulatory rules of the places where the shares are listed is required, the Company shall also perform corresponding calculations as required to determine the approval procedures by the general meeting, the board of directors, etc.

No	Amendments to Original Article	Amended Article
88.	Article 12 of the Rules of Procedure for the General Meetings ~~(1) The~~ **The authority and authorization pertaining to i**~~I~~nvestment: ~~(i) The shareholders' general meetings shall examine and approve medium and long-term investment plans and annual investment plans of the Company. The board of directors is authorized to make adjustments of not more than 15% of the amount of the capital expenditure for the current year as approved at the shareholders' general meeting.~~ Article 7 of the Rules of Procedure for the Board Meetings ~~The chairman of the board of directors is authorised to make adjustments of not more than of not more than 8% of the amount of the capital expenditure for the current year as approved at the shareholders' general meeting.~~ Article 12 of the Rules of Procedure for the General Meetings ~~(ii)~~ Individual project investments (including but not limited to exploration and development, fixed assets, external shareholdings) shall be considered and approved at the general meeting if the investment amounts are more than 5% of the latest audited net asset**s** ~~value~~ of the Company. The board of directors is authorized to consider and approve projects if the investment amount is not more than 5% of the latest audited net asset**s** ~~value~~ of the Company. Article 7 of the Rules of Procedure for the Board Meetings ~~The Chairman of the board of directors is authorised to examine and approve projects if the investment amount is not more than 3% of the latest audited net asset value of the Company~~ **If the investment amount is not more than 1% of the latest audited net assets of the Company, such individual projects shall be approved by the chairman of the board, directors, the president and other relevant parties which shall be stipulated in the Company's internal management systems.**	**Article 47** The authority and authorization pertaining to investment: Individual project investments (including but not limited to exploration and development, fixed assets, external shareholdings) shall be considered and approved at the general meeting if the investment amounts are more than 5% of the latest audited net assets of the Company. The board of directors is authorized to consider and approve projects if the investment amount is not more than 5% of the latest audited net assets of the Company. If the investment amount is not more than 1% of the latest audited net assets of the Company, such individual projects shall be approved by the chairman of the board, directors, the president and other relevant parties which shall be stipulated in the Company's internal management systems.

No	Amendments to Original Article	Amended Article
89.	Article 12 of the Rules of Procedure for the General Meetings ~~(iii)~~ Where the Company uses its own assets to make risky investment in areas not related to the business of the Company (including but not limited to bonds~~, futures,~~ **and** shares), risky investments shall be considered and approved by the general meeting if the amount of investment is more than 1% of the latest audited net asset**s** ~~value~~ of the Company. The board of directors is authorized to consider and approve projects if the investment amount is not more than 1% of the latest audited net asset**s** ~~value~~ of the Company. Article 7 of the Rules of Procedure for the Board Meetings ~~The chairman of the board of directors is authorised to examine and approve projects i~~If the investment amount is not more than 0.5% of the latest audited net asset**s** ~~value~~ of the Company~~.~~**, such projects shall be approved by the chairman of the board, directors, the president and other relevant parties which shall be stipulated in the Company's internal management systems.**	**Article 48** Where the Company uses its own assets to make risky investment in areas not related to the business of the Company (including but not limited to bonds and shares), risky investments shall be considered and approved by the general meeting if the amount of investment is more than 1% of the latest audited net assets of the Company. The board of directors is authorized to consider and approve projects if the investment amount is not more than 1% of the latest audited net assets of the Company. If the investment amount is not more than 0.5% of the latest audited net assets of the Company, such projects shall be approved by the chairman of the board, directors, the president and other relevant parties which shall be stipulated in the Company's internal management systems.

No	Amendments to Original Article	Amended Article
90.	Article 59 The below external guarantee acts shall be considered and approved by the general meeting~~.~~**:** (1) any guarantee after the total external guarantee amount of the Company and its controlling subsidiaries has ~~reaches or~~ exceeded 50% of the latest audited net assets; (2) any guarantee after the total external guarantee amount of the Company **and its controlling subsidiaries** has ~~reached or~~ exceeded 30% of the latest audited total assets; **(3) any guarantee after the aggregated amount over 12 consecutive months has exceeded 30% of the latest audited total assets of the Company;** ~~(3)~~**(4)** the guarantee provided to the obligor whose debt to asset ratio exceeds 70%; ~~(4)~~**(5)** the single guarantee amount exceeds 5% of the latest audited net assets; ~~(5)~~**(6)** the guarantee provided to shareholders, the de facto controller(s) and its/their related persons; ~~(6)~~**(7)** any other external guarantee regulated by ~~laws, administrative regulations, rules of competent authorities and regulatory rules of the listing place~~ **the Relevant Regulatory Rules**. **The directors and senior management of the Company shall not sign external guarantee contracts on behalf of the Company in violation of the approval authority and consideration procedures. If a director or senior management of the Company signs an external guarantee contract beyond his/her authority, causing damage to the Company, the Company shall pursue the legal liability of the relevant responsible persons.**	**Article 49** The below external guarantee acts shall be considered and approved by the general meeting: (1) any guarantee after the total external guarantee amount of the Company and its controlling subsidiaries has exceeded 50% of the latest audited net assets; (2) any guarantee after the total external guarantee amount of the Company and its controlling subsidiaries has exceeded 30% of the latest audited total assets; (3) any guarantee after the aggregated amount over 12 consecutive months has exceeded 30% of the latest audited total assets of the Company; (4) the guarantee provided to the obligor whose debt to asset ratio exceeds 70%; (5) the single guarantee amount exceeds 5% of the latest audited net assets; (6) the guarantee provided to shareholders, de facto controller(s) and its/their related persons; (7) any other external guarantee regulated by the Relevant Regulatory Rules. The directors and senior management of the Company shall not sign external guarantee contracts on behalf of the Company in violation of the approval authority and consideration procedures. If a director or senior management of the Company signs an external guarantee contract beyond his/her authority, causing damage to the Company, the Company shall pursue the legal liability of the relevant responsible persons.

No	Amendments to Original Article	Amended Article
91.	*New article.*	**Article 50** The authority and authorization pertaining to external donations: The general meeting shall decide on external donations which the amount of a single donation exceeds 0.1% of the latest audited net assets of the Company; as for the total amount of external donation expenditures in the current year, it shall be calculated by a size test stipulated by the securities regulatory rules of the places where the Company's shares are listed, and if it reaches the threshold for general meeting's approval, it shall be considered and approved by the general meeting. The board of directors is authorized to decide on external donations which the amount of a single donation exceeds RMB100 million but does not exceed 0.1% of the latest audited net assets of the Company; as for the total amount of external donation expenditures in the current year, it shall be calculated by a size test stipulated by the securities regulatory rules of the places where the Company's shares are listed, and if it reaches the announcement threshold, it shall be considered and approved by the board of directors. For external donations where the amount of a single donation does not exceed RMB100 million, and where the total amount of external donation expenditures in the current year does not reach the announcement threshold, such donations shall be approved by the chairman of the board, directors, president and other relevant parties which shall be stipulated in the Company's internal management systems.

No	Amendments to Original Article	Amended Article
92.	Article 61 **Provided that the Company is in a crisis or other exceptional circumstances, and** ~~U~~**u**nless ~~prior~~ approval in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors~~, supervisors,~~ **and** senior management pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.	**Article 51** Provided that the Company is in a crisis or other exceptional circumstances, and unless approval in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors and senior management pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.
93.	Article 62 General meetings are classified as annual general meetings ~~("AGM")~~ or extraordinary general meetings. ~~Unless otherwise provided in these Articles of Association and its appendices and the Rules and Procedures for the Shareholders' General Meetings, shareholders' general meetings shall be convened by the board of directors.~~	**Article 52** General meetings are classified as annual general meetings or extraordinary general meetings. The Company shall formulate the Rules of Procedure for the General Meetings, which specify the procedures for convening, holding, and voting at general meetings. The Rules of Procedure for the General Meetings is an integral appendix of and has the same legal effect as these Articles of Association, which shall be formulated by the board of directors and approved by the general meetings.
94.	Third paragraph of Article 57 **The Company shall formulate the Rules of Procedure for the General Meetings, which specify the procedures for convening, holding, and voting at general meetings.** The Rules of Procedure for the General Meetings is an integral appendix of and has the same legal effect as these Articles of Association, which shall be formulated by the board of directors and approved by the general meetings.	

No	Amendments to Original Article	Amended Article
95.	Article 63 Annual general meetings are held once every year and within 6 months from the end of the preceding accounting year. ~~At least the following matters should be resolved in an AGM:~~ ~~(1) examination of the board of directors' annual report;~~ ~~(2) examination of the supervisory committee's annual report;~~ ~~(3) examination of the Company's profit distribution proposal;~~ ~~(4) examination of the Company's audited final budgets for the preceding year;~~ ~~(5) engagement, removal or non-renewal of the appointment of the accounting firm by the Company and determination of the remuneration of the accounting firm so engaged.~~ ~~Matters to be considered in an AGM including but without limitation to the above matters, and any matter that could be considered in a general meeting may be considered in an AGM.~~ **At the annual general meeting, the board of directors shall report its work for the preceding year and submit the annual financial report. Each independent director shall also present a work report, setting out the situation of the performance of his/her duties.**	**Article 53** Annual general meetings are held once every year and within 6 months from the end of the preceding accounting year. At the annual general meeting, the board of directors shall report its work for the preceding year and submit the annual financial report. Each independent director shall also present a work report, setting out the situation of the performance of his/her duties.

No	Amendments to Original Article	Amended Article
96.	Article 64 The board of directors shall hold an extraordinary general meeting within 2 months after the occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or ~~two-thirds~~**2/3** of the number specified in these Articles of Association ~~and its appendices~~; (2) where the unrecovered losses of the Company amount to ~~one-third~~**1/3** of the total amount of its ~~actually received~~ share capital; (3) where shareholder(s) who individually or jointly hold 10% ~~(including 10%)~~ **or more** of the Company's issued voting shares **(calculated based on the number of shares held as at the date of the written request submitted by the shareholder(s))** request(s) for the holding of an extraordinary general meeting; (4) whenever the board of directors deems necessary~~ or the supervisory committee so requests~~; (5) **when the audit committee proposed to hold an extraordinary general meeting;** **(6)** other circumstances provided by ~~laws, administrative regulations, regulations from competent authorities and these Articles of Association and its appendices~~**the Relevant Regulatory Rules.** ~~The shareholdings referred to in item (3) above shall be calculated on the basis of number of shares held as at the date of written request of the shareholders.~~	**Article 54** The board of directors shall hold an extraordinary general meeting within 2 months after the occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or 2/3 of the number specified in these Articles of Association; (2) where the unrecovered losses of the Company amount to 1/3 of the total amount of its share capital; (3) where shareholder(s) who individually or jointly hold 10% or more of the Company's issued voting shares (calculated based on the number of shares held as at the date of the written request submitted by the shareholder(s)) request(s) for the holding of an extraordinary general meeting; (4) whenever the board of directors deems necessary; (5) when the audit committee proposed to hold an extraordinary general meeting; (6) other circumstances provided by the Relevant Regulatory Rules.

No	Amendments to Original Article	Amended Article
97.	Article 70 of the Rules of Procedure for the General Meetings In respect of holding of the general meeting, the Company shall retain ~~(a) PRC~~ legal adviser(s) to ~~attend the shareholders' general meeting in accordance with law to enable him (them) to~~ give legal opinions on the following matters, and shall publish these legal opinions together: (1) whether the procedures for convening and holding the ~~shareholders' general~~ meeting comply with the ~~r~~**R**elevant **Regulatory Rules** ~~laws~~ and ~~administrative regulations as well as~~ these Articles of Association ~~and these Rules~~; (2) **whether** ~~the legality and validity of~~ the eligibility of the participants and convener of the meeting **is lawful and valid**; (3) whether the voting procedures and results of the ~~shareholders' general~~ meeting are lawful and valid; (4) the issue of any legal advice on any other matters requested by the Company.	**Article 55** In respect of holding of the general meeting, the Company shall retain legal adviser(s) to give legal opinions on the following matters, and shall publish these legal opinions together: (1) whether the procedures for convening and holding the meeting comply with the Relevant Regulatory Rules and these Articles of Association; (2) whether the eligibility of the participants and convener of the meeting is lawful and valid; (3) whether the voting procedures and results of the meeting are lawful and valid; (4) the issue of any legal advice on any other matters requested by the Company.
98.	~~Article 65 The place for convention of the shareholders' general meeting shall be: city where the Company's registered address is or any other place designated by the board of directors. The shareholders' general meeting shall prepare the meeting place and be convened in the form of on-site meeting. The Company could also provide Internet or other means for the convenient attendance of the shareholders, and clearly state the voting time, procedures and the means to identify the shareholders in the notice of the shareholders' general meeting if the Internet or other means is adopted as voting method. Such shareholders as attend the meeting by the aforesaid means shall be deemed presence.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*

No	Amendments to Original Article	Amended Article
99.	~~Article 66 Any request for the board of directors to hold an AGM or class meeting made by the supervisory committee or shareholders who individually or jointly hold 10% of the Company's voting shares entitling them to vote in that proposed meeting shall be dealt with according to the provisions of the Rules and Procedures for the Shareholders' General Meetings.~~ ~~If a meeting is lawfully convened by the shareholders themselves where the board of directors has not given the required consent under the Rules and Procedures for the Shareholders' General Meetings to the same, the reasonable expenses thus incurred shall be borne by the Company and paid out of the money payable by the Company to the negligent director(s).~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*
100.	~~Article 67 When the Company convenes a shareholders' general meeting, a notice of the meeting shall be given forty- five (45) days (including the date of the meeting) before the date of the meeting. The contents, form and issuing procedures of the notice shall comply with the requirements of the Rules and Procedures for the Shareholders' General Meetings.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*

No	Amendments to Original Article	Amended Article
101.	Article 68 All shareholders or their proxies registered on the share registration date shall have the right to attend the general meeting and vote in accordance with the ~~relevant~~ **Relevant Regulatory** ~~laws, r~~**R**ules and these Articles of Association ~~and its appendices~~. Any shareholder who is entitled to attend and vote at a general meeting may attend the general meeting in person, or appoint ~~one (1) or more persons~~ **a proxy** (whether such person is a shareholder or not) ~~as his proxy or proxies~~ to attend ~~and vote~~ on his/her/its behalf **and exercise voting rights within the authorized scope**, and a proxy so appointed shall be entitled to exercise the ~~following~~ rights **to speak and vote** pursuant to the proxy from that shareholder~~:~~**.** ~~(1) the shareholders' right to speak at the meeting;~~ ~~(2) the right to demand or join in demanding a poll;~~ ~~(3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll.~~ ~~If the said shareholder is a Recognized Clearing House), the shareholder may authorize one or more suitable person to act as its representative at any shareholders' general meeting or any kinds of shareholders' general meeting; however,~~ **The clearing company designated under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited shall have the right to appoint a proxy to attend the general meeting, and to speak and vote at the meeting;** if one or more persons are authorized, the proxy form shall clearly indicate the authorized number and types of the shares. ~~The persons after such authorization may represent the recognized clearing house (or its "proxy") to exercise the rights, as if they were the individual shareholders of the Company.~~	**Article 56** All shareholders or their proxies registered on the share registration date shall have the right to attend the general meeting and vote in accordance with the Relevant Regulatory Rules and these Articles of Association. Any shareholder who is entitled to attend and vote at a general meeting may attend the general meeting in person, or appoint a proxy (whether such person is a shareholder or not) to attend on his/her/its behalf and exercise voting rights within the authorized scope, and a proxy so appointed shall be entitled to exercise the rights to speak and vote pursuant to the proxy from that shareholder. The clearing company designated under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited shall have the right to appoint a proxy to attend the general meeting, and to speak and vote at the meeting; if one or more persons are authorized, the proxy form shall clearly indicate the authorized number and types of the shares.

No	Amendments to Original Article	Amended Article
102.	~~Article 69 The instrument appointing a proxy to attend the general meeting shall be in writing clearly indicating the number of shares of the appointor represented by the proxy and shall be under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal person, either under seal or under the hand of a director or a duly authorized attorney. If several proxies are appointed, such written instrument shall clearly indicate the number of shares of the appointor represented by each proxy. The remaining contents and form of the instrument shall comply with the requirements of the Rules and Procedures for the Shareholders' General Meetings.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*
103.	~~Article 70 Any form given to a shareholder by the directors for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favour of or against the motions, such instructions being given in respect of each individual matter to be voted on at the meeting. Such a form shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks fit.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*
104.	~~Article 71 A vote made in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of such matters before the commencement of the relevant meeting.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*

No	Amendments to Original Article	Amended Article
105.	~~Article 73 Where the shareholders' general meeting is consideration the connected transactions, the shareholders who are connected persons shall not participate in the vote, and the number of its represented stock shall not be calculated in the total number of valid votes; the announcement of the shareholders' general meeting shall fully reveal the vote of the shareholders who are not connected persons.~~ ~~If any shareholder are required to abstain from voting or may only vote for or against a matter according to the Rules Governing the Listing of Securities of the Hong Kong Stock Exchange Limited, any vote by such shareholder or his proxy in violation of the relevant rules or restrictions referred to above shall not be counted in the voting results.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*
106.	~~Article 74 A shareholder (including a proxy), when voting at a shareholders' general meeting, may exercise such voting rights as are attached to the number of voting shares which he represents except when the accumulated voting system under Article 103 hereof regarding election of directors is adopted in which case one (1) vote is attached to each share. Please refer to the Rules and Procedures for the Shareholders' General Meetings for the implementation of the accumulated voting system.~~ ~~Shares of the Company held by the Company shall not enjoy voting rights and shall not be calculated in the total number of shares with voting rights held by the present shareholders.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*

No	Amendments to Original Article	Amended Article
107.	~~Article 75 At any shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll is demanded or otherwise required by the listing rules of the stock exchanges on which the Company's shares are listed:~~ ~~(1) by the chairman of the meeting;~~ ~~(2) by at least two (2) shareholders present in person or by proxy entitled to vote thereat;~~ ~~(3) by one (1) or more shareholders present in person or by proxy and representing 10 % or more of all shares carrying the right to vote at the meeting singly or in aggregate, before or after a vote is carried out by a show of hands.~~ ~~Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution.~~ ~~The demand for a poll may be withdrawn by the person who demands the same.~~	*Delete this article.*
108.	~~Article 76 A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.~~	*Delete this article.*
109.	~~Article 77 On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes need not cast all his votes in the same way.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
110.	~~Article 78 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall have a casting vote.~~	*Delete this article.*
111.	Article 79 Resolutions of the general meetings shall be classified to ordinary resolutions or special resolutions. **Other than those matters specified in Article 58 of these Articles of Association which shall be approved by a special resolution of the general meeting, all other matters shall be passed by an ordinary resolution of the general meeting.** An ordinary resolution must be passed by votes representing a majority of the voting rights represented by the shareholders (including their proxies) present at the general meeting. A special resolution must be passed by votes representing ~~two-thirds~~**2/3** or more of the voting rights represented by the shareholders (including their proxies) present at the general meeting. The shareholders (including their proxies) attending the meeting shall ~~clearly show approval or objection to every matter to be voted on. As for the unpolled vote or abstention, the Company will not treat it as the vote with voting right when calculating the voting result of this matter.~~**express one of the following opinions on the resolutions submitted for voting: for, against or abstaining (except for resolutions adopting cumulative voting method), except where the securities registration and clearing institution, as the nominee of holders of the shares under the Mainland China-Hong Kong Stock Markets Connect Program (內地與香港股票市場交易互聯互通機制), express in accordance with the intentions of the beneficiary holders. For H shares held by HKSCC Nominees Limited, the number of shares for which it is authorized to vote at the meeting shall be counted as the voting shares represented by it attending the meeting.**	**Article 57** Resolutions of the general meetings shall be classified to ordinary resolutions or special resolutions. Other than those matters specified in Article 58 of these Articles of Association which shall be approved by a special resolution of the general meeting, all other matters shall be passed by an ordinary resolution of the general meeting. An ordinary resolution must be passed by votes representing a majority of the voting rights represented by the shareholders (including their proxies) present at the general meeting. A special resolution must be passed by votes representing 2/3 or more of the voting rights represented by the shareholders (including their proxies) present at the general meeting. The shareholders (including their proxies) attending the meeting shall express one of the following opinions on the resolutions submitted for voting: for, against or abstaining (except for resolutions adopting cumulative voting method), except where the securities registration and clearing institution, as the nominee of the holder of the shares under the Mainland China-Hong Kong Stock Markets Connect Program (內地與香港股票市場交易互聯互通機制), express in accordance with the intentions of the beneficiary holders. For H shares held by HKSCC Nominees Limited, the number of shares for which it is authorized to vote at the meeting shall be counted as the voting shares represented by it attending the meeting.

No	Amendments to Original Article	Amended Article
112.	~~Article 80 The following matters shall be resolved by an ordinary resolution at a general meeting:~~ ~~(1) work reports of the board of directors and the supervisory committee;~~ ~~(2) profit distribution plans and loss recovery plans formulated by the board of directors;~~ ~~(3) appointment and removal of members of the board of directors and supervisors assumed by non- representatives of the employees, their remuneration and manner of payment~~ ~~(4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company;~~ ~~(5) matters other than those which are required by the laws and administrative regulations or by these Articles of Association and its appendices to be adopted by special resolution.~~	*Delete this article.*
113.	Article 81 The following matters shall be resolved by a special resolution at a general meeting: (1) the increase or reduction in **registered** ~~share~~ capital ~~and the issue of shares of any class, warrants and other similar securities~~ **of the Company**; ~~(2) the issue of debentures of the Company;~~ ~~(3)~~**(2)** the **merger (the payment exceeds 10% of the Company's net assets),** division, ~~merger,~~ dissolution, change of corporate form and liquidation of the Company; ~~(4)~~**(3)** amendment to these Articles of Association ~~and its appendices~~;	**Article 58** The following matters shall be resolved by a special resolution at a general meeting: (1) the increase or reduction in registered capital of the Company; (2) the merger (the payment exceeds 10% of the Company's net assets), division, dissolution, change of corporate form and liquidation of the Company; (3) amendment to these Articles of Association;

No	Amendments to Original Article	Amended Article
	~~(5)~~**(4)** where the purchase or sale of major assets or amount of guarantee **provided to others** exceeds 30% of the latest audited total assets of the Company; ~~(6)~~**(5)** stock incentive plans; ~~(7)~~**(6)** any other matters required by ~~laws, administrative regulations~~ **the Relevant Regulatory Rules** or these Articles of Association ~~and its appendices,~~ and those considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolutions.	(4) where the purchase or sale of major assets or amount of guarantee provided to others exceeds 30% of the latest audited total assets of the Company; (5) stock incentive plans; (6) any other matters required by the Relevant Regulatory Rules or these Articles of Association, and those considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolutions.
114.	Article 72 The Company's board of directors, independent directors and shareholders ~~who meet the relevant requirements~~ **holding 1% or more of the voting shares, or investor protection organizations established in accordance with laws, administrative regulations, or the provisions of the CSRC** may collect from other shareholders of the Company the rights to vote in a general meeting. The collection of voting rights shall be without consideration ~~with~~ **and shall not be collected through consideration or disguised consideration. When collecting shareholders' voting rights,** sufficient disclosure of information **including the specific voting intention should be provided** to the shareholders from whom voting rights are being collected. The Company does not set a minimum shareholding limit on the collection of voting rights **except under statutory conditions**.	**Article 59** The Company's board of directors, independent directors and shareholders holding 1% or more of the voting shares, or investor protection organizations established in accordance with laws, administrative regulations, or the provisions of the CSRC may collect from other shareholders of the Company the rights to vote in a general meeting. The collection of voting rights shall be without consideration and shall not be collected through consideration or disguised consideration. When collecting shareholders' voting rights, sufficient disclosure of information including the specific voting intention should be provided to the shareholders from whom voting rights are being collected. The Company does not set a minimum shareholding limit on the collection of voting rights except under statutory conditions.
115.	~~Article 82 The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
116.	~~Article 83 If the chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a shareholders' meeting, he may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*
117.	~~Article 84 If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minutes.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*
118.	~~Article 85 The convener should be responsible for the authenticity, accuracy and completeness of the minutes of meetings. The present directors, supervisors, secretary of the board of directors, the convener or its agent, and the presider shall sign their names in the minutes of the meeting. The contents and form of the records of meeting shall comply with the requirements of the Rules and Procedures for the Shareholders' General Meetings.~~ ~~The minutes of the shareholders' general meetings, together with the shareholders' attendance lists and proxy forms, other valid information in relation to the voting by way of Internet or other means shall be treated as a Company file and kept by the secretary of the board of directors at the Company's place of residence for at least 10 years.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*
119.	~~Article 86 Copies of the minutes of proceedings of any shareholders' meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests for a copy of such minutes from the Company, the Company shall send a copy of such minutes to him within seven (7) days after receipt of reasonable fees therefor.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
120.	Article 87 Where the general meeting passes the resolutions including cash dividend, stock dividend or increase of the share capital by conversion of the capital reserve, the Company shall execute the detailed plan within 2 months after the general meeting. ~~In respect of the aforesaid profit distribution plan, the board of directors of t~~**T**he Company shall complete the distribution of dividend (or shares) within 2 months commencing on the date of the general meeting **after the general meeting approves the resolution on the profit distribution plan, or after the board of directors formulates a specific plan pursuant to the authorization granted at the general meeting**.	**Article 60** Where the general meeting passes the resolutions including cash dividend, stock dividend or increase of the share capital by conversion of the capital reserve, the Company shall execute the detailed plan within 2 months after the general meeting. The Company shall complete the distribution of dividend (or shares) within 2 months commencing on the date of the general meeting after the general meeting approves the resolution on the profit distribution plan, or after the board of directors formulates a specific plan pursuant to the authorization granted at the general meeting.
121.	~~**CHAPTER 9**~~**Section 2 Special Procedures for Voting ~~by a Class of~~ by A shareholders or H Shareholders**	**Section 2 Special Procedures for Voting by A shareholders or H Shareholders**
122.	~~Article 88 Those shareholders who hold different classes of shares are class shareholders.~~ ~~Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and these Articles of Association and its appendices.~~	*Delete this article. The original article originated from the "Mandatory Provisions for the Articles of Association of the Company to be Listed Overseas" (abolished in 2023). According to current domestic laws in China, A shareholders and H shareholders are no longer designated as class shareholders. Therefore, the concept of "class shareholders" in the original article is deleted as it no longer applies. However, the Company will continue to retain the meeting mechanism for A shareholders and H shareholders.*
123.	Article 89 Rights conferred to the holders of ~~any class ("class rights")~~**A shares or H shares** shall not be altered or abrogated unless approved by a special resolution at a general meeting and by holders of ~~shares of that class~~ **A shares or H shares who are affected** at separate A shareholders meeting and H shareholders meeting convened in accordance with Articles ~~91~~**63** to ~~96~~5 hereof. **If changes in Relevant Regulatory Rules or decisions lawfully made by domestic and overseas regulatory authorities result in the alteration or abrogation of the rights conferred to the holders of A shares or H shares, the Company shall fulfill the corresponding procedures in accordance with the Relevant Regulatory Rules.**	**Article 61** Rights conferred to the holders of A shares or H shares shall not be altered or abrogated unless approved by a special resolution at a general meeting and by the holders of A shares or H shares who are affected at separate A shareholders meeting and H shareholders meeting convened in accordance with Articles 63 to 65 hereof. If changes in Relevant Regulatory Rules or decisions lawfully made by domestic and overseas regulatory authorities result in the alteration or abrogation of the rights conferred to the holders of A shares or H shares, the Company shall fulfill the corresponding procedures in accordance with the Relevant Regulatory Rules.

No	Amendments to Original Article	Amended Article
124.	Article 90 The following circumstances shall be deemed to be alteration or abrogation of the rights conferring to the holders of ~~a particular class of shares~~**A shares or H shares** : (1) to increase or decrease the number of shares of that ~~class~~ **type**, or to increase or decrease the number of shares of a ~~class~~ **type** that enjoys equal or greater voting rights, distribution rights, or other privileges than those of the shares of that ~~class~~ **type**; (2) to exchange all or part of the shares of that ~~class~~ **type** for shares of another class or to exchange or to create a right to exchange all or part of the shares of another ~~class~~ **type** for shares of that ~~class~~ **type**; (3) to remove or reduce rights to receive accrued dividends or accumulated dividends attached to shares of that ~~class~~ **type**; (4) to reduce or remove preferential rights attached to shares of that ~~class~~ **type** to receive dividends or to the distribution of assets in the event that the Company is liquidated; (5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that ~~class~~ **type**; (6) to remove or reduce rights to receive payment payable by the Company in specific currencies attached to shares of that ~~class~~ **type**; (7) to create a new ~~class~~ **type** of shares having voting or distribution rights or other rights equal or superior to those of the shares of that ~~class~~ **type**;	**Article 62** The following circumstances shall be deemed to be alteration or abrogation of the rights conferring to the holders of A shares or H shares: (1) to increase or decrease the number of shares of that type, or to increase or decrease the number of shares of a type that enjoys equal or greater voting rights, distribution rights, or other privileges than those of the shares of that type; (2) to exchange all or part of the shares of that type for shares of another type or to exchange or to create a right to exchange all or part of the shares of another type for shares of that type; (3) to remove or reduce rights to receive accrued dividends or accumulated dividends attached to shares of that type; (4) to reduce or remove preferential rights attached to shares of that type to receive dividends or to the distribution of assets in the event that the Company is liquidated; (5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that type; (6) to remove or reduce rights to receive payment payable by the Company in specific currencies attached to shares of that type; (7) to create a new type of shares having voting or distribution rights or other rights equal or superior to those of the shares of that type;

No	Amendments to Original Article	Amended Article
	(8) to restrict the transfer or ownership of shares of that ~~class~~ **type** or to increase the restrictions attaching thereto; (9) to issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that ~~class~~ **type** or another ~~class~~ **type**; (10) to increase the rights or privileges of shares of another ~~class~~ **type**; (11) to restructure the Company in such a way that holders of different **type** of shares bearing disproportionate liabilities; (12) to alter or abrogate the provisions of this ~~Chapter~~**Section**.	(8) to restrict the transfer or ownership of shares of that type or to increase the restrictions attaching thereto; (9) to issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that type or another type; (10) to increase the rights or privileges of shares of another type; (11) to restructure the Company in such a way that holders of different type of shares bearing disproportionate liabilities; (12) to alter or abrogate the provisions of this Section.
125.	Article 91 Affected ~~class~~ **A or H** shareholders, whether or not otherwise having the right to vote at general meetings, have the right to vote at ~~class~~ **A or H shareholders** meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article ~~90~~ **62** hereof, but interested shareholder(s) shall not be entitled to vote at such ~~class~~ meetings. "(An) interested shareholder(s)", as such term is used in the preceding paragraph, means: (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange ~~pursuant to Article 30 hereof~~, an interested shareholder is a "controlling shareholder" within the meaning of ~~Article 55 hereof~~**the Relevant Regulatory Rules**;	**Article 63** Affected A or H shareholders, whether or not otherwise having the right to vote at general meetings, have the right to vote at A or H shareholders meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 62 hereof, but interested shareholder(s) shall not be entitled to vote at such meetings. "(An) interested shareholder(s)", as such term is used in the preceding paragraph, means: (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange, an interested shareholder is a "controlling shareholder" within the meaning of the Relevant Regulatory Rules;

No	Amendments to Original Article	Amended Article
	(2) in the case of a repurchase of shares by an off-market agreement ~~pursuant to Article 30 hereof~~, a holder of the shares to which the proposed agreement relates; (3) in the case of a restructuring of the Company, a shareholder who bears a relatively lower proportion of liabilities than the shareholders of the same ~~class~~ **type** under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that ~~class~~ **type**.	(2) in the case of a repurchase of shares by an off-market agreement, a holder of the shares to which the proposed agreement relates. (3) in the case of a restructuring of the Company, a shareholder who bears a relatively lower proportion of liabilities than the shareholders of the same type under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that type.
126.	Article 92 Resolutions of **A or H shareholders** meetings ~~of a class of shareholders~~ shall be passed by votes representing ~~two-thirds~~**2/3** or more of the voting rights of shareholders ~~of that class~~ attending the relevant meeting who~~, according to Article 91,~~ are entitled to vote thereat.	**Article 64** Resolutions of A or H shareholders meetings shall be passed by votes representing 2/3 or more of the voting rights of shareholders attending the relevant meeting who are entitled to vote thereat.
127.	~~Article 93 A written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five (45) days before the date of the class meeting (not including the date of meeting). Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty (20) days before the date of the class meeting.~~ ~~If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*

No	Amendments to Original Article	Amended Article
128.	~~Article 94 Notice of class meetings need only be served on shareholders entitled to vote thereat.~~ ~~Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' general meetings. The provisions of these Articles of Association and its appendices relating to the manner for the conduct of shareholders' general meetings are also applicable to class meetings.~~	*Relevant contents are incorporated into the Rules of Procedure for the General Meetings and amended and refined.*
129.	Article 95 ~~Apart from the holders of other classes of shares, the holders of the A Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares.~~ ~~The special procedures for approval by a class of shareholders shall not apply in the following circumstances:~~ ~~(1) w~~**W**here the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued A shares and ~~Overseas-Listed Foreign-Invested~~ **H** shares~~;~~ ~~or~~**, and the special voting procedures for A shares or H shares shall not apply.** ~~(2) where the Company's plan to issue A Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities regulatory organ of the State Council.~~	**Article 65** Where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued A shares and H shares, and the special voting procedures for A shares or H shares shall not apply.

No	Amendments to Original Article	Amended Article
130.	**CHAPTER ~~10~~6 BOARD OF DIRECTORS**	**CHAPTER 6 BOARD OF DIRECTORS**
131.	*New Section.*	**Section 1 General Provisions**
132.	*New Article.*	**Article 66** The Company shall have a board of directors, and the number and composition of its members shall comply with the requirements of the Relevant Regulatory Rules. Members of the board of directors shall possess the knowledge, skills and qualities required to perform their duties, have a reasonable professional structure, and comply with diversity policies. Directors shall ensure that they have sufficient time and energy to perform their duties.
133.	Article 97 The board of directors shall consist of 9 to 15 directors and there shall be 1 chairman of the board and can be 1 ~~to 2~~ vice chairme**a**n of the board. **The board of directors of the Company shall consist of at least 1/3 independent directors, with a minimum of 3 members, including at least 1 accounting or financial management professional who meets the requirements under the Relevant Regulatory Rule (the "accounting professional").** **The board of directors shall also include at least 1 employee representative.** Directors can also act as senior management, however, the number of directors who also act as senior management **and directors serving as employee representatives** shall not exceed half of the total number of directors.	**Article 67** The board of directors shall consist of 9 to 15 directors and there shall be 1 chairman of the board and can be 1 vice chairman of the board. The board of directors of the Company shall consist of at least 1/3 independent directors, with a minimum of 3 members, including at least 1 accounting or financial management professional who meets the requirements under the Relevant Regulatory Rule (the "accounting professional"). The board of directors shall also include at least 1 employee representative. Directors can also act as senior management, however, the number of directors who also act as senior management and directors serving as employee representatives shall not exceed half of the total number of directors.

No	Amendments to Original Article	Amended Article
134.	Article 96 ~~The Company shall have a board of directors which is accountable to shareholders.~~ The Company shall ~~set forth~~ **formulate** Rules of Procedure for the Board Meetings for implementation after being approved by the shareholders in a general meeting**, to ensure the board of directors operates in a standardized and efficient manner and makes prudent and scientific decisions**. The Rules of Procedure for the Board Meetings shall include ~~the following items:~~ ~~(1) functions and powers and authorizations of the board of directors;~~ ~~(2) establishment of the board of directors and its subordinated offices;~~ ~~(3) secretary of the board of directors;~~ ~~(4) discussion system of a board meeting;~~ ~~(5) discussion procedures of a board meeting;~~ ~~(6) disclosure of information of a board meeting;~~ ~~(7) implementation and feedback of resolutions of a board meeting;~~ ~~(8)~~ **the procedures for holding a board meeting and** other matters deemed necessary by the general meeting. The Rules of Procedure for the Board Meetings is an integral part of and shall have the same legal effect as these Articles of Association.	**Article 68** The Company shall formulate Rules of Procedure for the Board Meetings for implementation after being approved by the shareholders in a general meeting, to ensure the board of directors operates in a standardized and efficient manner and makes prudent and scientific decisions. The Rules of Procedure for the Board Meetings shall include the procedures for holding a board meeting and other matters deemed necessary by the general meeting. The Rules of Procedure for the Board Meetings is an integral part of and shall have the same legal effect as these Articles of Association.

No	Amendments to Original Article	Amended Article
135.	Article 98 Directors ~~of the Company~~ shall be natural persons ~~and they are not required to hold any shares in the Company~~. ~~Directors shall be elected at the shareholders' general meeting and~~**Directors who are not employee representatives shall be elected by the general meeting. Employee representative directors shall be democratically elected and replaced by the Company's employees through the employee representative meeting, employee meeting, or other forms.** ~~e~~**E**ach board of directors has a term of ~~three~~ **3** years. The term of office of a director shall be calculated from the date of their assumption of office until the expiry of the term of the present session of the board of directors **and may be removed from office by the general meeting before the expiration of their term**. At the expiry of the term of office of a director, the term is renewable upon re-election**, while**~~. T~~ **t**he term of office of any independent director may not be renewed for more than 6 years. ~~Newly appointed d~~**D**irectors~~, supervisors~~ **who are not employee representatives** should assume their office immediately after the close of the relevant general meeting, or on the date specified in the resolution of the general meetings **and the term of office for employee representative directors shall be determined in accordance with the service contracts signed between the Company and such directors**. Where the directors fail in timely re-election, the original directors shall, prior to the assumption of the re-elected directors, performs its director duties in accordance with ~~laws, administrative rules, regulations~~ **the Relevant Regulatory Rules** and the provisions of these Articles of Association ~~and its appendices.~~	**Article 69** Directors shall be natural persons. Directors who are not employee representatives shall be elected by the general meeting. Employee representative directors shall be democratically elected and replaced by the Company's employees through the employee representative meeting, employee meeting, or other forms. Each board of directors has a term of 3 years. The term of office of a director shall be calculated from the date of their assumption of office until the expiry of the term of the present session of the board of directors and may be removed from office by the general meeting before the expiration of their term. At the expiry of the term of office of a director, the term is renewable upon re-election, while the term of office of any independent director may not be renewed for more than 6 years. Directors who are not employee representatives should assume their office immediately after the close of the relevant general meeting, or on the date specified in the resolution of the general meetings and the term of office for employee representative directors shall be determined in accordance with the service contracts signed between the Company and such directors. Where the directors fail in timely re-election, the original directors shall, prior to the assumption of the re-elected directors, performs its director duties in accordance with the Relevant Regulatory Rules and the provisions of these Articles of Association.

No	Amendments to Original Article	Amended Article
136.	Article 99 ~~The list of candidates for directors shall be submitted to the shareholders' general meeting~~ **Directors who are not employee representatives shall be nominated by the board of directors, the audit committee, or shareholders individually or collectively holding 1% or more of the Company's total voting shares, and shall be submitted to the general meeting** in the form of proposal for approval. The board of directors should inform the shareholders of the resume and basic profiles of the director candidates by way of announcement. ~~Candidates other than those for independent directors shall be nominated by the board of directors, the supervisory committee or shareholders who individually or jointly hold 3% or more of the Company's voting shares and be elected by the shareholders in a general meeting.~~ ~~Candidates for independent directors of the Company shall be nominated by the Company's board of directors, the supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's voting shares and be elected by the shareholders in a general meeting.~~	**Article 70** Directors who are not employee representatives shall be nominated by the board of directors, the audit committee, or shareholders individually or collectively holding 1% or more of the Company's total voting shares, and shall be submitted to the general meeting in the form of proposal for approval. The board of directors should inform the shareholders of the resume and basic profiles of the director candidates by way of announcement.

No	Amendments to Original Article	Amended Article
137.	Article 100 Independent directors shall be elected in the following manner: (1) the nominator of a candidate for independent director shall seek the consent of the nominee, **and conduct a prudent verification of whether the candidates for independent directors meet the eligibility requirements and qualifications for the position, their ability to perform their duties, and whether there are any circumstances that may affect their independence; and make a written statement and commitment regarding the results of the verification;** find out the occupation, academic qualification, professional title ~~and~~**,** detailed working experience including all part-time jobs **and whether there are any adverse records including major dishonest acts** of the nominee and provide written proofs of the same to the Company before making the nomination. ~~The candidate shall give a written undertaking to the Company agreeing to be nominated, undertaking the truthfulness and completeness of his particulars disclosed and guaranteeing the performance of a director's duties after being elected.~~**The nominator shall not nominate any person with whom he has a conflict of interest or any closely related person who may otherwise affect independent performance of duties as a candidate for independent director;** ~~(2) the nominator of an independent director shall give opinion on the qualification and independence of the nominee to act as an independent director. The nominee shall make an open announcement as to the absence of any relation between the Company and him which would affect his independent and objective judgment.~~	**Article 71** Independent directors shall be elected in the following manner: (1) the nominator of a candidate for independent director shall seek the consent of the nominee, and conduct a prudent verification of whether the candidates for independent directors meet the eligibility requirements and qualifications for the position, their ability to perform their duties, and whether there are any circumstances that may affect their independence; and make a written statement and commitment regarding the results of the verification; find out the occupation, academic qualification, professional title, detailed working experience including all part-time jobs and whether there are any adverse records including major dishonest acts of the nominee and provide written proofs of the same to the Company before making the nomination. The nominator shall not nominate any person with whom he has a conflict of interest or any closely related person who may otherwise affect independent performance of duties as a candidate for independent director; (2) the candidate shall provide a written statement and commitment to the Company, agreeing to be nominated, explaining whether he/she meets the requirements of the Relevant Regulatory Rules regarding the eligibility requirements, qualifications for the position and independence of independent directors, committing to the authenticity, accuracy and completeness of the publicly disclosed information, and guaranteeing the diligent performance of a director's duties after being elected; (3) the nomination committee of the board of directors shall review the qualifications of the nominee, and form a clear review opinion, which shall be submitted to the board of directors for consideration;

No	Amendments to Original Article	Amended Article
	~~(3) if the nomination of candidates for independent directors is made before the Company's convening of a board meeting, the written proofs of the nominee referred to in sub-paragraphs (1) and (2) above shall be disclosed together with the board resolution or the notice of shareholders' general meeting.~~ ~~(4) if the shareholders who individually or jointly hold 3% or more of the Company's total voting shares nominates in a general meeting of the Company according to law the independent directors' candidates, a written notice stating their intention to nominate a candidate for directors and the nominee's consent to be nominated together with the written proofs and undertaking of the nominee referred to in sub-paragraphs (1) and (2) above shall be delivered to the Company not less than ten (10) days before the general meeting, and the period granted by the Company for lodging the above notice and documents by the relevant nominator (such period shall commence from the date after the issue of the notice of the general meeting) shall not be less than ten (10) days~~ **(2) the candidate shall provide a written statement and commitment to the Company, agreeing to be nominated, explaining whether he/she meets the requirements of the Relevant Regulatory Rules regarding the eligibility requirements, qualifications for the position and independence of independent directors, committing to the authenticity, accuracy and completeness of the publicly disclosed information, and guaranteeing the diligent performance of a director's duties after being elected;** **(3) the nomination committee of the board of directors shall review the qualifications of the nominee, and form a clear review opinion, which shall be submitted to the board of directors for consideration;** ~~(5)~~**(4)** ~~when~~ **no later than the time of** issuing notice of general meeting where independent directors are to be elected, the Company shall submit the relevant information of all nominees to the ~~domestic~~ **Shanghai** s**S**tock e**E**xchange ~~on which the Company's shares are listed.~~**;** ~~The written opinions of the board of directors shall also be submitted in case the Company's board has any dispute as to the particulars of the nominee. If the stock exchange on which the Company's shares are listed opposes to the nomination of any nominee, this nominee may not be included as a candidate for independent directors.~~	(4) no later than the time of issuing notice of general meeting where independent directors are to be elected, the Company shall submit the relevant information of all nominees to the Shanghai Stock Exchange. (5) the Company's board of directors, candidates for independent directors, and nominators of independent directors shall truthfully respond to inquiries from the Shanghai Stock Exchange within the stipulated timeframe and promptly supplement relevant materials as required. In holding a general meeting to elect independent directors, the Company's board of directors shall specify if the Shanghai Stock Exchange has any dispute as to the candidates for independent directors. For candidates for independent directors who have been disputed by the Shanghai Stock Exchange, the Company shall not submit them for election at the general meeting. If such candidates have already been submitted for consideration at the general meeting, the relevant resolutions shall be withdrawn.

No	Amendments to Original Article	Amended Article
	(5) the Company's board of directors, candidates for independent directors, and nominators of independent directors shall truthfully respond to inquiries from the Shanghai Stock Exchange within the stipulated timeframe and promptly supplement relevant materials as required. In holding a general meeting to elect independent directors, the Company's board of directors shall specify if the **Shanghai** s**S**tock e**E**xchange ~~on which the Company's shares are listed~~ has any dispute as to the candidates for independent directors. **For candidates for independent directors who have been disputed by the Shanghai Stock Exchange, the Company shall not submit them for election at the general meeting. If such candidates have already been submitted for consideration at the general meeting, the relevant resolutions shall be withdrawn.**	
138.	Article 101 Non-independent directors shall be elected in the following manner **at the general meeting**: (1) before making the nomination, the nominator of a candidate for non-independent director shall seek the consent of the nominee, find out the occupation, academic qualification, professional title and ~~detailed~~ working experience including ~~all~~ part-time jobs of the nominee**, as well as whether there are any related party relationships with the Company's directors, senior management, de facto controller, or shareholders holding 5% or more of the shares, whether the nominee holds shares of the Company and whether there are any circumstances under the Relevant Regulatory Rules that would disqualify the nominee from serving as a director of a listed company** and provide written proofs of the same to the Company~~.~~**;**	**Article 72** Non-independent directors shall be elected in the following manner at the general meeting: (1) before making the nomination, the nominator of a candidate for non-independent director shall seek the consent of the nominee, find out the occupation, academic qualification, professional title and working experience including part-time jobs of the nominee, as well as whether there are any related party relationships with the Company's directors, senior management, de facto controller, or shareholders holding 5% or more of the shares, whether the nominee holds shares of the Company and whether there are any circumstances under the Relevant Regulatory Rules that would disqualify the nominee from serving as a director of a listed company and provide written proofs of the same to the Company;

No	Amendments to Original Article	Amended Article
	(2) The candidate shall provide a written commitment to the Company agreeing to be nominated, committing to the authenticity**,** **accuracy** and completeness of the publicly disclosed information, and guaranteeing the performance of a director's duties after being elected~~. If the nomination of candidates for non-independent directors is made before the Company's convening of a board meeting, the written proofs of the nominee referred to in sub-paragraph (1) above shall be disclosed together with the board resolution or the notice of the shareholders' general meeting.~~**;** ~~(3) If the shareholders who individually or jointly hold 3% or more of the Company's voting shares or nominates in a general meeting of the Company according to law the independent directors' candidates, a written notice stating their intention to nominate a candidate for directors and the nominee's consent to be nominated together with the written proofs and undertaking of the nominee referred to in sub-paragraph (1) above shall be delivered to the Company not less than ten (10) days before the general meeting, and the period granted by the Company for lodging the above notice and documents by the relevant nominator (such period shall commence from the date after the issue of the notice of the general meeting) shall not be less than ten (10) days".~~ **(3) The nomination committee of the board of directors shall review the qualifications of the nominee, and form a clear review opinion, which shall be submitted to the board of directors for consideration.**	(2) The candidate shall provide a written commitment to the Company agreeing to be nominated, committing to the authenticity, accuracy and completeness of the publicly disclosed information, and guaranteeing the performance of a director's duties after being elected; (3) The nomination committee of the board of directors shall review the qualifications of the nominee, and form a clear review opinion, which shall be submitted to the board of directors for consideration.

No	Amendments to Original Article	Amended Article
139.	Article 103 When voting on the election of **2 or more non-independent directors or 2 or more independent** directors ~~and supervisors~~ in a general meeting, ~~cumulative voting system in accordance with the relevant laws and regulations in effect shall be adopted. In the event of inconsistency between the laws and regulations and these Articles of Association and its appendices, the Board of the Directors may decide to adopt an appropriate cumulative voting system subject to laws and decrees.~~ **cumulative voting system shall be adopted, and the voting of non-independent directors and independent directors shall be conducted separately.** **Except for the election of directors by cumulative voting, each director candidate shall be proposed as a separate proposal.** Please refer to the Rules of Procedure for the General Meetings for details of implementation of the accumulative voting system.	**Article 73** When voting on the election of 2 or more non-independent directors or 2 or more independent directors in a general meeting, cumulative voting system shall be adopted, and the voting of non-independent directors and independent directors shall be conducted separately. Except for the election of directors by cumulative voting, each director candidate shall be proposed as a separate resolution. Please refer to the Rules of Procedure for the General Meetings for details of implementation of the accumulative voting system.

No	Amendments to Original Article	Amended Article
140.	Article 104 Provided that the ~~relevant laws and administrative rules~~**Relevant Regulatory Rules** are observed, a director whose term of office has not yet been expired may be removed in a general meeting by way of ordinary resolution~~ (but the right to lodge a claim under a contract is not affected).~~**, which shall come into effect from the date on which such resolution is passed. Where a director is removed from office prior to expiration of his/her term of office without justifiable cause, such director may demand compensation from the Company.** If a director has failed to attend a board meeting personally nor appoint a proxy to attend on his/her behalf on ~~two~~**2** consecutive occasions, it shall be treated as a failure to discharge his/her duties. The board of directors shall propose in a general meeting to remove and replace this director. If an independent director has failed to attend a board meeting personally on ~~three~~**2** consecutive occasions~~, the board of directors shall propose in a shareholders' general meeting to remove and replace this director. Unless in the above circumstances and in circumstances as provided in the Company Law where a person is prohibited from acting as a director, no independent director may be removed before his term of office expires. In case of early removal, the Company shall disclose it by way of special disclosure. If the removed independent director considers that he is removed by the Company improperly, he may make an open declaration.~~ **and does not appoint another independent director to attend on his/her behalf, the board of directors shall propose to hold a general meeting to remove the independent director within 30 days after the occurrence of such facts.**	**Article 74** Provided that the Relevant Regulatory Rules are observed, a director whose term of office has not yet been expired may be removed in a general meeting by way of ordinary resolution, which shall come into effect from the date on which such resolution is passed. Where a director is removed from office prior to expiration of his/her term of office without justifiable cause, such director may demand compensation from the Company. If a director has failed to attend a board meeting personally nor appoint a proxy to attend on his/her behalf on 2 consecutive occasions, it shall be treated as a failure to discharge his/her duties. The board of directors shall propose in a general meeting to remove and replace this director. If an independent director has failed to attend a board meeting personally on 2 consecutive occasions and does not appoint another independent director to attend on his/her behalf, the board of directors shall propose to hold a general meeting to remove the independent director within 30 days after the occurrence of such facts.

No	Amendments to Original Article	Amended Article
141.	Article 105 A director may resign before his/her term of office expires. In resigning his/her duties, a director shall tender a resignation report to the board of directors in writing ~~and the board of directors shall disclose the relevant information within two days~~. **Unless otherwise stipulated by the Relevant Regulatory Rules and these Articles of Association, the resignation shall become effective on the date the Company receives the written resignation report, and the board of directors shall disclose such resignation in accordance with the Relevant Regulatory Rules in timely basis.** **Upon a director's resignation becoming effective or at the expiry of his/her terms office, the director shall complete all handover procedures to the board of directors.**	**Article 75** A director may resign before his/her term of office expires. In resigning his/her duties, a director shall tender a resignation report to the board of directors in writing. Unless otherwise stipulated by the Relevant Regulatory Rules and these Articles of Association, the resignation shall become effective on the date the Company receives the written resignation report, and the board of directors shall disclose such resignation in accordance with the Relevant Regulatory Rules in a timely basis. Upon a director's resignation becoming effective or at the expiry of his/her terms office, the director shall complete all handover procedures to the board of directors.
142.	Article 106 If the resignation of a director causes the board of directors' members of the Company to fall below the minimum number of members to form a quorum, prior to the assumption of the re-elected director~~s~~, the former director~~s~~ shall perform ~~their~~ **his/her** directorship pursuant to ~~laws, administrative rules, regulations~~ **the Relevant Regulatory Rules** and these Articles of Association ~~and its appendices~~. If the resignation of an independent director **would** cause~~s~~ the proportion of independent directors in the board of ~~the Company~~**directors or its special committees** to fall below the ~~minimum~~ requirements ~~of the relevant regulatory authorities~~**stipulated in the Relevant Regulatory Rules and these Articles of Association, or would result in the absence of an accounting professional among the independent directors**, the ~~resignation of this~~ independent director **who intends to resign** shall ~~be effective only after the succeeding independent director has filled his vacancy.~~**continue to perform his/her duties until the date when the new independent director is elected.** ~~Notwithstanding the foregoing, the resignation of the directors shall take effect upon receipt of the resignation notification by the Board of Directors.~~	**Article 76** If the resignation of a director causes the board of directors' members of the Company to fall below the minimum number of members to form a quorum, prior to the assumption of the re-elected director, the former director shall perform his/her directorship pursuant to the Relevant Regulatory Rules and these Articles of Association. If the resignation of an independent director would cause the proportion of independent directors in the board of directors or its special committees to fall below the requirements stipulated in the Relevant Regulatory Rules and these Articles of Association, or would result in the absence of an accounting professional among the independent directors, the independent director who intends to resign shall continue to perform his/her duties until the date when the new independent director is elected.

No	Amendments to Original Article	Amended Article
143.	Paragraph 1 of Article 34 of Rules of Procedure for the Board Meetings Meetings of the board shall be held only if a majority of ~~the~~**all** directors are present. Paragraph 4 of Article 36 of Rules of Procedure for the Board Meetings ~~In reaching resolutions by the board of directors, except the following matters the resolutions of which shall be passed by the consent of more than two-thirds of the directors, the other matters shall be passed by the consent of more than one-half of the directors provided that the external guarantee should also be approved by more than two thirds of the board of directors:~~ ~~(1) to formulate proposals for the credit and financial policies of the Company, the increase or reduction of the registered capital of the Company and the issuance of debentures and securities of any kind (including but without limitation to the debentures of the Company) and the listing or repurchase of the shares of the Company;~~ ~~(2) to formulate plans for significant acquisition or disposal proposals, the merger, division, change of corporate form or dissolution of the Company;~~ ~~(3) to formulate proposals for any amendment to these Articles of Association and its schedules.~~ **Resolutions passed by the board of directors must be approved by a majority of all directors unless otherwise stipulated by the Relevant Regulatory Rules and these Articles of Association.**	**Article 77** Meetings of the board shall be held only if a majority of all directors are present. Resolutions passed by the board of directors must be approved by a majority of all directors unless otherwise stipulated by the Relevant Regulatory Rules and these Articles of Association.

No	Amendments to Original Article	Amended Article
144.	Article 49 of the Rules of Procedure of General Meetings The board of directors of the Company shall explain to the general meeting the non-standardized audit opinion issued by ~~certified public accountant to the Company~~**an accounting firm on the Company's annual financial report** .	**Article 78** The board of directors of the Company shall explain to the general meeting the non-standardized audit opinion issued by an accounting firm on the Company's annual financial report.
145.	Article 110 When making decisions on significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the board of directors should seek advice from the Party organization. When the board of directors appoints the **senior** management ~~personnel~~ of the Company, the Party organization shall consider and provide comments on the candidates for management positions nominated by the board of directors or the president, or recommend candidates to the board of directors and/or the president.	**Article 79** When making decisions on significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the board of directors should seek advice from the Party organization. When the board of directors appoints the senior management of the Company, the Party organization shall consider and provide comments on the candidates for management positions nominated by the board of directors or the president, or recommend candidates to the board of directors and/or the president.
146.	~~Article 111 In respect of approval authority of the board of directors in relation to external investment, purchase or sale of assets, pledge, external guarantee, entrusting financing, connected transaction, the Rules of Procedure for the Board Meetings shall provide with clear rules, the board of directors shall lay down strict procedures to inspect and decide on risks investments in respect of the aforesaid matters. For major investment projects in excess of the approval limit of the board of directors, it shall organize the relevant experts and professional officers to conduct assessment for approval of the shareholders in a general meeting.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
147.	Article 112 The chairman of the board and the vice chairman of the board shall ~~be directors of the Company and~~ be appointed and removed by affirmative vote of a majority of all directors. The term of office of the chairman of the board or the vice chairman of the board shall be 3 years which term is renewable upon re-election.	**Article 80** The chairman of the board and the vice chairman of the board shall be appointed and removed by affirmative vote of a majority of all directors. The term of office of the chairman of the board or the vice chairman of the board shall be 3 years which term is renewable upon re-election.
148.	Article 114 Board meetings shall be held regularly at least 4 times a year. ~~An EGM shall be called for on occurrence of any of the events set out in the Rules of Procedure for the Board Meetings.~~ The ~~calling for~~**procedures for convening, giving notice of, holding and considering and voting at** a board meeting~~, and the contents and form of a notice of meeting~~ shall comply with the requirements of the Rules of Procedure for the Board Meetings.	**Article 81** Board meetings shall be held regularly at least 4 times a year. The procedures for convening, giving notice of, holding and considering and voting at a board meeting shall comply with the requirements of the Rules of Procedure for the Board Meetings.
149.	~~Article 115 Meetings of the board of directors shall be held only if more than half of all the directors (including any alternate director appointed) are present. Each director shall have one (1) vote. Where there is an equality of votes cast both for and against a resolution, the Chairman of the board of directors shall have an additional vote.~~	*Relevant contents are incorporated into the Rules of Procedure for the Board Meetings and amended and refined.*

No	Amendments to Original Article	Amended Article
150.	~~Article 116 Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another director to attend the meeting on his behalf. The power of attorney shall set out the name of the proxy, the subject and scope of authorization and validity of the time limit of the proxy, which shall be signed or officially sealed by the authorizing party.~~ ~~A director appointed as a representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.~~ ~~All expenses incurred by the directors for attending the board meeting shall be borne by the Company, including the traffic expense from the place where the director is located to the place where the meeting is convened, as well as the board and lodging expenses during the term of meeting. The miscellaneous expenses such as the rental of meeting room and the local traffic expenses etc. shall also be borne by the Company.~~	*Relevant contents are incorporated into the Rules of Procedure for the Board Meetings and amended and refined.*
151.	~~Article 117 Apart from meetings on site, interim meetings of the board of directors may take the form of video- teleconference, written communications over the resolutions, or any other methods, provided that directors are ensured to fully express their opinions. In any event, such meetings are in compliance with the Rules of Procedure for the Board Meetings.~~	*Relevant contents are incorporated into the Rules of Procedure for the Board Meetings and amended and refined.*

No	Amendments to Original Article	Amended Article
152.	~~Article 118 Matters determined in a board meeting shall be recorded in Chinese in the form of Records of Meeting. The contents and form of Records of Board Meetings shall comply with the Rules of Procedure for the Board Meetings.~~	*Relevant contents are incorporated into the Rules of Procedure for the Board Meetings and amended and refined.*
153.	~~Article 119 Directors shall be liable for board resolutions. If a board resolution is against the law, administrative rules or these Articles of Association and its appendices and resolutions of the shareholders' general meetings, thus causes the Company to suffer any loss, the directors who participate in voting shall assume the liability to compensate to the Company); directors who are proved to have cast a dissenting vote against the motion during the voting as recorded in the records of meeting shall be exempted from liability.~~	*Delete this article.*
154.	*New section.*	**Section 2 Functions, Powers and Authorization of the Board of Directors**
155.	Article 107 The board of directors shall exercise the following functions and powers: (1) to ~~be responsible for the convening of~~ **convene** the general meetings and to report its work to the shareholders at general meetings; (2) to implement the resolutions passed by the shareholders at general meetings; **(3) to determine the Company's development strategies and five-year development plans;** (~~3~~**4**) to determine the Company's business plans and investment proposals; (~~4~~**5**) to ~~formulate~~ **consider** the Company's annual ~~preliminary and final financial~~ budgets **and annual financial report**;	**Article 82** The board of directors shall exercise the following functions and powers: (1) to convene the general meetings and to report its work to the shareholders at general meetings; (2) to implement the resolutions passed by the shareholders at general meetings; (3) to determine the Company's development strategies and five-year development plans; (4) to determine the Company's business plans and investment proposals; (5) to consider the Company's annual budgets and annual financial report;

No	Amendments to Original Article	Amended Article
	(6) to consider the amendments to accounting policies and changes in accounting estimates initiated by the Company, and material impairment of assets; (~~5~~**7**) to draw up Company's profit distribution proposal and loss offsetting plans; (~~6~~**8**) to draw up proposals for ~~the credit and financial policies of the Company,~~ the increase or reduction of the Company's registered capital ~~and~~**, proposals** for the issue of any type of ~~securities of the Company's (including but without limitation to the Company's debentures)~~ **shares, warrants, bonds convertible into shares of the Company, Company's bonds and other similar securities** and proposals for ~~listing and~~ **the** repurchase of the Company's shares**, and to decide on the aforesaid relevant proposals within the scope stipulated in these Articles of Association or authorized by the general meeting**; (~~7~~**9**) to ~~set forth~~ **draw up** plans for significant acquisition or disposal proposals, the merger, division, change of corporate form or dissolution of the Company**, and to decide on mergers where the consideration paid by the Company does not exceed 10% of the Company's latest audited net assets**; (8**10**) to determine ~~the risks investments of the Company in relation to,~~ **on matters such as** external investment, ~~purchase or sale~~**acquisition or disposal** of assets, ~~pledge, entrusting financing, connected transaction~~ **entrusted or trusted asset management, contracting, leasing, securities investment, waiver of rights, external donations, etc., within the scope of authorization by the general meeting or in accordance with the Relevant Regulatory Rules**;	(6) to consider the amendments to accounting policies and changes in accounting estimates initiated by the Company, and material impairment of assets; (7) to draw up the Company's profit distribution plans and loss offsetting plans; (8) to draw up proposals for the increase or reduction of the Company's registered capital, proposals for the issue of any type of shares, warrants, bonds convertible into shares of the Company, Company's bonds and other similar securities and proposals for the repurchase of the Company's shares, and to decide on the aforesaid relevant proposals within the scope stipulated in these Articles of Association or authorized by the general meeting; (9) to draw up plans for significant acquisition or disposal proposals, the merger, division, change of corporate form or dissolution of the Company, and to decide on mergers where the consideration paid by the Company does not exceed 10% of the Company's latest audited net assets; (10) to determine on matters such as external investment, acquisition or disposal of assets, entrusted or trusted asset management, contracting, leasing, securities investment, waiver of rights, external donations, etc., within the scope of authorization by the general meeting or in accordance with the Relevant Regulatory Rules;

No	Amendments to Original Article	Amended Article
	(~~9~~**11**) to consider **matters such as** external guarantees**, financial assistance and derivatives** of the Company in accordance with ~~laws~~ **the Relevant Regulatory Rules** and the provisions of ~~the~~ **these** Articles of Association ~~and its appendices~~;	(11) to consider matters such as external guarantees, financial assistance and derivatives of the Company in accordance with the Relevant Regulatory Rules and the provisions of these Articles of Association;
	(~~10~~**12**) to decide on the Company's internal management department structure;	(12) to decide on the Company's internal management department structure;
	(~~11~~**13**) to appoint or remove the Company's president and to appoint or remove senior vice president, the vice president ~~and~~ **,** chief financial officer **and other senior management** of the Company according to the nomination of the president, to appoint or remove the secretary to the board and to decide on their remuneration**, rewards and punishments**;	(13) to appoint or remove the Company's president and to appoint or remove senior vice president, the vice president, chief financial officer and other senior management of the Company according to the nomination of the president, to appoint or remove the secretary to the board and to decide on their remuneration, rewards and punishments;
	(~~12~~**14**) to appoint or replace the members of the board of directors ~~and the supervisory committee~~ of its wholly-owned subsidiaries, appoint, replace or recommend the shareholders' proxies, directors (candidates) and supervisors (candidates**, if any**) of its subsidiaries or the company in which the Company holds equity interest;	(14) to appoint or replace the members of the board of directors of its wholly-owned subsidiaries, appoint, replace or recommend the shareholders' proxies, directors (candidates) and supervisors (candidates, if any) of its subsidiaries or the company in which the Company holds equity interest;
	(~~13~~**15**) to determine the establishment of Company's branches;	(15) to determine the establishment of Company's branches;
	(~~14~~**16**) to draw up proposals for any amendment of these Articles of Association ~~and its appendices~~;	(16) to draw up proposals for any amendment of these Articles of Association;
	(~~15~~**17**) to formulate the Company's basic management system;	(17) to formulate the Company's basic management system;
	(~~16~~**18**) to manage the disclosure of information of the Company;	(18) to manage the disclosure of information of the Company;
	(~~17~~**19**) to propose to general meeting to engage or change the accounting firm which undertakes **annual** auditing work of the Company;	(19) to propose to general meeting to engage or change the accounting firm which undertakes annual auditing work of the Company;

No	Amendments to Original Article	Amended Article
	(~~18~~**20**) to listen to the president's work report and review the president's work; (~~19~~**21**) to determine important matters and administrative matters of the Company other than those which should be determined by resolution of a general meeting of the Company ~~except for the matters~~ as specified by ~~law, administrative rules, regulations of the competent department(s)~~ **the Relevant Regulatory Rules** and these Articles of Association ~~and its appendices,~~ and to sign other important agreements; (~~20~~**22**) to exercise any other powers stipulated by ~~laws, administrative rules, regulations of the competent department(s)~~ **the Relevant Regulatory Rules** or these Articles of Association ~~and its appendices~~ and conferred by the shareholders in a general meeting. ~~Other than the board of directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (14) of this Article which shall be passed by the affirmative vote of more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of over half of the directors ((9) should be approved by more than two-thirds of the directors attending the meeting.)~~	(20) to listen to the president's work report and review the president's work; (21) to determine important matters and administrative matters of the Company other than those which should be determined by resolution of a general meeting of the Company as specified by the Relevant Regulatory Rules and these Articles of Association, and to sign other important agreements; (22) to exercise any other powers stipulated by the Relevant Regulatory Rules or these Articles of Association and conferred by the shareholders in a general meeting.

No	Amendments to Original Article	Amended Article
156.	Article 9 of Rules of Procedure for the Board Meetings The authority and authorization on debt liabilities shall include the following: ~~(1)~~ The board of directors shall consider and approve **the financing plan arrangements** ~~the amount of the long-term loans~~ for the current year ~~according to the annual investment plan as approved by the shareholders' general meeting. The chairman of the board of directors is authorised to make adjustments of not more than 10% of the total amount of the long-term loans for the current year as approved by the board of directors. Within the total amount of the long-term loans as approved by the board of directors, the chairman of the board of directors is authorised to approve and sign the contract for every single long-term loan for the amount exceeding RMB1 billion, and the president is authorised to approve and sign the contract for every single long-term loan for the amount not exceeding RMB1 billion~~ **The approval authority for specific financing matters (excluding corporate bonds and other matters that are required to be approved by the general meeting under the Relevant Regulatory Rules) shall be exercised by the chairman of the board, directors, the president, and other relevant parties, which shall be stipulated in the Company's internal management systems.** ~~(2) Within the total amount of the working capital loans for the current year as approved by the board of directors, the Chairman of the board of directors is authorised to sign the overall short-term loan facility contracts for raising working capitals required by the operation and management of the Company according to the demand of the Company.~~	**Article 83** The authority and authorization on debt liabilities shall include the following: The board of directors shall consider and approve the financing plan arrangements for the current year. The approval authority for specific financing matters (excluding corporate bonds and other matters that are required to be approved by the general meeting under the Relevant Regulatory Rules) shall be exercised by the chairman of the board, directors, the president, and other relevant parties, which shall be stipulated in the Company's internal management systems.

No	Amendments to Original Article	Amended Article
157.	Article 108 The ~~above functions and~~ **statutory** powers of board ~~meetings may be authorized to one or more directors upon the agreement of all directors,~~ **of directors shall be exercised collectively by the board of directors and shall not be delegated to others, nor shall they be altered or deprived by resolutions of the general meeting. For powers other than the statutory powers of the board of directors, they may be authorized by the board of directors to the chairman of board, one or more other directors, the president, the chief financial officer, or other relevant parties,** but matters concerning material interests of the Company shall be determined by the board of directors collectively. The authorization of the board of directors shall be clear and specific.	**Article 84** The statutory powers of board of directors shall be exercised collectively by the board of directors and shall not be delegated to others, nor shall they be altered or deprived by resolutions of the general meeting. For powers other than the statutory powers of the board of directors, they may be authorized by the board of directors to the chairman of the board, one or more other directors, the president, the chief financial officer, or other relevant parties, but matters concerning material interests of the Company shall be determined by the board of directors collectively. The authorization of the board of directors shall be clear and specific.
158.	Article 10 of Rules of Procedure for the Board Meetings **The board of directors shall establish strict review and decision-making procedures for matters on authorization of the Company.** If~~, when applying the relevant standards as set out above, the approving offices of any investment, asset disposal and debts matters as referred to above include the board of directors, chairman of the board of directors and/or president, such matters shall be submitted to the approving offices of the highest level for approval.~~ **the approval hierarchy for a relevant matter simultaneously includes the general meeting, the board of directors, the chairman of the board and/or the president, it shall be approved by the highest approval level involved.** ~~If the above investment, asset disposal and loan matters constitute connected transactions according to the regulatory stipulations of the places where the Company is listed, the relevant matters shall be dealt with according to the relevant stipulations.~~	**Article 85** The board of directors shall establish strict review and decision-making procedures for matters on authorization of the Company. If the approval hierarchy for a relevant matter simultaneously includes the general meeting, the board of directors, the chairman of the board and/or the president, it shall be approved by the highest approval level involved.

No	Amendments to Original Article	Amended Article
159.	Article 4 of Rules of Procedure for the Board Meetings ~~The necessary conditions for the board of directors to perform its duties shall include the following:~~ The president shall provide the directors with necessary information and data, enabling the board of directors to make scientific, ~~immediate~~**efficient** and prudent decisions. A director may require the president or, through the president, require the relevant departments of the Company to provide information and explanations which are necessary for him/her to make scientific, ~~immediate~~**efficient** and prudent decisions. ~~Where the independent directors think necessary, they may engage (an) independent institution(s) to provide independent opinions to be relied upon by them in making decisions. The fees incurred in the engagement of such (an) independent institution(s) shall be borne by the Company.~~	**Article 86** The president shall provide the directors with necessary information and data, enabling the board of directors to make scientific, efficient and prudent decisions. A director may require the president or, through the president, require the relevant departments of the Company to provide information and explanations which are necessary for him/her to make scientific, efficient and prudent decisions.
160.	Article 113 The chairman of the board shall exercise the following functions and powers: (1) to preside over general meetings and to convene and preside over the board meetings; (2) to co-ordinate and perform the responsibilities of the board of directors**, supervise** and review on the implementation of resolutions passed by the board of directors at the board meetings; (3) ~~to sign the certificates of shares, debentures and other valuable securities issued by the Company~~**to exercise the powers of the legal representative**;	**Article 87** The chairman of the board shall exercise the following functions and powers: (1) to preside over general meetings and to convene and preside over the board meetings; (2) to co-ordinate and perform the responsibilities of the board of directors, supervise and review the implementation of resolutions passed by the board of directors at the board meetings; (3) to exercise the powers of the legal representative;

No	Amendments to Original Article	Amended Article
	(4) to sign **the certificates of shares of the Company,** important documents of the board**,** and other documents which should be signed by the Company's legal representative; ~~(5) to exercise the functions and powers of a legal representative;~~ (~~6~~**5**) to exercise the special right to deal with the Company's affairs during emergency such as the occurrence of natural disasters, where it is lawful and in the interest of the Company, and to report to the Company's board of directors and general meetings thereafter; (~~7~~**6**) to exercise other powers conferred by **the general meetings and** the board of directors. The vice chairman of the board shall assist the chairman of the board with his/her work. Whenever the chairman of the board is unable to or fails to exercise his/her powers, the vice chairman of the board shall perform the duties ~~(if the Company has two or more vice chairman of the board, the vice chairman voted by more than one half of the directors shall perform the duties)~~; where the vice chairman of the board is unable to or fails to fulfill his/her duties, a director shall be elected by ~~half~~**a majority** of the total members of the board of directors to perform the duties.	(4) to sign the certificates of shares of the Company, important documents of the board, and other documents which should be signed by the Company's legal representative; (5) to exercise the special right to deal with the Company's affairs during emergency such as the occurrence of natural disasters, where it is lawful and in the interest of the Company, and to report to the Company's board of directors and the general meetings thereafter; (6) to exercise other powers conferred by the general meetings and the board of directors. The vice chairman of the board shall assist the chairman of the board with his/her work. Whenever the chairman of the board is unable to or fails to exercise his/her powers, the vice chairman of the board shall perform the duties; where the vice chairman of the board is unable to or fails to fulfill his/her duties, a director shall be elected by a majority of the total members of the board of directors to perform the duties.
161.	Article 11 of Rules of Procedure for the Board Meetings ~~Powers and authorization to decide on organization and personnel matters~~ The board of directors authorizes the chairman of the board to determine the following matters: (1) ~~internal management structure of the Company; (2)~~ the establishment of branches by the Company; (~~3~~**2**) to appoint or change the members of the board of directors ~~and the members of the supervisory committee~~ of the wholly-owned subsidiaries of the Company; ~~and~~ (**43**) to appoint, replace or recommend the shareholders' representatives, directors (candidates) and supervisors (candidates**, if any**) of the subsidiaries which are controlled or invested by the Company**; (4) other matters decided by the chairman of the board as authorized by the board of directors**.	**Article 88** The board of directors authorizes the chairman of the board to determine the following matters: (1) the establishment of branches by the Company; (2) to appoint or change the members of the board of directors of the wholly-owned subsidiaries of the Company; (3) to appoint, replace or recommend the shareholders' representatives, directors (candidates) and supervisors (candidates, if any) of the subsidiaries which are controlled or invested by the Company; (4) other matters decided by the chairman of the board as authorized by the board of directors.

No	Amendments to Original Article	Amended Article
162.	*New section.*	**Section 3 Independent Directors**
163.	*New article.*	**Article 89** Independent directors shall earnestly perform their duties in accordance with the provisions of the Relevant Regulatory Rules and these Articles of Association, by playing a role in participation in decision-making, supervision checks and balances, and professional consultation in the board of directors, safeguarding the overall interests of the Company and protecting the legitimate rights and interests of minority shareholders.
164.	*New article.*	**Article 90** As members of the board of directors, independent directors shall owe duties of loyalty and diligence to the Company and all shareholders, and shall prudently perform the following duties: (1) participate in board of directors' decisions and express clear opinions on matters considered; (2) supervise potential material conflicts of interest between the Company and its controlling shareholder, de facto controller, directors, and senior management, thereby ensuring that the decisions of the board of directors align with the overall interests of the Company and protecting the legitimate rights and interests of minority shareholders; (3) provide professional and objective advice on the Company's business development, thereby promoting the improvement of the board of directors' decision-making level; (4) other duties stipulated by the Relevant Regulatory Rules and these Articles of Association.

No	Amendments to Original Article	Amended Article
165.	Article 109 An independent director shall ~~have~~**exercise** the following special functions and powers in addition to those conferred by the ~~Company Law, other relevant laws, administrative rules~~**Relevant Regulatory Rules** and these Articles of Association ~~and its appendices~~ : (1) ~~material connected transactions (determined according to the standards issued from time to time by the relevant regulatory authorities in the place where the Company's shares are listed) which should be approved by the board of directors or the shareholders' general meeting according to law shall, upon the recognition of independent directors, be submitted to the board of directors for discussion. Any resolution made by the board of directors regarding the Company's connected transactions must only be effective after it has been signed by the independent directors. The independent directors may, before making a judgment, engage an intermediary to issue an independent financial report for them to rely upon in making the judgment~~ **to independently appoint intermediaries to conduct audits, consultations or verifications on specific matters of the Company**; ~~(2) to propose to the board of directors to engage or remove an accounting firm;~~ (~~3~~**2**) ~~two or more than one-half of the independent directors may~~ **to** propose to the board of directors to hold an extraordinary general meeting; (~~4~~**3**) to propose the holding of a board meeting; ~~(5) to engage an external auditing or advisory organ independently;~~	**Article 91** An independent director shall exercise the following special functions and powers in addition to those conferred by the Relevant Regulatory Rules and these Articles of Association: (1) to independently appoint intermediaries to conduct audits, consultations or verifications on specific matters of the Company; (2) to propose to the board of directors to hold an extraordinary general meeting; (3) to propose the holding of a board meeting; (4) to collect shareholders' rights from shareholders in accordance with the law; (5) to express independent opinions on matters that may harm the interests of the Company or its minority shareholders; (6) other functions and powers stipulated in the Relevant Regulatory Rules and these Articles of Association. The independent directors shall seek the consent of a majority of the independent directors in exercising their functions and powers provided by sub-paragraphs (1) to (3) above. Where independent directors exercise the aforesaid functions and powers, the Company shall make timely disclosure. If the above functions and powers are not exercised properly, the Company shall disclose the specific circumstances and reasons.

No	Amendments to Original Article	Amended Article
	(~~6~~**4**) to collect ~~voting~~ **shareholders'** rights from shareholders ~~prior to the convening of a shareholders' general meeting~~**in accordance with the law**; ~~(7) to report directly to the shareholders' general meetings, securities regulatory organ under the State Council and other relevant departments.~~ **(5) to express independent opinions on matters that may harm the interests of the Company or its minority shareholders;** **(6) other functions and powers stipulated in the Relevant Regulatory Rules and these Articles of Association.** The independent directors shall seek the consent of ~~more than half~~**a majority** of the independent directors in exercising their functions and powers provided by sub-paragraphs (1) ~~and~~**to** (3) above. **Where independent directors exercise the aforesaid functions and powers, the Company shall make timely disclosure.** If ~~the above proposal is not accepted or~~ the above functions and powers are not exercised properly, the Company shall disclose ~~the same~~**the specific circumstances and reasons**.	
166.	*New article.*	**Article 92** The following matters shall be submitted to the board of directors for consideration after obtaining the consent of a majority of all independent directors of the Company: (1) related transactions that ought to be disclosed; (2) proposals for the Company and relevant parties to change or waive commitments; (3) decisions made and measures taken by the board of directors regarding the Company being acquired; (4) other matters stipulated by the Relevant Regulatory Rules and these Articles of Association.

No	Amendments to Original Article	Amended Article
167.	*New article.*	**Article 93** The Company shall establish a special meeting mechanism participated in by all independent directors. The Company shall hold special meetings of independent directors on a regular or irregular basis. Matters listed in sub-paragraphs (1) to (3) under the first paragraph of Article 91 and Article 92 of these Articles of Association shall be considered by a special meeting of independent directors. Special meetings of independent directors may study and discuss other matters of the Company as needed. The Company shall provide convenience and support for the holding of special meetings of independent directors. The Company shall formulate terms of reference independent directors, providing detailed provisions for the special meeting mechanism of independent directors.
168.	*New Section.*	**Section 4 Special Committees of the Board of Directors**

No	Amendments to Original Article	Amended Article
169.	Article 13 of Rules of Procedure for the Board Meetings The board of directors **of the Company** shall establish **audit committee,** strategy committee, ~~auditing sub-committee,~~ **nomination committee,** remuneration and appraisal committee~~, nomination sub-committee and social responsibility management sub-committee, and other special committees who shall be accountable to the board of directors. These special committees shall~~**and sustainable development committee, and establish other special committees in accordance with the Relevant Regulatory Rules as amended from time to time and the actual needs of the Company to** conduct research on specific matters and provide opinions and suggestions on these matters~~ to the board of directors for the reference~~. **All** ~~M~~**m**embers of the special committees shall be **composed of** directors of the Company~~. The majority of the membership of the auditing sub-committee, and remuneration and evaluation sub-committee shall consist of the independent directors, who shall also act as conveners. The auditing sub-committee shall have at least one independent director who is also an accounting professional; independent directors shall be the majority in the nomination sub-committee, and the chairman or an independent director shall be the convener.~~**, and shall perform their duties in accordance with these Articles of Association and the authorization of the board of directors. Proposals of the special committees shall be submitted to the Board for consideration and determination.** **The Board shall formulate the terms of reference for the special committees of the board of directors in accordance with the Relevant Regulatory Rules and the provisions of these Articles of Association.**	**Article 94** The board of directors of the Company shall establish audit committee, strategy committee, nomination committee, remuneration and appraisal committee and sustainable development committee, and establish other special committees in accordance with the Relevant Regulatory Rules as amended from time to time and the actual needs of the Company to conduct research on specific matters and provide opinions and suggestions on these matters. All members of the special committees shall be composed of directors of the Company, and shall perform their duties in accordance with these Articles of Association and the authorization of the board of directors. Proposals of the special committees shall be submitted to the Board for consideration and determination. The Board shall formulate the terms of reference for the special committees of the board of directors in accordance with the Relevant Regulatory Rules and the provisions of these Articles of Association.

No	Amendments to Original Article	Amended Article
170.	*New article.*	**Article 95** The board of directors of the Company shall establish an audit committee. The audit committee shall consist of at least 3 directors, all members of the audit committee shall be non-executive directors, and shall satisfy the requirements for the composition and membership qualifications of the audit committee under the securities regulatory rules of the places where the Company's shares are listed. The audit committee shall have 1 chairman, who shall be an independent director and shall be an accounting professional.
171.	*New article.*	**Article 96** The audit committee shall exercise the functions and powers of the supervisory committee as stipulated in the Company Law, including: (1) examining the Company's financial condition. (2) supervising the performance of duties by directors and senior management, and proposing the removal of directors and senior management who violate laws, administrative regulations, these Articles of Association, or resolutions of the general meeting; (3) requiring directors and senior management to rectify their actions when such directors and senior management act to harm the Company's interests; (4) proposing the holding of extraordinary general meetings, and convening and presiding over general meetings when the board of directors fails to perform its duties of convening and presiding over general meetings; (5) submitting proposals to the general meeting; (6) initiating lawsuits against directors and senior management in accordance with the provisions of the Company Law.

No	Amendments to Original Article	Amended Article
172.	Article 15 of Rules of Procedure for the Board Meetings ~~The major responsibilities of the auditing sub-committee shall include the following:~~ ~~(1) to propose the appointment or replacement of the external auditor of the Company.~~ ~~(2) to oversee the Company's internal auditing system and its implementation.~~ ~~(3) to be responsible for the communication between the internal auditing department of the Company and the external auditor.~~ ~~(4) to examine and approve the Company's financial information and it disclosure.~~ ~~(5) to examine the internal control system of the Company.~~ **The audit committee shall be responsible for examining the Company's financial policies, internal audit system, internal control system and risk management system, the Company's financial information and its disclosure, and supervising and evaluating the effectiveness of internal and external audit work, risk management and internal control systems, etc.** **The following matters shall be submitted to the board of directors for consideration after obtaining the consent of a majority of all members of the audit committee:** **(1) disclosure of financial and accounting reports and financial information in periodic reports, and internal control assessment reports;** **(2) appointment or removal of the accounting firm undertaking the Company's annual audit work;**	**Article 97** The audit committee shall be responsible for examining the Company's financial policies, internal audit system, internal control system and risk management system, the Company's financial information and its disclosure, and supervising and evaluating the effectiveness of internal and external audit work, risk management and internal control systems, etc. The following matters shall be submitted to the board of directors for consideration after obtaining the consent of a majority of all members of the audit committee: (1) disclosure of financial and accounting reports and financial information in periodic reports, and internal control assessment reports; (2) appointment or removal of the accounting firm undertaking the Company's annual audit work; (3) appointment or removal of the chief financial officer; (4) changes to accounting policies and accounting estimates for reasons other than changes in accounting standards or corrections of significant accounting errors; (5) other matters stipulated in the Relevant Regulatory Rules and these Articles.

No	Amendments to Original Article	Amended Article
	(3) appointment or removal of the chief financial officer; **(4) changes to accounting policies and accounting estimates for reasons other than changes in accounting standards or corrections of significant accounting errors;** **(5) other matters stipulated in the Relevant Regulatory Rules and these Articles of Association.**	
173.	Article 14 of Rules of Procedure for the Board Meetings The major responsibilities of the strategy committee shall be to conduct research and put forward proposals **to the board of directors** on the long-term development strategy and significant investment decisions of the Company~~.~~**, including:** **(1) to research and review the Company's development strategies, medium-to-long-term plans and annual investment plans;** **(2) to evaluate major risks, opportunities and impacts on the Company's operation and development;** **(3) to conduct research on individual projects with an investment amount exceeding 5% of the Company's latest audited net assets, and to make recommendations to the board of directors; and at the request of the chairman of the board, 1/2 or more of the independent non-executive directors, or 1/3 or more of the directors, to conduct research on significant investments, major capital operation projects that require board of directors' decisions and other significant matters affecting the development of the Company;**	**Article 98** The major responsibilities of the strategy committee shall be to conduct research and put forward proposals to the board of directors on the long-term development strategy and significant investment decisions of the Company, including: (1) to research and review the Company's development strategies, medium-to-long-term plans and annual investment plans; (2) to evaluate major risks, opportunities and impacts on the Company's operation and development; (3) to conduct research on individual projects with an investment amount exceeding 5% of the Company's latest audited net assets, and to make recommendations to the board of directors; and at the request of the chairman of the board, 1/2 or more of the independent non-executive directors, or 1/3 or more of the directors, to conduct research on significant investments, major capital operation projects that require board of directors' decisions and other significant matters affecting the development of the Company;

No	Amendments to Original Article	Amended Article
	(4) to inspect and study the implementation of the above matters, and to make suggestions for improvement and adjustment to the board of directors; **(5) to handle other matters stipulated in the Relevant Regulatory Rules or authorized by the board of directors.**	(4) to inspect and study the implementation of the above matters, and to make suggestions for improvement and adjustment to the board of directors; (5) to handle other matters stipulated in the Relevant Regulatory Rules or authorized by the board of directors.
174.	Article 17 of Rules of Procedure for the Board Meetings ~~The major responsibilities of the nomination committee shall include the following:~~ ~~(1) to provide suggestions to the Board on the Board's size and composition, based on the Company's operational activities, assets and shareholding structure.~~ ~~(2) to study the standards and procedures for selecting directors and senior management, and to provide suggestions to the Board.~~ ~~(3) to search for qualified candidates extensively in both domestic and overseas talent markets and within the Company, assess the candidates for directors and President as well as for Senior Vice Presidents, Chief Financial Officer and Vice Presidents proposed by the President, and for the Board secretary proposed by the Chairman, and to provide suggestions to the Board.~~ **The nomination committee shall comprise a majority of independent directors, and the convener shall be an independent director.**	**Article 99** The nomination committee shall comprise a majority of independent directors, and the convener shall be an independent director. The nomination committee shall be responsible for drawing up the selection criteria and procedures for directors and senior management, vetting and reviewing candidates for directors and senior management and their qualifications of the position, and making recommendations to the board of directors on the following matters: (1) nomination or removal of directors; (2) appointment or removal of senior management; (3) evaluating the time and contribution directors devote to the board of directors and effectiveness in performing their duties, and assisting the Company in periodically evaluating the performance of the board of directors; (4) the board of directors' diversity policy; (5) other matters stipulated by the Relevant Regulatory Rules or authorized by the board of directors.

No	Amendments to Original Article	Amended Article
	The nomination committee shall be responsible for drawing up the selection criteria and procedures for directors and senior management, vetting and reviewing candidates for directors and senior management and their qualifications of the position, and making recommendations to the board of directors on the following matters: **(1) nomination or removal of directors;** **(2) appointment or removal of senior management;** **(3) evaluating the time and contribution directors devote to the board of directors and effectiveness in performing their duties, and assisting the Company in periodically evaluating the performance of the board of directors;** **(4) the board of directors' diversity policy;** **(5) other matters stipulated by the Relevant Regulatory Rules or authorized by the board of directors.** **If the board of directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinions of the nomination committee and the specific reasons for not adopting them in the board resolution, and make a disclosure.**	If the board of directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinions of the nomination committee and the specific reasons for not adopting them in the board resolution, and make a disclosure.

No	Amendments to Original Article	Amended Article
175.	Article 16 of Rules of Procedure for the Board Meetings ~~The major responsibilities of the remuneration and evaluation sub-committee shall include the following:~~ ~~(1) to research on the criteria for the evaluation of directors and the senior management personnel, to conduct evaluation of them and make necessary suggestions.~~ ~~(2) to research on and review the policies and proposals in respect of the remuneration of directors, supervisors, senior management personnel.~~ **The remuneration and appraisal committee shall comprise a majority of independent directors, and the convener shall be an independent director.** **The remuneration and appraisal committee is responsible for formulating the appraisal standards for directors and senior management, and conducting appraisals and formulating and reviewing remuneration policies and plans such as the mechanism for determining and decision-making process of the remuneration of directors and senior management, and for making recommendations to the board of directors on the following matters:** **(1) the remuneration of directors and senior management;** **(2) the formulation or amendment of stock incentive plans and employee stock ownership plans, the granting of rights to incentive targets and the achievement of conditions for the exercise of such rights by them;**	**Article 100** The remuneration and appraisal committee shall comprise a majority of independent directors, and the convener shall be an independent director. The remuneration and appraisal committee is responsible for formulating the appraisal standards for directors and senior management, and conducting appraisals and formulating and reviewing remuneration policies and plans such as the mechanism for determining and decision-making process of the remuneration of directors and senior management, and for making recommendations to the board of directors on the following matters: (1) the remuneration of directors and senior management; (2) the formulation or amendment of stock incentive plans and employee stock ownership plans, the granting of rights to incentive targets and the achievement of conditions for the exercise of such rights by them; (3) arrangements for directors and senior management to participate in stock ownership plans in subsidiaries intended to be spun-off; (4) other matters stipulated in the Relevant Regulatory Rules and these Articles of Association. If the board of directors does not adopt or does not fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinions of the remuneration and appraisal committee and the specific reasons for not adopting them in the board resolution, and make a disclosure.

No	Amendments to Original Article	Amended Article
	(3) arrangements for directors and senior management to participate in stock ownership plans in subsidiaries intended to be spun-off; **(4) other matters stipulated in the Relevant Regulatory Rules and these Articles of Association.** **If the board of directors does not adopt or does not fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinions of the remuneration and appraisal committee and the specific reasons for not adopting them in the board resolution, and make a disclosure.**	
176.	*New article.*	**Article 101** The main duties of the sustainable development committee are to research, supervise, and inspect matters related to the Company's sustainable development (including health and safety, environmental protection, social responsibility, etc.), and to make recommendations to the board of directors, including: (1) researching the Company's sustainable development, identifying and evaluating significant risks, opportunities, and impacts of the Company's sustainable development; (2) considering the Company's sustainable development policies, and supervising and inspecting the implementation of the Company's sustainable development commitments and goals; (3) considering the Company's annual sustainable development report and special reports on important sustainable development issues; (4) other matters stipulated in the Relevant Regulatory Rules or authorized by the board of directors.

No	Amendments to Original Article	Amended Article
177.	~~**CHAPTER 12 PRESIDENT**~~ **CHAPTER 7 SENIOR MANAGEMENT**	**CHAPTER 7 SENIOR MANAGEMENT**
178.	Article 124 The Company shall have a president who ~~is accountable to the board of directors. The president~~ shall be nominated by the chairman of the board and appointed or removed by the board of directors**, and shall be accountable to the boar of directors**. The Company shall have ~~a~~ **several** senior vice presidents~~, several~~ **and** vice presidents, and one chief financial officer**, and may have several other senior management according to actual need** ~~who shall~~ **to** assist the president in work. The ~~senior vice president, Chief Financial Officer and the vice- presidents~~ **aforementioned senior management** shall be nominated by the president and appointed or removed by the board of directors.	**Article 102** The Company shall have a president who shall be nominated by the chairman of the board and appointed or removed by the board of directors, and shall be accountable to the board of directors. The Company shall have several senior vice presidents and vice presidents, and one chief financial officer, and may have several other senior management according to actual need to assist the president in work. The aforementioned senior management shall be nominated by the president and appointed or removed by the board of directors.
179.	*New article.*	**Article 103** The term of office for the president shall commence from the date of appointment by the board of directors and conclude at the end of the term of that session of the board of directors. The president can be re-appointed and can resign before the expiry of their term.

No	Amendments to Original Article	Amended Article
180.	Article 125 The president shall exercise the following functions and powers: (1) to be in charge of the Company's production, operation and management, to co-ordinate the implementation of the resolutions of the board of directors and to report his/her work to the board of directors; (2) to organize the implementation of the Company's annual business plan and investment proposal; (3) to draft plans for the establishment of the Company's internal management structure; (4) to draft plans for the establishment of the branch organizations of the Company; (5) to draft the Company's basic management system; (6) to formulate specific rules and regulations for the Company; (7) to propose **to the board of directors** the appointment or removal of the Company's senior vice presidents, vice-presidents and chief financial officer **and other senior management**; (8) to ~~appoint or dismiss~~ **determine the appointment or removal of** management personnel other than those required to be appointed or removed by the board of directors; (9) to determine the wages, fringe benefits, rewards and punishments of the Company's employees, to determine the appointment and removal of the Company's employees; (10) to propose the holding of extraordinary board meetings; (11) other powers conferred by these Articles of Association ~~and its appendices~~ and the board of directors.	**Article 104** The president shall exercise the following functions and powers: (1) to be in charge of the Company's production, operation and management, to co-ordinate the implementation of the resolutions of the board of directors and to report his/her work to the board of directors; (2) to organize the implementation of the Company's annual business plan and investment proposal; (3) to draft plans for the establishment of the Company's internal management structure; (4) to draft plans for the establishment of the branch organizations of the Company; (5) to draft the Company's basic management system; (6) to formulate specific rules and regulations for the Company; (7) to propose to the board of directors the appointment or removal of the Company's senior vice presidents, vice-presidents and chief financial officer and other senior management; (8) to determine the appointment or removal of management personnel other than those required to be appointed or removed by the board of directors; (9) to determine the wages, fringe benefits, rewards and punishments of the Company's employees, to determine the appointment and removal of the Company's employees; (10) to propose the holding of extraordinary board meetings; (11) other powers conferred by these Articles of Association and the board of directors.

No	Amendments to Original Article	Amended Article
181.	Article 126 ~~The president and other senior officers who are not directors,~~ **The senior management** should present at the board meetings and have the right to receive notices of meetings and other relevant documents, but do not have any voting rights at board meetings.	**Article 105** The senior management should present at the board meetings and have the right to receive notices of meetings and other relevant documents, but do not have any voting rights at board meetings.
182.	Article 127 The president shall formulate "Work ~~Regulations~~**Rules** for the President" for implementation upon the approval of the board of directors.	**Article 106** The president shall formulate "Work Rules for the President" for implementation upon the approval of the board of directors.
183.	Article 128 The Work ~~Regulations~~**Rules** for the President shall include: (1) requirements and procedures for the holding of a presidents' meeting and the officers attending; (2) the president, senior vice presidents **and vice presidents**, chief financial officer and ~~vice presidents~~ **other senior management** shall divide their duties among themselves and perform their own duties; (3) use of the Company's funds and assets, authority to sign ~~major~~**significant** contracts and the system to report to the board of directors ~~and to the supervisory committee at the request of the supervisory committee~~; (4) other matters as the board of directors may consider necessary.	**Article 107** The Work Rules for the President shall include: (1) requirements and procedures for the holding of a presidents' meeting and the officers attending; (2) the president, senior vice presidents and vice presidents, chief financial officer and other senior management shall divide their duties among themselves and perform their own duties; (3) use of the Company's funds and assets, authority to sign significant contracts and the system to report to the board of directors; (4) other matters as the board of directors may consider necessary.
184.	~~Article 129 In performing their functions and powers, the president, senior vice-presidents, the Chief Financial Officer and vice presidents shall act honestly and diligently and in accordance with laws, administrative regulations and these Articles of Association and its appendices. They may not alter the resolutions of a shareholders' general meeting or of a board meeting nor act ultra vires.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
185.	~~**CHAPTER 11 SECRETARY OF THE BOARD OF DIRECTORS**~~	*Delete the title.*
186.	Article 120 The Company shall have one secretary to the board ~~, being~~**who shall be** a senior management **of the Company nominated by the chairman the board and appointed or removed by the board of directors**, **and** shall be accountable to the Company and the board of directors. The Company shall formulate regulations in relation to the work of the secretary to the board ~~to promote the management of the Company and make provisions for disclosure of information and investor relations~~**, specifying the responsibilities of the secretary to the board and the requirements for performing his/her duties**. ~~The board of directors may establish its secretarial department when necessary.~~ **The Company shall have a board office as the daily working body for the secretary to the board to perform his/her duties.**	**Article 108** The Company shall have one secretary to the board who shall be a senior management of the Company nominated by the chairman of the board and appointed or removed by the board of directors, and shall be accountable to the Company and the board of directors. The Company shall formulate regulations in relation to the work of the secretary to the board, specifying the responsibilities of the secretary to the board and the requirements for performing his/her duties. The Company shall have a board office as the daily working body for the secretary to the board to perform his/her duties.
187.	~~Article 121 A director or a member of the senior management personnel of the Company may concurrently act as the secretary of the Company's board of directors. No accountant of the accounting firm engaged by the Company may concurrently act as the secretary of the Company's board of directors.~~ ~~The secretary of the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be nominated by the Chairman of the Board and appointed by the board of directors. In the case of a director acting concurrently as the secretary of the board, if an act has to be performed by a director and the secretary of the board respectively, this director acting concurrently as the secretary of the board may not act in both identities~~.	*Delete this article.*

No	Amendments to Original Article	Amended Article
188.	Article 122 The ~~main duties and responsibilities of the~~ secretary to the board **shall be responsible for assisting the board of directors in enhancing the Company's corporate governance, and the main duties** include: (1) to assist directors to deal with the daily matters of the board of directors, continuously provide, remind and ensure directors and ~~president~~**senior management** , etc. to be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory organizations concerning the operation of the Company, and assist directors and ~~the president to practically implement the domestic and foreign laws, regulations, these Articles of Association and its appendices and other regulations~~ **senior management in complying with the Relevant Regulatory Rules and the provisions of these Articles of Association** when performing their functions and powers **and fulfilling their commitments**; (2) to be responsible for the ~~organization and~~ preparation of ~~the documents of the board of directors and shareholders' general meeting~~, **the general meetings and the board meetings, keeping documents, the management of shareholders' information, to** record minutes of the meetings properly, ensure the decision-making of the meetings in conformity with the legal procedures, and to keep abreast of the execution of the resolutions of the board of directors; (3) to be responsible for the organization and coordination of information disclosure~~, to ensure of a timely, accurate, awful, true and complete disclosure of information, coordination of the relationship with the investors, and enhancement of the transparency of the Company~~ **and urging the Company and relevant information disclosure obligors to comply with relevant information disclosure rules, to ensure a authentic, accurate, complete, timely and fair disclosure of information**;	**Article 109** The secretary to the board shall be responsible for assisting the board of directors in enhancing the Company's corporate governance, and the main duties include: (1) to assist directors to deal with the daily matters of the board of directors, continuously provide, remind and ensure directors and senior management, etc. to be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory organizations concerning the governance of the Company, and assist directors and senior management in complying with the Relevant Regulatory Rules and the provisions of these Articles of Association when performing their functions and powers and fulfilling their commitments; (2) to be responsible for the preparation of the general meetings and the board meetings, keeping documents, the management of shareholders' information, to record minutes of the meetings properly, to ensure the decision-making of the meetings in conformity with the legal procedures, and to keep abreast of the execution of the resolutions of the board of directors; (3) to be responsible for the organization and coordination of information disclosure and urging the Company and relevant information disclosure obligors to comply with relevant information disclosure rules, to ensure a authentic, accurate, complete, timely and fair disclosure of information; (4) to be responsible for investor relations management, coordinating communication between the Company and securities regulatory authorities, investors and de facto controller, intermediaries, relevant media and others;

No	Amendments to Original Article	Amended Article
	(4) to be responsible for investor relations management, coordinating communication between the Company and securities regulatory authorities, investors and de facto controller, intermediaries, relevant media and others; (**45**) to participate in and organize the financing in capital market; ~~(5) to deal with the relationships with the intermediary organs, regulatory authorities and the Media.~~ **(6) to perform other duties stipulated by the Relevant Regulatory Rules and these Articles of Association.**	(5) to participate in and organize the financing in capital market; (6) to perform other duties stipulated by the Relevant Regulatory Rules and these Articles of Association.
189.	~~Article 123 The secretary of the board of directors shall discharge his duties diligently according to laws, administrative rules, regulations of the competent authorities and these Articles of Association and its appendices.~~ ~~The secretary of the board of directors shall assist the Company to comply with the relevant PRC law and regulations of the securities regulatory organ of the place where the Company's shares are listed.~~	*Delete this article.*
190.	**~~CHAPTER 13 SUPERVISORY COMMITTEE~~**	*Delete the title.*

No	Amendments to Original Article	Amended Article
191.	~~Article 130 The Company shall have a supervisory committee which is accountable to the shareholders' general meetings.~~ ~~The Company shall set forth "Rules and Procedures for the Supervisors' Meetings" for implementation upon being approved by the shareholders in a general meeting. The Rules and Procedures for the Supervisors' Meetings shall include the followings:~~ ~~(1) the formation and business system of the supervisory committee;~~ ~~(2) the functions and powers of the supervisory committee;~~ ~~(3) the system of discussion of the supervisors' meetings;~~ ~~(4) the procedures of discussion of the supervisory committee;~~ ~~(5) the disclosure of information of the supervisors' meetings;~~ ~~(6) implementation and feedback of resolutions of the supervisory committee;~~ ~~(7) other matters as the shareholders' general meetings may consider necessary.~~ ~~The Rules and Procedures for the Supervisors' Meetings shall be an integral part of and have the same legal effect as these Articles of Association and its appendices.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
192.	~~Article 131 The supervisory committee shall compose of 5-9 supervisors, of which, employee representative supervisors shall not be less than 1/3. The non-employee representative supervisors shall be elected and dismissed by the general meeting. The employee representative supervisors shall be elected and dismissed through the employee representatives meetings, employee meetings or through other forms of democratic election.~~ ~~Each supervisor shall serve for a term of 3 years, which term is renewable upon re-election and re-appointment. The supervisor's term shall be calculated from the date of appointment to the expiration of the term of the relevant session of the supervisory committee. Where the supervisor fails to be re-elected upon the expiration of its term, the former supervisor shall, prior to the assumption of the reelected supervisor, perform the duty hereof in accordance with laws, administrative rules, regulations and the provisions in these Articles of Association and its appendices.~~	*Delete this article.*
193.	~~Article 132 The supervisory committee shall have one (1) Chairman, and may have a deputy Chairman, both of whom shall be supervisors. The election or removal of the Chairman and deputy Chairman of the supervisory committee shall be determined by two-thirds or more of the members of the supervisory committee.~~ ~~The Chairman of the supervisory committee shall exercise the duties and powers of the supervisory committee.~~ ~~The Chairman of the supervisory committee shall convene and preside over the meetings. In the event that the Chairman is unable to or fails to perform such duties, the deputy Chairman of the supervisory committee shall convene and preside over such meetings; if the deputy Chairman is unable to or fails to perform such duties, over half of the supervisors shall jointly recommend a supervisor, who shall convene and preside over the meetings.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
194.	~~Article 133 If necessary, the supervisory committee may establish its offices responsible for daily affairs of the supervisory committee.~~	*Delete this article.*
195.	~~Article 134 A director and senior management personnel may not act concurrently as a supervisor.~~	*Delete this article.*
196.	~~Article 135 The list of supervisors assumed by the non-representatives of the employees shall be submitted to the shareholders' general meeting in the form of motion for approval. The board of directors shall announce the resume and basic profile of the candidate supervisors to the shareholders.~~ ~~The candidates for supervisors who are shareholder representatives shall be nominated by the Company's board of directors, the supervisory committee or shareholders who individually or jointly hold 3% or more of the Company's voting shares and be elected by the shareholders in a general meeting.~~ ~~The candidates for independent supervisors shall be nominated by the Company's board of directors, the supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's voting shares and be elected by the shareholders in a general meeting.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
197.	~~Article 136 The supervisors who are shareholders representatives and independent supervisors shall be elected in the following manner:~~ ~~(1) the nominator of a candidate for supervisor who is a shareholder representative or an independent supervisor shall seek the consent of the nominee, find out the occupation, academic qualification, rank and detailed working experience including all part-time jobs of the nominee and provide written proofs of the same to the Company before making the nomination. The candidate shall give a written undertaking to the Company agreeing to be nominated, undertaking the truthfulness and completeness of his particulars disclosed and guaranteeing the performance of a director's duties after being elected.~~ ~~(2) If the nomination of a candidate for supervisor who is a shareholder representative or an independent supervisor is made before the Company's convening of a board meeting, the written proofs of the nominee referred to in sub-paragraphs (1) above shall be disclosed together with the board resolution or the notice of the shareholders' general meeting.~~ ~~(3) If the shareholders who have the rights to nominate nominates in a shareholders' meeting of the Company a candidate for a supervisor who is a shareholder representative or a candidate for an independent supervisor, a written notice stating their intention to nominate a candidate for a supervisor and the nominee's consent to be nominated together with the written proofs and undertaking of the nominee referred to in sub-paragraph (1) above shall be delivered to the Company ten (10) days before the AGM.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
198.	~~Article 137 A supervisor may resign before his term expires, and shall submit a written resignation report to the supervisor committee.~~ ~~Where the resignation of supervisors within his (her) term has resulted in the number of the total member in supervisory committee is lower than the quorum, the former supervisor shall, prior to the assumption of the reelected supervisor, perform the duty hereof in accordance with laws, administrative rules, regulations and the provisions in these Articles of Association and its appendices. Apart from the aforesaid situation, the resignation of the supervisors shall be effective upon the receipt of the written resignation report by the supervisory committee.~~	*Delete this article.*
199.	~~Article 138 Supervisors' meetings shall be convened regularly at least 4 times a year. An extraordinary supervisors' meeting shall be convened on occurrence of any of the events specified in the Rules and Procedures for the Supervisors' Meetings. The meetings shall be called upon by the Chairman of the supervisory committee.~~ ~~A 10 days' prior notice shall be given to all supervisors for the convening of a supervisors' meeting. The convening of a supervisors' meeting and the contents and form of the notice of meeting shall comply with the Rules and Procedures for the Supervisors' Meetings.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
200.	~~Article 139 The supervisory committee shall exercise the following functions and powers in accordance with law:~~ ~~(1) to review the Company's financial position; to appoint another accounting firm in the name of the Company to review the Company's financial condition independently;~~ ~~(2) to supervise the directors, senior management personnel to ensure that they do not act in contravention of any law, regulation or these Articles of Association and its appendices, and to advise on dismissal of directors or senior management personnel who are in breach of laws, administrative rules, these Articles of Association and its appendices or resolutions of the shareholders' general meetings;~~ ~~(3) to demand the directors or the senior management personnel to rectify their error if they have acted in a harmful manner to the Company's interest;~~ ~~(4) to check and inspect the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the shareholders' general meetings and to authorize, in the Company's name, publicly certified and practicing accountants to assist in the review on such information should any doubt arise in respect thereof, examine and opine in writing on the periodical reports of the Company prepared by the board of directors;~~ ~~(5) to make recommendations of accounting firms for engagement by the Company;~~ ~~(6) to make motions in a shareholders' general meeting;~~ ~~(7) to propose to convene an EGM, where the board of directors fails to perform the duties in relation to convene or preside a shareholders' general meeting as required by the Company Laws, to convene and preside the shareholders' general meeting;~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
	~~(8) to propose to convene an extraordinary board meeting;~~ ~~(9) to represent the Company in negotiations with or in bringing actions against a director or a senior management personnel;~~ ~~(10) to investigate into any abnormalities in operation of the Company; if necessary, to engage accounting firms, law firms and other professional institutions to assist its work, and the expenses shall be borne by the Company;~~ ~~(11) other duties and powers as may be specified by these Articles of Association and its appendices.~~ ~~Supervisors shall attend meetings of the board of directors, and may enquire or advise on matters in the resolutions of the board of directors.~~	
201.	~~Article 140 The supervisory committee may require the directors, senior management personnel, internal and external auditors to attend supervisors' meetings and answer any question that the supervisory committee may have regarding matter it cares about.~~	*Delete this article.*
202.	~~Article 141 Resolutions of the supervisory committee shall be passed by the affirmative vote of more than two-thirds of all of its members.~~	*Delete this article.*
203.	~~Article 142 Records shall be made for all supervisors' meetings and be signed by all attending supervisors and the recording person. Supervisors shall have the right to ask for the making of a descriptive record of what he speaks in the meeting. Records of supervisors' meetings shall be treated as the Company's files and kept in the business system of the supervisory committee for at least 10 years.~~	*Delete this article.*
204.	~~Article 143 All reasonable fees incurred in respect of the employment of professionals (such as, lawyers, certified public accountants or practicing auditors) which are required by the supervisory committee in the exercise of its functions and powers shall be borne by the Company.~~	*Delete this article.*
205.	~~Article 144 A supervisor shall carry out his duties faithfully and bona fide in accordance with laws, administrative regulations and these Articles of Association and its appendices.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
206.	**CHAPTER ~~14~~8 QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, ~~SUPERVISORS,~~ SENIOR MANAGEMENT OF THE COMPANY**	**CHAPTER 8 QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SENIOR MANAGEMENT OF THE COMPANY**
207.	Article 145 A person may not serve as a director~~,~~ ~~supervisor~~ and senior management of the Company if any of the following circumstances apply: (1) a person who does not have or who has limited capacity for civil conduct; (2) a person who has been found guilty of for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social**ist** economic order, ~~and the sentence is enforced for less than five (5) years~~ or a person who has been deprived of his/her political rights and not more than ~~five (~~**5**~~)~~ years have lapsed since the sentence was served**, or who has been declared to be under suspension of sentence, where less than 2 years have elapsed since the end of the period of suspension of sentence**; (3) a person who is a former director, factory manager or ~~president~~ **manager** of a company or enterprise which has been dissolved or put into liquidation ~~as a result of mismanagement~~ and who was personally liable for the winding up of such company or enterprise, where less than ~~three~~ ~~(~~**3**~~)~~ years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise of which the business licence was revoked **or which was ordered to close down** due to violation of law and who was personally liable therefor, where less than ~~three~~ ~~(~~**3**~~)~~ years have elapsed since the date of the cancellation of the business licence **or the making of the order to close down of such company or enterprise**; (5) a person who has **been listed as a defaulter by the People's Court due to having** a relatively large amount of debts which have become due and outstanding;	**Article 110** A person may not serve as a director and senior management of the Company if any of the following circumstances apply: (1) a person who does not have or who has limited capacity for civil conduct; (2) a person who has been found guilty of corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the socialist economic order, or a person who has been deprived of his/her political rights and not more than 5 years have lapsed since the sentence was served, or who has been declared to be under suspension of sentence, where less than 2 years have elapsed since the end of the period of suspension of sentence; (3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation and who was personally liable for the winding up of such company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise of which the business licence was revoked or which was ordered to close down due to violation of law and who was personally liable therefor, where less than 3 years have elapsed since the date of the cancellation of the business licence or the making of the order to close down of such company or enterprise; (5) a person who has been listed as a defaulter by the People's Court due to having a relatively large amount of debts which have become due and outstanding;

No	Amendments to Original Article	Amended Article
	(6) a person who ~~is currently under investigation by the judicial authorities for violation of criminal law~~**has been subject to securities market entry restrictions by the securities regulatory authority in the jurisdiction where the company's shares are listed, or who has been deemed unsuitable to serve as directors or senior management of a listed company, and the prohibition has still not been uplifted**; ~~(7) a person who, according to laws and administrative regulations, or regulations of the competent authorities cannot act as a leader of an enterprise;~~ ~~(8) a person other than a natural person;~~ ~~(9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five (5) years have lapsed from the date of such conviction;~~ ~~(10) a person who has been prohibited by the securities regulatory authority of the State Council to participate in market activities and the prohibition has still not been uplifted.~~ (~~11~~**7**) other circumstances which are applicable according to ~~laws and administrative regulations, or regulations of the competent authorities~~ **the Relevant Regulatory Rules**. The election of directors~~, supervisors~~ or the engagement of senior management in contravention to the provisions under this Article shall be null and void. Upon any contravention of ~~(1) of~~ this Article above by the directors~~, supervisors~~ or senior management during their term of office, the Company shall remove them from their positions.	(6) a person who has been subject to securities market entry restrictions by the securities regulatory authority in the jurisdiction where the company's shares are listed, or who has been deemed unsuitable to serve as directors or senior management of a listed company, and the prohibition has still not been uplifted; (7) other circumstances which are applicable according to the Relevant Regulatory Rules. The election of directors or the engagement of senior management in contravention to the provisions under this Article shall be null and void. Upon any contravention of this Article above by the directors or senior management during their term of office, the Company shall remove them from their positions.

No	Amendments to Original Article	Amended Article
208.	~~Article 146 The chairman, vice-chairman and directors of the Company's controlling shareholder acting concurrently as the chairman, vice-chairman or director of the Company may not exceed 2 in number.~~ ~~Personnel as acting on positions other than directors in the Company's controlling shareholders or actual controllers shall not act as senior management personnel of the Company.~~	*Delete this article.*
209.	~~Article 147 The following people may not act as an independent director of the Company:~~ ~~(1) persons employed by the Company or its subsidiaries and their immediate family members and major social connections (immediate family members shall mean spouse, parents and issues, etc. and major social connections shall mean siblings, parents-in-law, sons/daughters-in-law, spouse of siblings, siblings of spouse, etc.);~~ ~~(2) natural person shareholders who directly or indirectly hold 1% or more of the Company's issued shares or who are top 10 shareholders and their immediate family members;~~ ~~(3) persons employed by the shareholder company which directly or indirectly holds 5% or more of the Company's issued shares or by the top five shareholder companies of the Company and their immediate family members;~~ ~~(4) persons who once belonged to categories (1) to (3) above in the past 3 years;~~ ~~(5) persons who provide financial or legal advice to the Company or its subsidiaries;~~ ~~(6) any independent director who is already the director of five listed companies;~~ ~~(7) other persons determined by the securities regulatory authority of the State Counsel.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
210.	Article 102 The following basic requirements shall be met in order to be an independent director: (1) qualified to be a director of a listed company under the ~~laws, administrative regulations and other relevant provisions~~**Relevant Regulatory Rules**; (2) has basic knowledge of the operation of a listed company, familiar with the relevant laws, ~~administrative rules,~~ regulations and rules ~~from competent authorities~~; (3) has 5 years or more of legal**,** ~~or financial~~ **economy, accounting, finance, management** experience or other experience in performing the duties of an independent director; (4) independence and other requirements stipulated by ~~laws, administrative rules, regulations of the competent authorities~~**the Relevant Regulatory Rules** and these Articles of Association ~~and its appendices.~~ **Independent directors shall conduct an annual self-examination of independence and submit the reports of self-examination to the board of directors. The board of directors shall evaluate and issue a special opinion on the independence of the incumbent independent directors on an annual basis, which shall be disclosed at the same time with the annual report.**	**Article 111** The following basic requirements shall be met in order to be an independent director: (1) qualified to be a director of a listed company under the Relevant Regulatory Rules; (2) has basic knowledge of the operation of a listed company, familiar with the relevant laws, regulations and rules; (3) has 5 years or more of legal, economy, accounting, finance, management experience or other experience in performing the duties of an independent director; (4) independence and other requirements stipulated by the Relevant Regulatory Rules and these Articles of Association. Independent directors shall conduct an annual self-examination of independence and submit the reports of self-examination to the board of directors. The board of directors shall evaluate and issue a special opinion on the independence of the incumbent independent directors on an annual basis, which shall be disclosed at the same time with the annual report.
211.	~~Article 148 The validity of an act carried out by a director, a supervisor, a senior management personnel of the Company on its behalf shall, as against a bona fide third party, not be affected by any irregularity in his office, election or any defect in his qualification.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
212.	Article 149 Without the lawful authorization of these Articles of Association ~~and its appendices~~ or the board of directors, a director of the Company may not act personally on behalf of the Company or the board of directors. If he/she acts personally, he/she shall declare his/her own position and identity in advance where the acting would cause a third party to believe reasonably that he/she is acting on behalf of the Company or the board of directors.	**Article 112** Without the lawful authorization of these Articles of Association or the board of directors, a director of the Company may not act personally on behalf of the Company or the board of directors. If he/she acts personally, he/she shall declare his/her own position and identity in advance where the acting would cause a third party to believe reasonably that he/she is acting on behalf of the Company or the board of directors.
213.	~~Article 150 In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors, supervisors, president, and senior management personnel owes a duty to each shareholder, in the exercise of the duties and powers of the Company entrusted to him:~~ ~~(1) not to procure the Company to do anything ultra vires to the scope of business as stipulated in its business licence;~~ ~~(2) to act honestly and in the best interests of the Company;~~ ~~(3) not to expropriate the Company's property in any way, including (without limitation to) usurpation of opportunities which may benefit the Company;~~ ~~(4) not to deprive of the individual interest of shareholders, including (without limitation to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders in general meeting for approval in accordance with these Articles of Association and its appendices.~~	*Delete this article.*
214.	~~Article 151 Each of the Company's directors, supervisors, and senior management personnel owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
215.	Article 153 ~~Each of the Company's directors, supervisors, and senior management personnel shall exercise his powers or perform his duties in accordance with the fiduciary principle, and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation to) discharging of the following obligations:~~ ~~(1) to act bona fide in the best interests of the Company;~~ ~~(2) to act within the scope of his powers and not to exceed such powers;~~ ~~(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to transfer the exercise of his discretion;~~ ~~(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;~~ ~~(5) unless otherwise provided for in these Articles of Association and its appendices or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;~~ ~~(6) not to use the Company's property for his own benefit, without the informed consent of the shareholders given in a general meeting;~~ ~~(7) not to abuse his position to accept bribes or other illegal income or expropriate the Company's property in any way, including (without limitation to) opportunities which benefit the Company;~~ ~~(8) not to accept commissions in connection with the Company's transactions, without the informed consent of the shareholders given in a general meeting;~~ ~~(9) to comply with these Articles of Association and its appendices, to perform his official duties faithfully, to protect the Company's interests and not to exploit his position and power in the Company to advance his own interests;~~	**Article 113** Directors and senior management shall comply with the Relevant Regulatory Rules and these Articles of Association and shall fulfill the duty of loyalty to the Company, take measures to avoid any conflict of interest with the Company and not utilize their positions to seek undue benefits. Directors and senior management shall fulfill the following duty of loyalty: (1) not to encroach upon the Company property or embezzle the Company's funds; (2) not to deposit the funds of the Company in an account opened under their individual names or any other individual names; (3) not to use the authority to take bribes or solicit other illegal incomes; (4) not to directly or indirectly sign any contract or deal with the Company before reporting to the board of directors or the general meeting and being approved by the resolution at the board meeting or the general meeting in accordance with the provisions of these Articles of Association; (5) not to capitalize on their positions to seek for themselves or others any business opportunity that belongs to the Company, unless reporting to the board of directors or the general meeting and being approved by the resolution at the general meeting or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the provisions of these Articles of Association; (6) not to operate the same business as the Company for themselves or for others without reporting to the board of directors or the general meeting and being approved by the resolution at the general meeting; (7) not to accept commissions from others on transactions between others and the Company; (8) not to disclose confidential information of the Company without permission;

No	Amendments to Original Article	Amended Article
	~~(10) not to compete with the Company in any way, save with the informed consent of the shareholders given in a general meeting;~~ ~~(11) not to misappropriate the Company's funds or to lend such funds to any other person, not to use the Company's assets to set up deposit accounts in his own name or in the any other name or to use such assets to guarantee the debts of a shareholder of the Company or any other personal liabilities;~~ ~~(12) not to divulge any confidential information which he has obtained during his term of office, without the informed consent of the shareholders in a general meeting; nor shall he use such information otherwise than for the Company's benefit, unless disclosure of such information to the court or other governmental authorities is made in the following circumstances:~~ ~~1. disclosure is required by law;~~ ~~2. public interests so warrants;~~ ~~3. the interests of the relevant director, supervisor, or senior management personnel so requires.~~ **Directors and senior management shall comply with the Relevant Regulatory Rules and these Articles of Association and shall fulfill the duty of loyalty to the Company, take measures to avoid any conflict of interest with the Company and not utilize their positions to seek undue benefits.** **Directors and senior management shall fulfill the following duty of loyalty:** **(1) not to encroach upon the Company property or embezzle the Company's funds;** **(2) not to deposit the funds of the Company in an account opened under their individual names or any other individual names;** **(3) not to use the authority to take bribes or solicit other illegal incomes;**	(9) not to abuse his/her related party relationship with the Company to damage the interests of the Company; (10) other duty of loyalty stipulated by the Relevant Regulatory Rules and these Articles of Association. Any income obtained by directors or senior management as a result of a violation of this Article shall be owned by the Company. If the Company suffers any loss as a result, the directors or the senior management shall be held liable accordingly. The provisions in sub-paragraph (4) of the second paragraph of this Article shall apply to contracts or transactions entered into by close relatives of directors or senior management, enterprises directly or indirectly controlled by directors or senior management or their close relatives, and associates with whom directors or senior management have other related party relationships.

No	Amendments to Original Article	Amended Article
	(4) not to directly or indirectly sign any contract or deal with the Company before reporting to the board of directors or the general meeting and being approved by the resolution at the board meeting or the general meeting in accordance with the provisions of these Articles of Association; **(5) not to capitalize on their positions to seek for themselves or others any business opportunity that belongs to the Company, unless reporting to the board of directors or the general meeting and being approved by the resolution at the general meeting, or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the provisions of these Articles of Association;** **(6) not to operate the same business as the Company for themselves or for others without reporting to the board of directors or the general meeting and being approved by the resolution at the general meeting;** **(7) not to accept and the commissions from others on transactions between others and the Company;** **(8) not to disclose confidential information of the Company without permission;** **(9) not to abuse his/her related party relationship with the Company to damage the interests of the Company;** **(10) other duty of loyalty stipulated by the Relevant Regulatory Rules and these Articles of Association.** **Any income obtained by directors or senior management as a result of a violation of this Article shall be owned by the Company. If the Company suffers any loss as a result, the directors or the senior management shall be held liable accordingly.** **The provisions in sub-paragraph (4) of the second paragraph of this Article shall apply to contracts or transactions entered into by close relatives of directors or senior management, enterprises directly or indirectly controlled by directors or senior management or their close relatives, and associates with whom directors or senior management have other related party relationships.**	

No	Amendments to Original Article	Amended Article
216.	Article 152 Directors **and senior management** shall abide by ~~laws, administrative rules~~**the Relevant Regulatory Rules** and the **provisions of these** Articles of Association~~ and its appendices~~, **and shall fulfill the duty of diligence to the Company, and shall perform their duties with the reasonable care normally expected for a manager in the best interests of the Company.** **Directors and senior management shall** bear~~ing~~ the following duties of diligence to the Company: (1) exercise prudentially , carefully and diligently the rights authorized by the Company so as to ensure the Company's business act in compliance with national laws, administrative regulations and all national economic policies and within the scope prescribed in the business licence; (2) give fair treatment to all the shareholders; (3) investigate the performance of the Company; (4) confirm in writing and sign the periodic reports of the Company, and ensure the authenticity, accuracy and completeness of the information disclosed by the Company; (5) provide truthfully the relevant information and material to the ~~supervisory committee~~**audit committee** , and not impede the ~~supervisory committee~~**audit committee** to exercise its functions and powers; (6) other duty of diligence stipulated by ~~relevant laws, administrative rules, regulations~~**the Relevant Regulatory Rules** and these Articles of Association~~ and its appendices~~. ~~The obligations as stated in aforesaid (4) to (6) shall also be applicable to senior management personnel.~~	**Article 114** Directors and senior management shall abide by the Relevant Regulatory Rules and the provisions of these Articles of Association, and shall fulfill the duty of diligence to the Company, and shall perform their duties with the reasonable care normally expected for a manager in the best interests of the Company. Directors and senior management shall bear the following duties of diligence to the Company: (1) exercise prudentially, carefully and diligently the rights authorized by the Company so as to ensure the Company's business act in compliance with national laws, administrative regulations and all national economic policies and within the scope prescribed in the business license; (2) give fair treatment to all the shareholders; (3) investigate the performance of the Company; (4) confirm in writing and sign the periodic reports of the Company, and ensure the authenticity, accuracy and completeness of the information disclosed by the Company; (5) provide truthfully the relevant information and material to the audit committee, and not impede the audit committee to exercise its functions and powers; (6) other duty of diligence stipulated by the Relevant Regulatory Rules and these Articles of Association.

No	Amendments to Original Article	Amended Article
217.	~~Article 154 Each director, supervisor, senior management personnel of the Company shall not direct the following persons or institutions ("associates") to act in a manner which a director, supervisor or senior management personnel is prohibited from so acting:~~ ~~(1) the spouse or minor children of the director, supervisor, or senior management personnel of the Company;~~ ~~(2) the trustee of the director, supervisor, senior management personnel or of any trustee described in sub- paragraph (1) above;~~ ~~(3) partners of directors, supervisors, senior management personnel or any person referred to in sub- paragraphs (1) and (2) of this Article;~~ ~~(4) a company in which a director, supervisor, senior management personnel, whether alone or jointly with one (1) or more of the persons referred to in sub-paragraphs (l), (2) and (3) of this Article and other directors, supervisors, senior management personnel, has de facto controlling interest;~~ ~~(5) the directors, supervisors and senior management of a company which is being controlled in the manner set out in sub-paragraph (4) above, including but without limitation to directors, supervisors and president.~~	*Delete this article.*
218.	~~Article 155 The directors, supervisors and senior management personnel of the Company, during their tenure, shall periodically report to the Company of the status on their holding of the Company's shares and any changes thereof; during their tenure the total number of shares transferred on an annual basis shall not exceed 25% of the total number of the shares of the Company held by them; the above personnel shall not transfer their shares of the Company they hold within one year from the listing of the relevant Company's shares. The aforesaid personnel shall not transfer the Company's shares held by them within six months after they leave their positions in the Company. The aforesaid shall not apply to the change in shareholding due to judicial enforcement, heritage, gift and distribution of estate by operation of laws.~~ ~~The directors, supervisors and senior management personnel, who hold less than 1,000 shares of the Company, may transfer their shares once in all, but not subject to the aforesaid percentage restrictions.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
219.	Article 156 The **loyalty** duty of a director~~, supervisor,~~ and the senior management to ~~act in good faith does not necessarily terminate on the expiration of their term of office. His duty of confidentiality in respect of trade secrets of the Company survives the termination of his tenure until the same has become open information. Other duties~~ **the Company and its shareholders shall not be automatically discharged upon expiry of their term of office, it** may continue for such period as the principle of fairness may require depending on the length of time which has lapsed between the termination and the act concerned and on the circumstances and the terms under which the relationship between the relevant director~~, supervisor, manager~~ and the senior management on one hand and the Company on the other hand was terminated. **The responsibilities to be borne by directors and senior management for performing their duties during their tenure of office shall not be exempted or terminated by their departure.** **Public commitments made by directors and senior management during their tenure of office shall continue to be fulfilled regardless of the reasons for their departure. If a public commitment has not been fulfilled by the time of departure, the departing personnel shall submit a written explanation before departure, clarifying the specific unfulfilled commitments, the estimated completion time, and the subsequent fulfillment plan. The Company shall take appropriate measures to urge the departing personnel to fulfill their commitments when necessary.** **After the departure of directors and senior management, their obligation to keep the Company's trade secrets shall remain effective after the end of their tenure until such secrets become public information.**	**Article 115** The loyalty duty of a director and the senior management to the Company and its shareholders shall not be automatically discharged upon expiry of their term of office, it may continue for such period as the principle of fairness may require depending on the length of time which has lapsed between the termination and the act concerned and on the circumstances and the terms under which the relationship between the relevant director and the senior management on one hand and the Company on the other hand was terminated. The responsibilities to be borne by directors and senior management for performing their duties during their tenure of office shall not be exempted or terminated by their departure. Public commitments made by directors and senior management during their tenure of office shall continue to be fulfilled regardless of the reasons for their departure. If a public commitment has not been fulfilled by the time of departure, the departing personnel shall submit a written explanation before departure, clarifying the specific unfulfilled commitments, the estimated completion time, and the subsequent fulfillment plan. The Company shall take appropriate measures to urge the departing personnel to fulfill their commitments when necessary. After the departure of directors and senior management, their obligation to keep the Company's trade secrets shall remain effective after the end of their tenure until such secrets become public information.
220.	~~Article 157 A director, supervisor, and a senior management personnel of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a general meeting, save under the circumstances of Article 54 hereof.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
221.	~~Article 158 Where a director, supervisor, senior management personnel of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the board of directors.~~ ~~If a director or his associate (as defined in the Rules Governing the Listing of Securities of the Hong Kong Stock Exchange Limited) have a material interest in any contract, transaction, arrangement or other matters that requires the approval of the board of directors, the relevant director shall not vote for the relevant matter at the meeting of the board of directors, and shall not be listed in the quorum of the meeting.~~ ~~Unless the interested director, supervisor, senior management personnel discloses his interests in accordance with the preceding sub-paragraph of this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the director, supervisor, or senior management personnel is not counted as part of the quorum and refrains from voting, or from entering into a contract, transaction or arrangement in which that senior officer is materially interested is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested senior officer.~~ ~~For the purposes of this Article, a director, supervisor, or senior management personnel of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
222.	~~Article 159 Where a director, supervisor, senior management personnel of the Company gives to the board of directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient disclosure of his interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.~~	*Delete this article.*
223.	~~Article 160 The Company shall not pay taxes for or on behalf of a director, supervisor, senior management personnel in any manner.~~	*Delete this article.*
224.	~~Article 161 The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director, supervisor, senior management personnel of the Company or its holding company or any of their respective associates.~~ ~~The foregoing prohibition shall not apply to the following circumstances:~~ ~~(1) provision of a loan or guarantee for a loan by the Company to its subsidiary;~~ ~~(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds available to its directors, supervisors, senior management personnel to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in a general meeting;~~ ~~(3) if the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with the making of a loan to a director, supervisor, senior management personnel or his associates in the ordinary course of its business on normal commercial terms.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
225.	~~Article 162 Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms of the loan, forthwith repay such funds.~~	*Delete this article.*
226.	~~Article 163 A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article 161(1) shall not be enforceable against the Company, save in respect of the following circumstances:~~ ~~(1) the guarantee was provided in connection with a loan which was made to an associate of a director, supervisor, and senior management personnel of the Company or the Company's holding company and the lender of such funds did not know of the relevant circumstances at the time of the making of the loan; or~~ ~~(2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.~~	*Delete this article.*
227.	~~Article 164 For the purposes of the foregoing provisions of this Chapter, a "guarantee" includes an undertaking or property provided to secure the obligor's performance of his obligations.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
228.	~~Article 165 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, and senior management personnel of the Company breaches the duties which he owes to the Company, the Company has a right:~~ ~~(1) to demand such a director, supervisor, or a senior management personnel to compensate it for losses sustained by the Company as a result of such breach;~~ ~~(2) to rescind any contract or transaction which has been entered into between the Company and such a director, supervisor, senior management personnel or between the Company and a third party (where such third party knows or should have known that such a director, supervisor, senior management personnel representing the Company has breached his duties owed to the Company);~~ ~~(3) to demand such a director, supervisor, or senior management personnel to surrender the gains made as result of the breach of his obligations;~~ ~~(4) to recover any monies which should have been received by the Company and which were received by such a director, supervisor, or a senior management personnel instead, including (without limitation to) commissions; and~~ ~~(5) to demand repayment of interest earned or which may have been earned by a director, supervisor, or a senior management personnel on money that should have been paid to the Company.~~	*Delete this article.*
229.	Article 166 **The Company shall be obligated to compensate the loss caused to others by a director and the senior management during the course of performing their duties, and the director and the senior management shall also be obligated to compensate such loss caused intentionally or by material default.** If a director~~, supervisor,~~ or senior management has violated the ~~law, administrative rules, regulations of the competent authorities~~**Relevant Regulatory Rules** or these Articles of Association ~~and its appendices~~ in discharging his/her duties thereby causing losses to the Company, he/she shall be liable for compensation.	**Article 116** The Company shall be obligated to compensate the loss caused to others by a director and the senior management during the course of performing their duties, and the director and the senior management shall also be obligated to compensate such loss caused intentionally or by material default. If a director or senior management has violated the Relevant Regulatory Rules or these Articles of Association in discharging his/her duties thereby causing losses to the Company, he/she shall be liable for compensation.

No	Amendments to Original Article	Amended Article
230.	Article 167 The Company shall enter into written contract with a director ~~or supervisor~~ in relation to the rights and duties of the Company and the director~~/supervisor~~, emoluments and term of office of the director~~/supervisor~~, liability of the director~~/supervisor~~ for breach of law, regulations and these Articles of Association~~ and its appendices~~, compensation for early termination of the contract by the Company for any reason, **obligations and liability of the director after the resignation,** etc. ~~The emoluments shall be approved in advance by the shareholders in a general meeting. The aforesaid emoluments include:~~ ~~(1) emoluments in respect of his service as director, supervisor, or senior management personnel of the Company;~~ ~~(2) emoluments in respect of his acting as a director, supervisor or a senior management personnel of any subsidiary of the Company;~~ ~~(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;~~ ~~(4) payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office.~~ ~~No proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to the preceding contract.~~	**Article 117** The Company shall enter into written contract with a director in relation to the rights and duties of the Company and the director, emoluments and term of office of the director, liability of the director for breach of law, regulations and these Articles of Association, compensation for early termination of the contract by the Company for any reason, obligations and liability of the director after the resignation, etc.

No	Amendments to Original Article	Amended Article
231.	~~Article 168 The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event that the Company is acquired, the Company's directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. For the purposes of this paragraph, the acquisition of the Company includes any of the following:~~ ~~(1) an offer made by any person to the general body of shareholders;~~ ~~(2) an offer made by any person with a view to the offeror becoming a "controlling shareholder" within the meaning of Article 55 hereof.~~ ~~If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be paid out of such sum.~~	*Delete this article.*
232.	**CHAPTER ~~15~~ 9 FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDITING**	**CHAPTER 9 FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDITING**
233.	*New Section.*	**Section 1 Financial and Accounting Systems and Profit Distribution**
234.	Article 169 The Company shall establish its financial and accounting systems in accordance with ~~laws, administrative regulations and PRC enterprise accounting standards formulated by the finance regulatory department of the State Council~~**the Relevant Regulatory Rules**.	**Article 118** The Company shall establish its financial and accounting systems in accordance with the Relevant Regulatory Rules.

No	Amendments to Original Article	Amended Article
235.	Article 170 The accounting year of the Company shall adopt the calendar year, i.e. starting from the 1 January of every calendar year and to 31 December of every calendar year. The Company shall adopt Renminbi as its denominated currency for booking and accounting purposes, the account books shall be recorded in Chinese. At the end of each fiscal year, the Company shall prepare a financial report which shall be ~~examined and verified in a manner prescribed by law~~**audited by an accounting firm according to the law**.	**Article 119** The accounting year of the Company shall adopt the calendar year, i.e. starting from the 1 January of every calendar year and to 31 December of every calendar year. The Company shall adopt Renminbi as its denominated currency for booking and accounting purposes, the account books shall be recorded in Chinese. At the end of each fiscal year, the Company shall prepare a financial report which shall be audited by an accounting firm according to the law.
236.	~~Article 171 The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare. These reports shall be verified.~~	*Delete this article.*
237.	Article 172 The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of every annual general meeting. ~~Each shareholder shall be entitled to have a copy of the financial reports referred to in this Chapter.~~ ~~The Company shall deliver or send to each shareholder of Overseas-Listed Foreign-Invested Shares by prepaid mail at the address registered in the register of shareholders the said reports not later than twenty- one (21) days prior to the date of every annual general meeting of the shareholders.~~ ~~Subject to the laws, regulations and listing rules of the listing place, the aforesaid reports may be issued or provided by way of the methods provided in Article 220 of these Articles of Association and its appendices, but need not be issued or provided by the abovementioned ways.~~	**Article 120** The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of every annual general meeting.

No	Amendments to Original Article	Amended Article
238.	Article 173 The financial ~~statements~~ **reports** of the Company shall, in addition to being prepared in accordance with PRC enterprise accounting standards and regulations, be prepared in accordance with either international accounting standards, or that of the places outside the PRC where the Company's shares are listed. If there is any material difference between the financial ~~statements~~**reports** prepared respectively in accordance with the two accounting standards, such difference shall be stated in the financial ~~statements~~**reports**. ~~In distributing its profits after tax, the lower of the two amounts shown in the financial statements shall be adopted.~~	**Article 121** The financial reports of the Company shall, in addition to being prepared in accordance with PRC enterprise accounting standards and regulations, be prepared in accordance with either international accounting standards, or that of the places outside the PRC where the Company's shares are listed. If there is any material difference between the financial reports prepared respectively in accordance with the two accounting standards, such difference shall be stated in the financial reports.
239.	~~Article 174 Any interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with PRC enterprise accounting standards and regulations, and also in accordance with either international accounting standards or that of the place overseas where the Company's shares are listed.~~	*Delete this article.*
240.	Article 175 The Company shall ~~publish~~ **submit** its ~~financial reports 4 times in each fiscal year, that is, the~~ quarterly reports ~~shall be submitted~~ to ~~branch of China Securities Supervisory Committee and~~ stock exchanges and published within 1 month after the expiration of the first 3 months and first 9 months of each fiscal year; the interim ~~financial~~ report shall be submitted to branch of C**SRC** ~~hina Securities Supervisory Committee~~ and stock exchanges and published within ~~60 days~~**2 months** after the expiration of the first 6 months of each fiscal year; and the annual ~~financial~~ report shall be **submitted to branch of CSRC and stock exchanges and** published within ~~one 120 days~~**4 months** after the expiration of each fiscal year.	**Article 122** The Company shall submit its quarterly reports to stock exchanges and published within 1 month after the expiration of the first 3 months and first 9 months of each fiscal year; the interim report shall be submitted to branch of CSRC and stock exchanges and published within 2 months after the expiration of the first 6 months of each fiscal year; and the annual report shall be submitted to branch of CSRC and stock exchanges and published within 4 months after the expiration of each fiscal year.
241.	Article 176 The Company shall not keep accounts other than those required by law. ~~Assets~~ **Funds** of the Company will not be deposited into any account opened under an individual name.	**Article 123** The Company shall not keep accounts other than those required by law. Funds of the Company will not be deposited into any account opened under an individual name.

No	Amendments to Original Article	Amended Article
242.	Article 177 When allocating the after-tax profits of the current year, the Company shall allocate 10% of its profit to the statutory common reserve fund. In the event that the accumulated statutory common reserve fund of the Company has reached 50% or more of the registered capital of the Company, no allocation is needed. **If further allocation is to be made, it shall be considered by the board of directors.** In the event that the statutory common reserve fund of the Company is insufficient to offset the losses of the Company on the previous year(s), before allocating the statutory common reserve fund in accordance with the stipulations of the previous paragraph, the Company shall first offset the losses by using the profits of the current year. After allocating the statutory common reserve fund from the after-tax profits of the Company, the Company can allocate the discretionary reserve fund according to the resolution of general meeting. ~~The profits distributable to the shareholders, upon the approval in the shareholders' general meeting,~~ **After offsetting the losses and allocating the statutory common reserve fund, the remaining after-tax profits** shall be distributed in accordance with the proportion of shares held by the shareholders.	**Article 124** When allocating the after-tax profits of the current year, the Company shall allocate 10% of its profit to the statutory common reserve fund. In the event that the accumulated statutory common reserve fund of the Company has reached 50% or more of the registered capital of the Company, no allocation is needed. If further allocation is to be made, it shall be considered by the board of directors. In the event that the statutory common reserve fund of the Company is insufficient to offset the losses of the Company on the previous year(s), before allocating the statutory common reserve fund in accordance with the stipulations of the previous paragraph, the Company shall first offset the losses by using the profits of the current year. After allocating the statutory common reserve fund from the after-tax profits of the Company, the Company can allocate the discretionary reserve fund according to the resolution of general meeting. After offsetting the losses and allocating the statutory common reserve fund, the remaining after-tax profits shall be distributed in accordance with the proportion of shares held by the shareholders.

No	Amendments to Original Article	Amended Article
243.	Article 178 ~~Before making-up the losses, allocating the common reserve funds, the Company shall not allocate the dividends or carry out other allocations by way of bonus, where distribution had been completed~~**Where a general meeting distributes profits to shareholders in violation of the Company Law**, the shareholders shall return the profits distributed in breach of the regulations to the Company.**; where such violation causes losses to the Company, the shareholders and the liable directors and senior management shall bear liability for compensation.** The Company holding its own shares shall not participate in the profit allocation.	**Article 125** Where a general meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits distributed in breach of the regulations to the Company; where such violation causes losses to the Company, the shareholders and the liable directors and senior management shall bear liability for compensation. The Company holding its own shares shall not participate in the profit allocation.
244.	Article 179 Capital reserve fund includes the following items: (1) premium on shares issued at a premium price; (2) **the amount of proceeds from the issuance of no-par value shares not credited to registered capital;** (3) any other ~~income~~**items** designated for the capital reserve fund by the regulations of the finance ~~regulatory~~ department of the State Council.	**Article 126** Capital reserve fund includes the following items: (1) premium on shares issued at a premium price; (2) the amount of proceeds from the issuance of no-par value shares not credited to registered capital; (3) any other items designated for the capital reserve fund by the regulations of the finance department of the State Council.
245.	Article 180 The reserve fund of the Company shall be applied for offsetting the losses, expansion of production and operation, or being converted to increase the **registered** capital of the Company. ~~However, the common reserve fund of the Company shall not be used to offset loss of the Company.~~ **If the Company utilizes its reserve fund to offset losses, it shall first use the discretionary reserve fund and statutory common reserve fund. Should these reserve fund be insufficient to offset the losses, the capital reserve fund can be utilized in accordance with regulations.** When the statutory common reserve fund is converted to ~~capital nature~~**increase the registered capital**, the balance of the statutory common reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.	**Article 127** The reserve fund of the Company shall be applied for offsetting the losses, expansion of production and operation, or being converted to increase the registered capital of the Company. If the Company utilizes its reserve fund to offset losses, it shall first use the discretionary reserve fund and statutory common reserve fund. Should these reserve fund be insufficient to offset the losses, the capital reserve fund can be utilized in accordance with regulations. When the statutory reserve fund is converted to increase the registered capital, the balance of the statutory reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.

No	Amendments to Original Article	Amended Article
246.	Article 181 **The Company shall satisfy the following requirements when distributing profits:** (1) The Company should place emphasis on delivering reasonable return on investments to the investors. The Company shall pay due attention to the opinions of minority shareholders through various channels when distributing its profits. The profits distribution policy of the Company shall be durative and stable, taking into account of the long-term interests of the Company, the overall interests of all shareholders and the Company's sustainable development. (2) The Company can distribute dividends in the following forms: cash, shares or other forms provided by ~~laws, administrative rules, regulations of competent authorities and regulatory provisions in the place where the Company's shares are listed~~**the Relevant Regulatory Rules**. The Company shall give priority to the distribution of dividends in cash. ~~The Company may make interim dividends distribution.~~ (3) The Company should distribute cash dividends when the net profit attributable to ~~parent~~ **equity shareholders of the Company** and retained earnings are both positive and the Company has sufficient cash flow for its normal operation and sustainable development. The annual cash dividends should not be less than 30% of the net profit attributable to ~~parent~~ **equity shareholders of the Company** in the current year. **In addition to the annual final dividend, the Company can distribute interim or other dividend as decided by the board of directors.** **(4) Unless otherwise resolved by the general meeting, the board of directors can decide to distribute interim or other dividend. Unless otherwise stipulated by laws or administrative regulations, the amount of interim or other dividend decided by the board of directors shall not exceed 50% of the net profit attributable to equity shareholders of the Company during the corresponding period.**	**Article 128** The Company shall satisfy the following requirements when distributing profits: (1) The Company should place emphasis on delivering reasonable return on investments to the investors. The Company shall pay due attention to the opinions of minority shareholders through various channels when distributing its profits. The profits distribution policy of the Company shall be durative and stable, taking into account of the long-term interests of the Company, the overall interests of all shareholders and the Company's sustainable development. (2) The Company can distribute dividends in the following forms: cash, shares or other forms provided by the Relevant Regulatory Rules. The Company shall give priority to the distribution of dividends in cash. (3) The Company should distribute cash dividends when the net profit attributable to equity shareholders of the Company and retained earnings are both positive and the Company has sufficient cash flow for its normal operation and sustainable development. The annual cash dividends should not be less than 30% of the net profit attributable to equity shareholders of the Company in the current year. In addition to the annual final dividend, the Company can distribute interim or other dividend as decided by the board of directors. (4) Unless otherwise resolved by the general meeting, the board of directors can decide to distribute interim or other dividend. Unless otherwise stipulated by laws or administrative regulations, the amount of interim or other dividend decided by the board of directors shall not exceed 50% of the net profit attributable to equity shareholders of the Company during the corresponding period. (5) When making profit distribution, the Company shall take the lower of the net profit attributable to equity shareholders of the Company under Chinese Enterprise Accounting Standards or the profit attributable to the shareholders of the Company under International Financial Reporting Standards.

No	Amendments to Original Article	Amended Article
	(5) When making profit distributions, the Company shall take the lower of the net profit attributable to equity shareholders of the Company under Chinese Enterprise Accounting Standards or the profit attributable to the shareholders of the Company under International Financial Reporting Standards. **(6) The senior management of the Company shall draw up the annual profit distribution plan and submit such plan to the board of directors for consideration, and the board of directors shall form a resolution which shall be submitted for consideration by the general meeting. If the conditions for the distribution of cash dividend have been satisfied and the Company does not propose a cash dividends distribution plan or does not propose such plan in compliance with sub-paragraph (3) of this Article, the board of directors shall give specific explanation regarding such arrangement and form a resolution which shall be submitted to the general meeting for consideration and make relevant disclosures.** (**4**~~6~~**7**) The Company may adjust its profits distribution policy referred to in sub-paragraphs (2) and (3) of this Article in case of war, natural disasters and other force majeure, or where changes to the external environment of the Company result in material impact on the production and operation of the Company, or where there are significant changes in the Company's own operations or financial conditions, or where the board of directors considers it necessary. ~~Independent directors shall issue independent opinions on the adjustment of profits distribution policy whilst t~~**T**he board of directors shall discuss the reasons of ~~such adjustment~~ **the adjustment of profits distribution policy** in detail and form a resolution which shall be submitted to general meeting for consideration by a special resolution. ~~The convening of shareholders' meeting shall comply with regulatory provisions in the place where the Company's shares are listed.~~	(6) The senior management of the Company shall draw up the annual profit distribution plan and submit such plan to the board of directors for consideration, and the board of directors shall form a resolution which shall be submitted for consideration by the general meeting. If the conditions for the distribution of cash dividend have been satisfied and the Company does not propose a cash dividends distribution plan or does not propose such plan in compliance with sub-paragraph (3) of this Article, the board of directors shall give specific explanation regarding such arrangement and form a resolution which shall be submitted to the general meeting for consideration and make relevant disclosures. (7) The Company may adjust its profits distribution policy referred to in sub-paragraphs (2) and (3) of this Article in case of war, natural disasters and other force majeure, or where changes to the external environment of the Company result in material impact on the production and operation of the Company, or where there are significant changes in the Company's own operations or financial conditions, or where the board of directors considers it necessary. The board of directors shall discuss the reasons of the adjustment of profits distribution policy in detail and form a resolution which shall be submitted to general meeting for consideration by a special resolution.

No	Amendments to Original Article	Amended Article
	~~(5) The management of the Company shall formulate the annual profits distribution plan and submit such plan to the board of directors for consideration. Independent directors shall issue independent opinions on such plan and the board of directors shall form a resolution which shall be submitted for approval by shareholders' meeting. If the conditions for the distribution of cash dividends have been satisfied and the Company does not propose a cash dividends distribution plan or does not propose such plan in compliance with the sub-paragraph (3) of this Article, independent directors shall issue independent opinions whilst the board of directors shall give specific explanation regarding such arrangement and form a resolution which shall be submitted to shareholders' meeting for approval and make relevant disclosures. The plan for half-yearly dividends distribution of the Company shall comply with Article 184 of these Articles of Association.~~	
247.	~~Article 184 Unless the shareholders have approved otherwise in a general meeting, the board of directors may determine to make half-yearly dividends distribution. Unless otherwise provided by the relevant laws and administrative regulations, the amount of the half-yearly dividends distribution shall not exceed 50% of net profit for the half year interim period.~~	
248.	Article 182 The Company shall calculate and declare dividends and other amounts which are payable to ~~holders of A shares~~**shareholders** in Renminbi~~. The Company shall calculate and declare dividends and other payments which are payable to holders of Overseas-Listed Foreign-Invested Shares in Renminbi~~, and shall pay such amounts **to shareholders** ~~in Hong Kong Dollars. As for the foreign currency needed by the Company for payment of cash dividends and other funds which are payable to the holders of the Overseas-Listed Foreign-Invested shares, it shall be handled~~ in accordance with ~~any related national regulations on foreign exchange control~~ **the Relevant Regulatory Rules**.	**Article 129** The Company shall calculate and declare dividends and other amounts which are payable to shareholders in Renminbi, and shall pay such amounts to shareholders in accordance with the Relevant Regulatory Rules.

No	Amendments to Original Article	Amended Article
249.	Article 183 Unless otherwise provided by the relevant laws and administrative regulations, as regards dividends and other amounts payable in Hong Kong dollars, the applicable exchange rate shall be ~~the average benchmark rate for the relevant foreign currency determined by the Peoples' Bank of China and announced by the State Administration of Foreign Exchange during the week~~ **the average of the last published daily reference exchange rates by the China Foreign Exchange Trade System during the 5 working days** prior to the announcement of payment of dividend and other amounts.	**Article 130** Unless otherwise provided by the relevant laws and administrative regulations, as regards dividends and other amounts payable in Hong Kong dollars, the applicable exchange rate shall be the average of the last published daily reference exchange rates by the China Foreign Exchange Trade System during the 5 working days prior to the announcement of payment of dividend and other amounts.
250.	Article 185 In the event of distributing the dividends to shareholders of the Company, the payable taxes on the dividend incomes of the shareholders shall be withdrawn in accordance with the requirements of Taxation Law of China and in consideration of the distributed sum.	**Article 131** In the event of distributing the dividends to shareholders of the Company, the payable taxes on the dividend incomes of the shareholders shall be withdrawn in accordance with the requirements of Taxation Law of China and in consideration of the distributed sum.
251.	Article 186 The Company shall appoint receiving agents for holders of ~~the Overseas-Listed Foreign-Invested~~ **H** shares. Such receiving agents shall receive dividend which have been declared by the Company and all other amounts which the Company should pay to holders of ~~Overseas-Listed Foreign-Invested~~ **H** shares on such shareholders' behalf. The receiving agents appointed by the Company shall meet the relevant requirements of the ~~laws of the place at which the stock exchange on which the Company's shares are listed or the relevant regulations of such stock exchange~~ **Relevant Regulatory Rules**. ~~The receiving agents appointed for holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.~~	**Article 132** The Company shall appoint receiving agents for holders of H shares. Such receiving agents shall receive dividend which have been declared by the Company and all other amounts which the Company should pay to holders of H shares on such shareholders' behalf. The receiving agents appointed by the Company shall meet the relevant requirements of the Relevant Regulatory Rules.

No	Amendments to Original Article	Amended Article
252.	*New Section.*	**Section 2 Audit**
253.	Article 187 The Company adopts the system of internal auditing and hires professional auditors to undertake internal auditing of the Company's financial income and expenditure and economic activities.	**Article 133** The Company adopts the system of internal auditing and hires professional auditors to undertake internal auditing of the Company's financial income and expenditure and economic activities.
254.	~~Article 188 The Company's internal auditing system and duties of the auditors shall be implemented after they have been approved by the board of directors. The person in charge of audit shall be responsible to and report to the board of directors.~~ **The internal audit institution shall be responsible to the board of directors. The internal audit institution shall be subject to the supervision and guidance of the audit committee during the process of supervising and reviewing the Company's business activities, risk management, internal control, and financial information.**	**Article 134** The internal audit institution shall be responsible to the board of directors. The internal audit institution shall be subject to the supervision and guidance of the audit committee during the process of supervising and reviewing the Company's business activities, risk management, internal control, and financial information.
255.	~~**CHAPTER 16 APPOINTMENT OF ACCOUNTING FIRMS**~~	*Delete the title.*
256.	Article 189 The Company shall appoint an independent accounting firm which is qualified under the relevant national regulations to audit the Company's annual financial report~~, and review other financial reports of the Company~~**with a term of 1 year, subject to renewal**. ~~The first accounting firm of the Company may be appointed by the founders' meeting before the first annual shareholders' meeting. The term of appointment of the accounting firm shall terminate at the end of the first shareholders' annual meeting.~~ ~~If the founders' meeting does not exercise its duties and powers according to the aforementioned provisions, then the board of directors shall exercise its duties and powers.~~	**Article 135** The Company shall appoint an independent accounting firm which is qualified under the relevant national regulations to audit the Company's annual financial report, with a term of 1 year, subject to renewal.

No	Amendments to Original Article	Amended Article
257.	~~Article 190 The auditors appointed by the Company shall hold office from the conclusion of the annual general meeting of shareholders at which they were appointed until the conclusion of the next annual general meeting of shareholders.~~	*Delete this article.*
258.	Article 194 The ~~remuneration~~**appointment and removal** of an accounting firm **and the audit fees of the** ~~or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The remuneration of an~~ accounting firm ~~appointed by the board of directors which is to fill the vacancy shall be determined by the board of directors~~**shall be decided by the general meeting**. **The board of directors shall not appoint an accounting firm before the decision of the general meeting.**	**Article 136** The appointment and removal of an accounting firm and the audit fees of the accounting firm shall be decided by the general meeting. The board of directors shall not appoint an accounting firm before the decision of the general meeting.
259.	Article 191 ~~The auditors appointed by the Company shall enjoy the following rights:~~ ~~(1) a right to review to the books, records and vouchers of the Company at any time, the right to require the directors, supervisors, and senior management personnel of the Company to supply relevant information and explanations;~~ ~~(2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties;~~ ~~(3) a right to attend shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's accounting firm.~~ **The Company guarantees to provide the appointed accounting firm with authentic and complete accounting vouchers, accounting ledgers, financial accounting reports and other accounting information, and shall not refuse, conceal, or misrepresent them.**	**Article 137** The Company guarantees to provide the appointed accounting firm with authentic and complete accounting vouchers, accounting ledgers, financial accounting reports and other accounting information, and shall not refuse, conceal, or misrepresent them.

No	Amendments to Original Article	Amended Article
260.	~~Article 192 If there is a vacancy in the position of the accounting firm, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.~~	*Delete this article.*
261.	~~Article 193 The shareholders in a general meeting may by ordinary resolution remove the accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the accounting firm. However, the right of the accounting firm in claiming for damages which arise from its removal shall not be affected thereby.~~	*Delete this article.*
262.	~~Article 195 The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council.~~ ~~Where a resolution at a general meeting of shareholders is passed to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, to reappoint an accounting firm who was appointed by the board of directors to fill a casual vacancy or to remove an accounting firm before expiry of its term of office, the following provisions shall apply:~~ ~~(1) A copy of the appointment or removal proposal shall be sent (before issue of the notice of meeting) to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year. Reference as leaving herein includes leaving by removal, resignation and retirement.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
	~~(2) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations have been received too late) take the following measures:~~ ~~(i) in any notice of the resolution given to shareholders, state the fact of the representations having been made by the accounting firm leaving its post; and~~ ~~(ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Company's Articles of Association and its appendices.~~ ~~(3) If the Company fails to circulate the accounting firm's representations in the manner set out in sub- paragraph (2) above, such accounting firm may (in addition to its right to be heard) require that the representations be read out at the meeting.~~ ~~(4) An auditor which is retired from its office shall be entitled to attend the following shareholders' general meetings:~~ ~~(i) the general meeting at which its term of office would otherwise have expired;~~ ~~(ii) the general meeting at which it is proposed to fill the vacancy caused by its removal; and~~ ~~(iii) the general meeting which convened as a result of its voluntary resignation:~~ ~~The leaving accounting firm has the right to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which it attends on any part of the business of the meeting which concerns it as the former accounting firm of the Company.~~	

No	Amendments to Original Article	Amended Article
263.	Article 196 Prior notice should be given to the accounting firm 30 days in advance if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representation at the general meeting. Where the accounting firm resigns from its position as the Company's auditor, it shall make clear in a general meeting whether there has been any impropriety on the part of the Company. ~~An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:~~ ~~(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or~~ ~~(2) a statement of any such circumstances.~~ ~~Where a notice is deposited under the preceding sub-paragraph, the Company shall within fourteen (14) days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also send a copy of such statement by prepaid mail to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders.~~ ~~Subject to the laws, regulations and listing rules of the listing place, the aforesaid copies may be issued or provided by way of the methods provided in Article 220 of these Articles of Association, but need not be issued or provided by the abovementioned ways.~~ ~~Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.~~	**Article 138** Prior notice should be given to the accounting firm 30 days in advance if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representation at the general meeting. Where the accounting firm resigns from its position as the Company's auditor, it shall make clear in a general meeting whether there has been any impropriety on the part of the Company.

No	Amendments to Original Article	Amended Article
264.	**CHAPTER 1~~7~~0 EMPLOYEES AND THE UNION**	**CHAPTER 10 EMPLOYEES AND THE UNION**
265.	Article 197 The Company adheres to a people-oriented approach and integrates corporate development with returning value to shareholders, contributing to society, and benefiting employees. In compliance with the national laws and regulations, the Company establishes a sounds employees management system to effectively develop and utilize human resources.	**Article 139** The Company adheres to a people-oriented approach and integrates corporate development with returning value to shareholders, contributing to society, and benefiting employees. In compliance with the national laws and regulations, the Company establishes a sounds employees management system to effectively develop and utilize human resources.
266.	Article 198 Based on its business needs and subject to laws, regulations and the internal corporate rules, the Company shall employ, remove or terminate employees' labor contracts in its discretion.	**Article 140** Based on its business needs and subject to laws, regulations and the internal corporate rules, the Company shall employ, remove or terminate employees' labor contracts in its discretion.
267.	Article 199 Pursuant to the national regulations and these Articles of Association~~ and its appendices~~, the Company shall establish the salary, insurance, benefits systems. In light of the economic and social development and business operations of the Company, the Company shall make endeavors to enhance the overall benefits for its employees, and improve their working conditions.	**Article 141** Pursuant to the national regulations and these Articles of Association, the Company shall establish the salary, insurance, benefits systems. In light of the economic and social development and business operations of the Company, the Company shall make endeavors to enhance the overall benefits for its employees, and improve their working conditions.
268.	Article 200 The Company establishes an employee training system in accordance with relevant national regulations, based on business development and employee needs, to facilitate career advancement and professional growth pathways for employees.	**Article 142** The Company establishes an employee training system in accordance with relevant national regulations, based on business development and employee needs, to facilitate career advancement and professional growth pathways for employees.
269.	~~**CHAPTER 18 THE UNION**~~	*Delete the title.*
270.	Article 201 The employees of the Company shall duly organize the Union, develop its event programs, and hence, protect the employees' legitimate rights. The Company shall provide prerequisites for the Union to carry out its events.	**Article 143** The employees of the Company shall duly organize the Union, develop its event programs, and hence, protect the employees' legitimate rights. The Company shall provide prerequisites for the Union to carry out its events.

No	Amendments to Original Article	Amended Article
271.	**CHAPTER 191 MERGER, ~~AND~~ DIVISION, DISSOLUTION AND LIQUIDATION**	**CHAPTER 11 MERGER, DIVISION, DISSOLUTION AND LIQUIDATION**
272.	*New Section.*	**Section 1 Merger and Division**
273.	~~Article 202 The Company may carry out mergers or division in accordance with law.~~ ~~In the case of merger or division of the Company, the board of directors shall provide the proposal, and, upon approval in accordance with the procedures under these Articles of Association and its appendices, deal with the relevant approval procedures pursuant to laws. The board of directors of the Company shall take necessary measures to protect the legitimate interests of the shareholders who object to the plan of merger or division. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders' shareholding at a fair price.~~ ~~The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company. Such special documents shall be sent by mail to holders of Overseas-Listed Foreign-Invested Shares.~~ ~~Subject to the laws, regulations and listing rules of the listing place, the aforesaid documents may be issued or provided by way of the methods provided in Article 220 of these Articles of Association, but need not be issued or provided by the abovementioned ways.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
274.	Article 203 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. ~~The merger means that one company takes over other one and the company being taken over shall be dissolved. The consolidation means that at least two companies are merged into one and the existing companies shall be dissolved after their merger.~~ In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution passed and shall publish a public notice in a newspaper ~~designed by the regulatory institutions of the place where the Company's shares are listed~~ **satisfying the Relevant Regulatory Rules or in the National Enterprise Credit Information Publicity System** within 30 days from the date of the Company's merger resolution passed. The creditors who have received the notice may, within 30 days as of its acknowledgement of the receipt, and the creditors who fail to receive the notice may, within 45 days as of the date of the announcement, require the Company for repayment of the debt or providing corresponding guarantee.	**Article 144** The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution passed and shall publish a public notice in a newspaper satisfying the Relevant Regulatory Rules or in the National Enterprise Credit Information Publicity System within 30 days from the date of the Company's merger resolution passed. The creditors who have received the notice may, within 30 days as of its acknowledgement of the receipt, and the creditors who fail to receive the notice may, within 45 days as of the date of the announcement, require the Company for repayment of the debt or providing corresponding guarantee.
275.	*New Article.*	**Article 145** If the consideration paid for the merger does not exceed 10% of the Company's net assets, such merger does not need to be approved by general meeting, unless otherwise stipulated by the Relevant Regulatory Rules and these Articles of Association. If the Company merges in accordance with the preceding paragraph without a resolution of the general meeting, such merger shall be approved by the board of directors.

No	Amendments to Original Article	Amended Article
276.	Article 204 Where there is a division of the Company, its assets shall be divided up correspondingly. In the event of division of the Company, the parties to such division shall ~~execute a division agreement and~~ prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's division resolution passed and shall publish a public notice in a newspaper ~~designed by the regulatory institutions of the place where the Company's shares are listed~~ **satisfying the Relevant Regulatory Rules or in the National Enterprise Credit Information Publicity System** within 30 days of the date of the Company's division resolution passed.	**Article 146** Where there is a division of the Company, its assets shall be divided up correspondingly. In the event of division of the Company, the parties to such division shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's division resolution passed and shall publish a public notice in a newspaper satisfying the Relevant Regulatory Rules or in the National Enterprise Credit Information Publicity System within 30 days of the date of the Company's division resolution passed.
277.	Article 205 ~~After~~ **Upon** the merger of Company, the debts and liabilities of the merging parties shall be assumed by the surviving company or the newly established company. Debts incurred prior to the Company's division shall be jointly and severally assumed by the companies formed after the division except where the Company has reached a written agreement with creditors regarding debt repayment prior to the division.	**Article 147** Upon the merger of the Company, the debts and liabilities of the merging parties shall be assumed by the surviving company or the newly established company. Debts incurred prior to the Company's division shall be jointly and severally assumed by the companies formed after the division except where the Company has reached a written agreement with creditors regarding debt repayment prior to the division.
278.	Article 206 Where the Company undergoes merger or division resulting in changes to its registered particulars, it shall apply for amendment registration with the company registration authority in accordance with the law. Where the Company is dissolved, it shall apply for cancellation registration in accordance with the law. Where a new company is established, it shall apply for establishment registration in accordance with the law.	**Article 148** Where the Company undergoes merger or division resulting in changes to its registered particulars, it shall apply for amendment registration with the company registration authority in accordance with the law. Where the Company is dissolved, it shall apply for cancellation registration in accordance with the law. Where a new company is established, it shall apply for establishment registration in accordance with the law.

No	Amendments to Original Article	Amended Article
279.	~~CHAPTER~~ Section~~20 d~~Dissolution and ~~liquidation~~Liquidation	Section 2 Dissolution and Liquidation
280.	Article 207 The Company shall be dissolved and liquidated upon the occurrence of any of the following grounds: (1) a resolution regarding the dissolution is passed by the general meeting; (2) dissolution is necessary due to a merger or division of the Company; ~~(3) Company is legally declared insolvent due to its failure to repay debts as they become due; and~~ (~~4~~**3**) business license is revoked lawfully and its operation is ceased or canceled by the relevant authorities; (~~5~~**4**) where the Company encounters severe operation difficulties and its continuation would cause substantial loss to the shareholders' interest and such difficulties cannot be resolved through other means, shareholders holding 10% or more of the voting ~~share~~ **rights** may petition the People's Court to dissolve the Company. The dissolution will be effected upon the People's Court's ruling. **Where the dissolution grounds specified in the preceding paragraph occurs, the Company shall disclose such grounds through the National Enterprise Credit Information Publicity System within 10 days.**	**Article 149** The Company shall be dissolved and liquidated upon the occurrence of any of the following grounds: (1) a resolution regarding the dissolution is passed by the general meeting; (2) dissolution is necessary due to a merger or division of the Company; (3) business license is revoked lawfully and its operation is ceased or canceled by the relevant authorities; (4) where the Company encounters severe operation difficulties and its continuation would cause substantial losses to shareholders' interest and such difficulties cannot be resolved through other means, shareholders holding 10% or more of the voting rights may petition the People's Court to dissolve the Company. The dissolution will be effected upon the People's Court's ruling. Where the dissolution grounds specified in the preceding paragraph occurs, the Company shall disclose such grounds through the National Enterprise Credit Information Publicity System within 10 days.

No	Amendments to Original Article	Amended Article
281.	Article 208 Where the Company is dissolved under sub-paragraph (1), (4**3**) or (5**4**) of the ~~preceding paragraph, a liquidation committee shall be set up within fifteen (15) days thereafter and commence the liquidation proceedings, and the liquidation committee of the Company shall be composed of directors or any other persons determined by the shareholders' general meeting.~~ **first paragraph of Article 149 of these Articles of Association, it shall be liquidated. The directors shall be the liquidation obligors of the Company and shall form a liquidation committee to conduct liquidation within 15 days from the date of occurrence of the dissolution ground.** **The liquidation committee shall be composed of directors, unless otherwise resolved by a general meeting.** Where a liquidation committee is not established according to schedule **or no liquidation is conducted after the establishment of a liquidation committee**, the ~~creditor~~**interested parties** may apply to the People's Court to organize the relevant personnel to establish a liquidation committee to proceed the liquidation. ~~Where the Company is dissolved under sub-paragraph (3) of the preceding Article, the People's Court shall in accordance with the provisions of relevant laws organize the shareholders, relevant organizations and relevant professional personnel to establish a liquidation committee to proceed the liquidation.~~**Where the liquidation obligors fail to perform their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.**	**Article 150** Where the Company is dissolved under sub-paragraph (1), (3) or (4) of the first paragraph of Article 149 of these Articles of Association, it shall be liquidated. The directors shall be the liquidation obligors of the Company and shall form a liquidation committee to conduct liquidation within 15 days from the date of occurrence of the dissolution ground. The liquidation committee shall be composed of directors, unless otherwise resolved by a general meeting. Where a liquidation committee is not established according to schedule or no liquidation is conducted after the establishment of a liquidation committee, the interested parties may apply to the People's Court to organize the relevant personnel to establish a liquidation committee to proceed the liquidation. Where the liquidation obligors fail to perform their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

No	Amendments to Original Article	Amended Article
282.	~~Article 209 Where the board of directors proposes to liquidate the Company for any reason other than the Company's declaration of its own insolvency, the board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation.~~ ~~Upon the passing of the resolution by the shareholders in a general meeting in relation to the liquidation of the Company, all duties and powers of the board of directors shall cease.~~ ~~The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders' general meeting on completion of the liquidation.~~	*Delete this article.*
283.	Article 210 The liquidation committee shall, within 10 days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish a public announcement in a newspaper~~ designed by the regulatory institutions of the place where the Company's shares are listed~~ **satisfying the Relevant Regulatory Rules or in the National Enterprise Credit Information Publicity System**. The creditors who have received the notice shall, within 30 days as of its acknowledgement of the receipt, and the creditors who fail to receive the notice shall within 45 days as of the date of the announcement, declare their creditor's right to the liquidation committee. The creditor who declares the creditor's right shall state the relevant matter in relation to the debt and provide evidentiary materials. The liquidation committee shall register the creditors' rights. During liquidation period, the liquidation committee shall not settle any debt with the creditor.	**Article 151** The liquidation committee shall, within 10 days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish a public announcement in a newspaper satisfying the Relevant Regulatory Rules or in the National Enterprise Credit Information Publicity System. The creditors who have received the notice shall, within 30 days as of its acknowledgement of the receipt, and the creditors who fail to receive the notice shall within 45 days as of the date of the announcement declare their creditor's right to the liquidation committee. The creditor who declares the creditor's right shall state the relevant matter in relation to the debt and provide evidentiary materials. The liquidation committee shall register the creditors' rights. During liquidation period, the liquidation committee shall not settle any debt with the creditor.

No	Amendments to Original Article	Amended Article
284.	Article 211 During the liquidation period, the liquidation committee shall exercise the following functions and powers: (1) to liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify the creditors or to publish public announcements; (3) to dispose any unfinished businesses of the Company related to the liquidation; (4) to pay all outstanding taxes and taxes incurred during the liquidation proceedings; (5) to settle claims and debts; (6) to ~~deal with~~ **allocate** the surplus assets remaining after repayment by the Company of its debts; (7) to represent the Company in any civil proceedings.	**Article 152** During the liquidation period, the liquidation committee shall exercise the following functions and powers: (1) to liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify the creditors or to publish public announcements; (3) to dispose any unfinished businesses of the Company related to the liquidation; (4) to pay all outstanding taxes and taxes incurred during the liquidation proceedings; (5) to settle claims and debts; (6) to allocate the surplus assets remaining after repayment by the Company of its debts; (7) to represent the Company in any civil proceedings.

No	Amendments to Original Article	Amended Article
285.	Article 212 After it has categories the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall draw up a liquidation plan and present it to a general meeting or to the People's Court for confirmation. The remaining asset shall, after having paid the liquidation expense, salary of the staff, social insurance expense and the legal premium, the arrears and liquidated the Company's debt, be distributed in accordance with ~~the provisions of the fourth paragraph of this article.~~**the class and proportion of shares held by the shareholders**. The Company may, during the liquidation period, remain, but shall not carry out activities irrelevant to the liquidation. Where the Company's assets have been cleaned off without abiding by the ~~preceding provisions~~**second paragraph of this Article**, it shall be allocated to the shareholders. ~~Any surplus assets of the Company remaining after its debts have been repaid in accordance with the provisions of the second paragraph of this article shall be distributed to its shareholders according to the class of shares and the proportion of shares held:~~ ~~(1) In case of the preferred shares, the allocation shall be first given to the holders of the preferred shares in accordance with the face value of the preferred shares; if it is insufficient to repay the preferred shares, the allocation shall be carried out in accordance with the proportions of the preferred shares held by them respectively;~~ ~~(2) The allocation shall be carried out in accordance with proportions of shares held by the holders of ordinary shares.~~	**Article 153** After it has categories the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall draw up a liquidation plan and present it to a general meeting or to the People's Court for confirmation. The remaining asset shall, after having paid the liquidation expense, salary of the staff, social insurance expense and the legal premium, the arrears and liquidated the Company's debt, be distributed in accordance with the class and proportion of shares held by the shareholders. The Company may, during the liquidation period, remain, but shall not carry out activities irrelevant to the liquidation. Where the Company's assets have been cleaned off without abiding by the second paragraph of this Article, it shall be allocated to the shareholders.

No	Amendments to Original Article	Amended Article
286.	Article 213 Upon completion of the categorization of the Company's assets and preparation a balance sheet and an inventory of assets ~~in connection with the liquidation of the Company~~, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall ~~immediately~~ apply to the People's Court in accordance with laws for ~~a declaration of~~ bankrupcy **liquidation**. ~~After a Company is declared insolvent by a ruling of~~ **Upon acceptance of the bankruptcy application by** the People's Court, the liquidation committee shall transfer all matters arising from the liquidation to **the bankruptcy administrator designated by** the People's Court. Where the Company is declared bankrupt according to law, it shall carry out bankruptcy liquidation according to the legal provisions concerning bankruptcy liquidation.	**Article 154** Upon completion of the categorization of the Company's assets and preparation a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall apply to the People's Court in accordance with laws for bankrupcy liquidation. Upon acceptance of the bankruptcy application by the People's Court, the liquidation committee shall transfer all matters arising from the liquidation to the bankruptcy administrator designated by the People's Court. Where the Company is declared bankrupt according to law, it shall carry out bankruptcy liquidation according to the legal provisions concerning bankruptcy liquidation.
287.	Article 214 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, ~~a statement of income and expenses received and made during the liquidation period and a financial report,~~ which shall be ~~verified by a Chinese registered accountant and~~ submitted to the general meeting or the People's Court for confirmation~~. The liquidation committee shall, within thirty (30) days after the confirmation of the liquidation report by the shareholders' general meeting or the people's court, submit the documents referred to in the preceding paragraph~~ **and submitted** to the companies registration authority ~~and~~ **to** apply for cancellation of registration of the Company~~, and publish a public announcement relating to the termination of the Company~~.	**Article 155** Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, which shall be submitted to the general meeting or the People's Court for confirmation and submitted to the companies registration authority to apply for cancellation of registration of the Company.

No	Amendments to Original Article	Amended Article
288.	Article 215 The member of the liquidation committee shall ~~be faithful to their duty and fulfill the liquidation obligation in accordance with the law~~**perform their liquidation duties and owe a duty of loyalty and a duty of diligence**. ~~The member of the liquidation team shall not abuse their authority to accept bribery or other illegal income, not infringe the Company's assets. Where the member of the liquidation team causes loss to the Company intentionally or because of gross negligence, he (she) shall bear the relevant compensation liability~~ **Where the members of the liquidation committee neglect to perform their liquidation duties and cause losses to the Company, they shall bear compensation liability; where they cause losses to creditors due to intention or gross negligence, they shall bear compensation liability**.	**Article 156** The member of the liquidation committee shall perform their liquidation duties and owe a duty loyalty and a duty of diligence. Where the members of the liquidation committee neglect to perform their liquidation duties and cause losses to the Company, they shall bear compensation liability; where they cause losses to creditors due to intention or gross negligence, they shall bear compensation liability.
289.	**CHAPTER 12~~21~~ PROCEDURES FOR AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION**	**CHAPTER 12 PROCEDURES FOR AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION**
290.	~~Article 216 The Company may amend its Articles of Association and its appendices in accordance with the requirements of laws, administrative regulations and these Articles of Association and its appendices.~~	*Delete this article.*
291.	Article 217 The Company shall amend these Articles of Association ~~and its appendices~~ on the occurrence of any of the following events: (1) the Company Law or the relevant laws or administrative regulations are amended and these Articles of Association ~~and its appendices~~ are in conflict with the amended laws or administrative regulations; (2) there is change to the Company which makes it not consistent with these Articles of Association ~~and its appendices~~; (3) it has been approved by the shareholders in a general meeting to amend these Articles of Association ~~and its appendices~~.	**Article 157** The Company shall amend these Articles of Association on the occurrence of any of the following events: (1) the Company Law or the relevant laws or administrative regulations are amended and these Articles of Association are in conflict with the amended laws or administrative regulations; (2) there is change to the Company which makes it not consistent with these Articles of Association; (3) it has been approved at a general meeting to amend these Articles of Association.

No	Amendments to Original Article	Amended Article
292.	Article 218 Any amendment of these Articles of Association ~~and its appendices~~ shall be made in the following manner: (1) The board of directors formulate a proposal for amendment of the Article of Association in accordance with these Articles of Association ~~and its appendices~~; (2) The foregoing proposal shall be submitted to the shareholders in writing and a general meeting shall be convened; (3) The amendments shall be approved by a special resolution in a general meeting. The board of directors shall amend these Articles of Association ~~and its appendices~~ pursuant to the resolution passed at a general meeting for amendment of these Articles of Association ~~and its appendices~~ and the approval opinions of the competent authority. ~~Amendment of these Articles of Association and its appendices involving the contents of the Mandatory Provisions shall become effective upon receipt of approvals from the companies approving department authorized by the State Council.~~	**Article 158** Any amendment of these Articles of Association shall be made in the following manner: (1) The board of directors formulate a proposal for amendment of these Article of Association in accordance with these Articles of Association; (2) The foregoing proposal shall be submitted to the shareholders in writing and a general meeting shall be convened; (3) The amendments shall be approved by a special resolution in a general meeting. The board of directors shall amend these Articles of Association pursuant to the resolution passed at a general meeting for amendment of these Articles of Association and the approval opinions of the competent authority.
293.	Article 219 **If the matters concerning amendments to these Articles of Association adopted by a resolution of the general meeting are required to be approved by the competent authorities, such matters shall be submitted to the competent authorities for approval; i**~~I~~f there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with law. ~~If the amendment to these Articles of Association and its appendices is a matter which is required by the relevant laws and regulations to be disclosed, an announcement shall be made in accordance with the provisions of those laws and regulations.~~	**Article 159** If the matters concerning amendments to these Articles of Association adopted by a resolution of the general meeting are required to be approved by the competent authorities, such matters shall be submitted to the competent authorities for approval; if there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with law.

No	Amendments to Original Article	Amended Article
294.	**CHAPTER 1322 NOTICE AND ANNOUNCEMENT**	**CHAPTER 13 NOTICE AND ANNOUNCEMENT**
295.	Article 220 Unless otherwise provided by these Articles and Association ~~and its appendices~~, subject to ~~laws, regulations and listing rules of the place where the Company's shares are listed~~ **the Relevant Regulatory Rules and these Articles of Association**, notices of the Company shall be issued in any of the following manner: (1) by hand; (2) by post; (3) by public announcement; (4) any other manner as recognized by securities regulatory institutions at the places where the Company's shares are listed or as provided in these Articles of Association. If a notice of the Company is issued by public announcement, it shall be deemed received by relevant person once announced. ~~Unless otherwise provided in these Articles of Association and the appendices, s~~**S**ubject to ~~laws, regulations and listing rules of the place where the Company's shares are listed, any requirement under these Articles of Association and its appendices in relation to the delivery, e-mailing, mailing, distribution, announcement or the provision of any corporate communications, may be sent out or provided via the Company's website or through electronic method.~~ **the Relevant Regulatory Rules, the Company may dispatch or provide corporate communications required by the Hong Kong Stock Exchange via the Company's website, the Hong Kong Stock Exchange's website, or through electronic method.** ~~"Corporate Communications" refers to any documents issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to:~~ ~~(1) the directors' report, its annual accounts together with a copy of the auditors' report and, where applicable, its summary financial report;~~ ~~(2) the interim report and, where applicable, its summary interim report;~~ ~~(3) the notice of meeting;~~ ~~(4) listing documents;~~ ~~(5) a circular; and~~ ~~(6) a proxy form.~~	**Article 160** Unless otherwise provided by these Articles and Association, subject to the Relevant Regulatory Rules and these Articles of Association, notices of the Company shall be issued in any of the following manner: (1) by hand; (2) by post; (3) by public announcement; (4) any other manner as recognized by securities regulatory institutions at the places where the Company's share are listed or as provided in these Articles of Association. If a notice of the Company is issued by public announcement, it shall be deemed received by relevant person once announced. Subject to the Relevant Regulatory Rules, the Company may dispatch or provide corporate communications required by the Hong Kong Stock Exchange via the Company's website, the Hong Kong Stock Exchange's website, or through electronic method.

No	Amendments to Original Article	Amended Article
296.	Article 221 If a notice of the Company is issued by hand delivery, the date when the recipient signed or stamped to acknowledge receipt of the same shall be regarded as the date of service. **If a notice of the Company is sent by post, the 3rd business day from the date of its dispatch to the post office shall be the date of service.** If a notice of the Company is issued by public announcement, the date of the first publication of the announcement shall be regarded as the date of service. If the notice of the Company is sent out in electronic form, the sending date is deemed as the date of service. Subject to the ~~laws, regulations and listing rules of the listing places~~**Relevant Regulatory Rules**, if a notice of the Company is sent by way of announcement via a website, the date of service shall be ~~as follows:~~**the date of first publication on the website.** ~~(1) on the date when the notice in accordance with the laws, regulations and listing rules of the listing places is sent to the intended recipient;~~ ~~(2) if later, the date on which the corporate communication first appears on the website after that notice is sent.~~ ~~All notices which are to be sent by mail shall be clearly addressed, postage pre-paid, and shall be put into envelopes before being posted by mail. Such letters of notice shall be deemed to have been received by shareholders on the third working day since it is left with the post office.~~	**Article 161** If a notice of the Company is issued by hand delivery, the date when the recipient signed or stamped to acknowledge receipt of the same shall be regarded as the date of service. If a notice of the Company is sent by post, the 3rd business day from the date of its dispatch to the post office shall be the date of service. If a notice of the Company is issued by public announcement, the date of the first publication of the announcement shall be regarded as the date of service. If the notice of the Company is sent out in electronic form, the sending date is deemed as the date of service. Subject to the Relevant Regulatory Rules, if a notice of the Company is sent by way of announcement via a website, the date of service shall be the date of first publication on the website.
297.	Article 222 If a notice of meeting is accidentally failed to be sent to any person who is entitled to receive the same or that person has not received such a notice, it will not cause the meeting and any resolution made therein to be void **as a result thereof**.	**Article 162** If a notice of meeting is accidentally failed to be sent to any person who is entitled to receive the same or that person has not received such a notice, it will not cause the meeting and any resolution made therein to be void as a result thereof.
298.	~~**CHAPTER 23 RESOLUTION OF DISPUTES**~~	*Delete the title.*

No	Amendments to Original Article	Amended Article
299.	~~Article 223 The Company shall abide by the following principles for dispute resolution:~~ ~~(1) Whenever any disputes or claims arise between: holders of the Overseas-Listed Foreign-Invested Shares and the Company; holders of the Overseas-Listed Foreign-Invested Shares and the Company's, directors, supervisors, senior management personnel; or holders of the Overseas-Listed Foreign- Invested Shares and holders of A Shares, in respect of any disputes or claims in relation to the affairs of the Company arising as a result of any rights or obligations arising from these Articles of Association and its appendices, the Company Law or other relevant laws and administrative regulations, such disputes or claims shall be referred by the relevant parties to arbitration.~~ ~~Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company or the Company's shareholders, directors, supervisors, or senior management personnel, comply with the decisions made in the arbitration. Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.~~ ~~(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Rules or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.~~	*Delete this article.*

No	Amendments to Original Article	Amended Article
	~~If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center.~~ ~~(3) If any disputes or claims of rights are settled by way of arbitration in accordance with sub-paragraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.~~ ~~(4) The judgement of an arbitral body shall be final and conclusive and binding on all parties.~~	
300.	**CHAPTER 1~~2~~4 SUPPLEMENTARY**	**CHAPTER 14 SUPPLEMENTARY**
301.	Article 224 These Articles of Association ~~and its appendices are~~ are written in Chinese. In the event of any discrepancy between other language versions and the Chinese version of these Articles of association or between different versions of these Articles of Association, the ~~latest verified~~ Chinese version of these Articles of Association ~~registered in the State Administration for Industry & Commerce~~ **most recently disclosed by the Company** shall prevail.	**Article 163** These Articles of Association are written in Chinese. In the event of any discrepancy between other language versions and the Chinese version of these Articles of association or between different versions of these Articles of Association, the Chinese version of these Articles of Association most recently disclosed by the Company in accordance with the law shall prevail.
302.	Article 225 The expressions of "or more", ~~"within", "below"~~ shall include the figures mentioned whilst the expressions of "~~short of~~**exceed**", "~~without~~**over**", **"more than"** and "less than" shall not include the figures mentioned.	**Article 164** The expressions of "or more" shall include the figures mentioned whilst the expressions of "exceed", "over", "more than" and "less than" shall not include the figures mentioned.
303.	Article 226 The right to explain these Articles of Association vests with the board of directors of the Company, and the right to amend these Articles of Association vests with the general meeting**, which shall become effective upon its adoption by the general meeting**.	**Article 165** The right to explain these Articles of Association vests with the board of directors of the Company, and the right to amend these Articles of Association vests with the general meeting, which shall become effective upon its adoption by the general meeting.

No	Amendments to Original Article	Amended Article
304.	Article 227 If these Articles of Association are in conflict with the ~~laws, administrative regulations or provisions of other regulatory documents or regulatory provisions in the place where the Company's shares is listed promulgated from time to time~~ **Relevant Regulatory Rules**, the ~~laws, administrative regulations and provisions of other regulatory documents or regulatory provisions in the place where the Company's shares is listed~~**Relevant Regulatory Rules** shall prevail.	**Article 166** If these Articles of Association are in conflict with the Relevant Regulatory Rules, the Relevant Regulatory Rules shall prevail.
305.	~~Article 228 In these Articles of Association and its appendices, references to "accounting firm" shall have the same meaning as "auditors".~~ ~~In these Articles of Association and its appendices, references to "president" shall have the same meaning as "manager" in the Company Law.~~	*Delete this article.*

Comparison Table of Amendments to the Rules of Procedure for the General Meetings of China Petroleum & Chemical Corporation

No.	Amendments to Original Article	Amended Article
1.	**CHAPTER 1 GENERAL PROVISIONS**	**CHAPTER 1 GENERAL PROVISIONS**
2.	Article 1 In order to safeguard the legitimate interests of China Petroleum & Chemical Corporation (the "Company") and its shareholders, ~~to specify the duties, responsibilities and authority of the shareholders' general meetings,~~ to ensure the proper~~,~~ **and** efficient ~~and smooth~~ operation of the general meeting and to ensure the general meeting exercises its functions and powers according to law, ~~Rules of Procedures for Shareholders' General Meetings of China Petroleum & Chemical Corporation (~~"these Rules ~~of Procedures")~~ are formulated according to the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", ~~"Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas",~~ "Guidelines for the Articles of Association of Listed Companies", "Standards for the Governance of Listed Companies" and "Regulations Regarding General Meetings of Listed Companies" and other relevant laws ~~and regulations regulating listed companies inside and outside the PRC~~**, regulations and normative documents, and the securities regulatory rules of the places where the Company's shares are listed (hereinafter referred to as "Relevant Regulatory Rules"),** the Articles of Association of China Petroleum & Chemical Corporation ("Articles of Association").	**Article 1** In order to safeguard the legitimate interests of China Petroleum & Chemical Corporation (the "Company") and its shareholders, to ensure the proper and efficient operation of the general meeting and to ensure the general meeting exercises its functions and powers according to law, these Rules are formulated according to the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", "Guidelines for the Articles of Association of Listed Companies", "Standards for the Governance of Listed Companies" and "Regulations Regarding General Meetings of Listed Companies" and other relevant laws, regulations and normative documents, and the securities regulatory rules of the places where the Company's shares are listed (the "Relevant Regulatory Rules"), and the Articles of Association of China Petroleum & Chemical Corporation (the "Articles of Association").
3.	Article 2 These Rules apply to the general meetings of the Company and shall be binding on the Company, all shareholders~~,~~ **(**~~authorized~~**including** proxies of the shareholders**)**, directors, ~~supervisors,~~ senior management and other relevant personnel present at the general meeting.	**Article 2** These Rules apply to the general meetings of the Company and shall be binding on the Company, all shareholders (including proxies of the shareholders), directors, senior management and other relevant personnel present at the general meeting.

No.	Amendments to Original Article	Amended Article
4.	~~Article 3 Shareholders' general meetings are divided into annual general meetings (hereinafter referred to as "AGM"), extraordinary general meetings; or all shareholders' general meetings or class shareholders' general meetings.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
5.	~~Article 4 AGMs are held once every year within six months from the end of the previous accounting year.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
6.	~~Article 5 For the shareholders' general meetings convened each year, all of them are extraordinary general meetings except the AGM. The extraordinary general meetings shall be arranged in the order of the year in which they are convened.~~	*Deleted this article.*
7.	~~Article 6 Holders of different classes of shares are class shareholders. Except other class shareholders, holders of A shares and holders of H shares are deemed to be shareholders of different classes. If the Company intends to alter or annul the rights of class shareholders, it shall have such alteration or annulment approved by a special resolution at the shareholders' general meeting and shall convene a class shareholders' meeting in accordance with the provisions of the Articles of Association. Only class shareholders are entitled to attend class shareholders' meetings.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
8.	Article 7 The Company shall strictly comply with ~~laws, administrative rules~~**the provisions of the Relevant Regulatory Rules**, the Articles of Association and these Rules to hold general meetings, and shall ensure shareholders can exercise their rights in accordance with laws. The board of directors of the Company shall duly perform its duties and properly organize the general meeting in a conscientious manner and on schedule. All directors of the Company shall perform their duties with due diligence to ensure the due holding of general meetings and its functions and powers are lawfully exercised.	**Article 3** The Company shall strictly comply with the provisions of the Relevant Regulatory Rules, the Articles of Association and these Rules to hold general meetings, and shall ensure shareholders can exercise their rights in accordance with laws. The board of directors of the Company shall duly perform its duties and properly organize the general meeting in a conscientious manner and on schedule. All directors of the Company shall perform their duties with due diligence to ensure the due holding of the general meetings and its functions and powers are lawfully exercised.
9.	Article 8 Any shareholder who holds the shares of the Company legally and validly are entitled to attend or ~~authorize~~ **appoint** a proxy to attend the general meeting, and shall have the right to know, to speak, to raise questions and to vote ~~pursuant to law and these Rules~~. Shareholders and their proxies attending the general meeting shall comply with the provisions of the ~~relevant laws and regulations~~**Relevant Regulatory Rules**, Articles of Association and these Rules, and shall take the initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.	**Article 4** Any shareholder who holds the shares of the Company legally and validly are entitled to attend or appoint a proxy to attend the general meeting, and shall have the right to know, to speak, to raise questions and to vote. Shareholders and their proxies attending the general meeting shall comply with the provisions of the Relevant Regulatory Rules, Articles of Association and these Rules, and shall take the initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.

No.	Amendments to Original Article	Amended Article
10.	Article 65 of Articles of Association The venue for holding of the general meeting shall be: the city where the Company's registered address is or any other venue designated by the board of directors. A meeting venue shall be set for the general meeting and the general meeting shall be held in the form of on-site meeting. **The Company shall also adopt safe, cost-efficient, and convenient online voting methods and other methods to facilitate shareholders in accordance with the Relevant Regulatory Rules.** The Company shall ~~also provide Internet or other means for the convenient attendance of the shareholders, and~~ clearly state the voting time~~,~~ **and** procedures ~~and the means to identify the shareholders~~ in the ~~notice of the~~ general meeting **notice,** if online voting or other methods is adopted as voting method **by the Company to facilitate the shareholders**. The shareholders who attend the meeting by the aforesaid methods shall be deemed as attending the general meeting. **In addition to setting up a meeting venue and holding an on-site meeting, the Company can also hold the general meeting by electronic communication.** **After the notice of the general meeting is issued, the venue for the on-site general meeting shall not be changed without reasonable cause. If a change is necessary, the convener of the meeting shall make an announcement and state the reasons at least 2 working days before the date of the on-site meeting.**	**Article 5** The venue for holding of the general meeting shall be: the city where the Company's registered address is or any other venue designated by the board of directors. A meeting venue shall be set for the general meeting and the general meeting shall be held in the form of on-site meeting. The Company shall also adopt safe, cost-efficient, and convenient online voting methods and other methods to facilitate shareholders in accordance with the Relevant Regulatory Rules. The Company shall clearly state the voting time and procedures in the general meeting notice, if online voting or other method is adopted as voting method by the Company to facilitate the shareholders. The shareholders who attend the meeting by the aforesaid methods shall be deemed as attending the general meeting. In addition to setting up a meeting venue and holding an on-site meeting, the Company can also hold the general meeting by electronic communication. After the notice of the general meeting is issued, the venue for the on-site general meeting shall not be changed without reasonable cause. If a change is necessary, the convener of the meeting shall make an announcement and state the reasons at least 2 working days before the date of the on-site meeting.

No.	Amendments to Original Article	Amended Article
11.	~~Article 9 The Secretary to the board of directors of the Company shall be responsible for implementing the preparatory and organization work for convening a shareholders' general meeting.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
12.	~~**CHAPTER 2 FUNCTIONS AND POWERS OF THE SHAREHOLDERS' GENERAL MEETING**~~	*Delete the title.*
13.	~~Article 10 The shareholders' general meeting is the authority organ of the Company and shall exercise the following functions and powers according to law:~~ ~~(1) to decide on the Company's operational policies and investment plans;~~ ~~(2) to elect and replace directors and to decide on matters relating to the remuneration of directors;~~ ~~(3) to elect and replace supervisors assumed by non-representatives of the employees and to decide on matters relating to the remuneration of supervisors;~~ ~~(4) to examine and approve the board of directors' reports;~~ ~~(5) to examine and approve the supervisory committee's reports;~~ ~~(6) to examine and approve the Company's profit distribution plans and loss recovery plans;~~ ~~(7) to examine and approve the Company's proposed annual preliminary and final financial budgets;~~ ~~(8) to pass resolutions on the increase or reduction of the Company's registered capital;~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
	~~(9) to pass resolutions on matters in relation to merger, division, dissolution, liquidation and change of corporate form of the Company;~~ ~~(10) to pass resolutions on the issue of debentures by the Company;~~ ~~(11) to pass resolutions on the appointment, dismissal and non-reappointment of the accounting firm by the Company;~~ ~~(12) to amend the Articles of Association and its appendices (including the Rules and Procedures for the Shareholders' General Meetings, Rules of Procedure for the Board Meetings and Rules and Procedures for the Supervisors' Meetings);~~ ~~(13) to consider motions raised by the Company's board of directors, supervisory committee or shareholders who represent 3% or more of the total number of voting shares of the Company;~~ ~~(14) to examine and approve the matters in relation to guarantees regulated by Rule 12(3) of these Rules of Procedure;~~ ~~(15) to examine the matters of purchase and/or sale by the Company within one year of significant assets exceeding thirty per cent (30%) of the latest audited total assets of the Company;~~ ~~(16) to examine and approve the change of the use of the raised funds;~~ ~~(17) to examine stock incentive plans~~ ~~(18) to decide on other matters which, according to laws, administrative regulations, rules of the competent authorities, the Articles of Association and these Rules of Procedure, shall be approved by the shareholders' general meetings.~~	

No.	Amendments to Original Article	Amended Article
14.	~~**CHAPTER 3 AUTHORITY OF THE SHAREHOLDERS' GENERAL MEETINGS**~~	*Delete the title.*
15.	~~Article 11 Matters which, in accordance with laws, administrative regulations, rules of the relevant government authorities, provisions of the Articles of Association and these Rules of Procedure, fall within the scope of the authority of the shareholders' general meeting must be examined at such meeting so as to protect the decision-making power of the shareholders of the Company on such matters.~~	*Deleted this article.*
16.	~~Article 12 In order to ensure and increase the stability and efficiency of the daily operations of the Company, the shareholders' general meeting authorizes the board of directors of the Company, on a partial basis, to exercise the following powers on investment plans, asset disposals and external guarantees:~~ ~~(1) Investment:~~ ~~(i) The shareholders' general meetings shall examine and approve medium and long-term investment plans and annual investment plans of the Company. The board of directors is authorized to make adjustments of not more than 15% of the amount of the capital expenditure for the current year as approved at the shareholders' general meeting.~~ ~~(ii) Individual project investments (including but not limited to exploration and development, fixed assets, external shareholdings) shall be approved by the shareholders' general meeting if the investment amounts are more than 5% of the latest audited net asset value of the Company. The board of directors is authorized to examine and approve projects if the investment amount is not more than 5% of the latest audited net asset value of the Company.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
	~~(iii) Where the Company uses its own assets to make risky investment in areas not related to the business of the Company (including but not limited to debentures, futures, shares), risky investments shall be approved by the shareholders' general meeting if the amount of investment is more than 1% of the latest audited net asset value of the Company. The board of directors is authorized to examine and approve projects if the investment amount is not more than 1% of the latest audited net asset value of the Company.~~ ~~(2) Asset disposal:~~ ~~(i) When the Company acquires or sells assets, it has to take into account of the following 5 testing indices: (1) total asset ratio: the total amount of the assets in relation to the transaction (if both book value and valuation value exist, the higher one shall be applied) divided by the latest audited total asset value of the Company; (2) transaction amount ratio: the transaction amount (taking into account of the assumed liabilities and costs, etc) of the acquired assets divided by the total amount of the latest audited net asset value of the Company; (3) transaction net profit (loss) ratio: the absolute value of the net profit or loss relating to the assets of the transaction divided by the absolute value of the audited net profit or loss of the Company for the preceding financial year; (4) revenue ratio: the revenue for the preceding financial year relating to the subject matter of the transaction divided by the audited revenue of the Company for the preceding financial year; (5) object net profit (loss) ratio: the absolute value of the net profit or loss for the preceding financial year relating to the object of the transaction divided by the absolute value of the audited net profit or loss of the Company for the preceding financial year.~~ ~~The shareholders' general meeting shall examine and approve any of the above projects with a ratio of not less than 50%. The board of directors is authorized to examine and approve any of the above projects with a ratio of less than 50%.~~	

No.	Amendments to Original Article	Amended Article
	~~(ii) In disposing of fixed assets, where the total value of the expected value of the fixed assets to be disposed of and the value of the fixed assets which have been disposed of in the 4 months prior to such proposed disposal exceeds 33% of the value of the fixed assets as shown in the latest balance sheet considered by the shareholders' general meeting, the shareholders' general meeting shall examine and approve such disposal, the board of directors shall not dispose or agree to dispose such fixed assets without the approval at the shareholders' general meeting; and the board of directors is authorized to examine and approve those fixed asset disposals of less than 33%.~~ ~~The disposal of fixed assets referred to in this Article includes the transfer of certain asset interests but excludes the provision of guarantee by way of fixed assets.~~ ~~The validity of the transactions for disposal of fixed assets by the Company shall not be affected by any breach of paragraph (2)(i) of this Article.~~ ~~(iii) Regarding others (including but not limited to the entering into, varying and termination of important contracts relating to entrustment of operation, entrusted operation, entrusted financial management, contracting and leasing), the relevant amount shall be calculated according to one of five testing indices referred to in paragraph (2)(i) of this Article.~~ ~~Any of the above projects with a ratio of more than 5% shall be examined and approved by the shareholders' general meeting. The board of directors is authorized to examine and approve any of the above projects with a ratio of not more than 5%.~~	

No.	Amendments to Original Article	Amended Article
	~~(3) External guarantees~~ ~~The Company shall not provide guarantees for personal liability..~~ ~~Unless otherwise stipulated in the Articles of Association and its appendices, matters in relation to the Company's external guarantees shall be examined and approved by the board of directors of the Company, among which, the following matters in relation to the external guarantees shall be examined and approved at the shareholders' general meeting:~~ ~~(1) any guarantee after the total external guarantee volume of the Company and its controlling subsidiaries reaches or exceeds 50% of the latest audited net assets of the latest term;~~ ~~(2) any guarantee after the total external guarantee volume of the Company reaches or exceeds 30% of the latest audited total assets of the latest term;~~ ~~(3) the guarantee provided to the guarantee objective whose asset liability ratio exceeds 70%;~~ ~~(4) the single guarantee volume exceeds 5% of the latest audited net assets;~~ ~~(5) the guarantee provided to shareholders, the actual controllers and the associated parties;~~ ~~(6) any other external guarantee regulated by laws, administrative regulations, rules of competent authorities and regulatory rules of the listing place.~~ ~~(4) If, when applying the relevant standards as set out above, the approving offices of any investment, asset disposal and external guarantee matters as referred to above include both shareholders' general meeting and the board of directors, such matters shall be submitted to the shareholders' general meeting for approval.~~	

No.	Amendments to Original Article	Amended Article
	~~(5) If the above investment, asset disposal and external guarantee matters constitute connected transactions according to the regulatory stipulations of the places where the Company is listed, the relevant matters shall be dealt with according to the relevant stipulations.~~	
17.	~~Article 13 Under necessary and reasonable circumstances, as regards specific matters related to the matters to be resolved and those which cannot or are not required to be decided at the shareholders' general meeting, the shareholders' general meeting may authorize the board of directors, directors or the secretary to the board of directors to decide within the scope of authority authorized by the shareholders' general meeting.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
18.	Article 70 ~~In respect of convention of~~ **When holding** the general meeting, the Company shall retain ~~PRC~~ legal advisors to ~~attend the shareholders' general meeting in accordance with law to enable him(them) to give legal opinions on the following matters, and shall publish these legal opinions together:~~**issue legal opinions on the following matters, and make an announcement:** (1) whether the procedures for convening and holding the ~~shareholders' general~~ meeting comply with the relevant laws, administrative regulations, the Articles of Association and these Rules; (2) ~~verification of~~ **whether** ~~the legality and validity of~~ the eligibility of the participants and convener of the meeting **is legal and valid**; (3) whether the voting procedures and results of the ~~shareholders' general~~ meeting are legal and valid; (4) the legal opinion on any other matters requested by the Company.	**Article 6** When holding the general meeting, the Company shall retain legal advisors to issue legal opinions on the following matters, and make an announcement: (1) whether the procedures for convening and holding the meeting comply with the relevant laws, administrative regulations, the Articles of Association and these Rules; (2) whether the eligibility of the participants and convener of the meeting is legal and valid; (3) whether the voting procedures and results of the meeting are legal and valid; (4) the legal opinion on any other matters requested by the Company.

No.	Amendments to Original Article	Amended Article
19.	**CHAPTER 42 PROCEDURES FOR HOLDING THE~~A SHAREHOLDERS'~~ GENERAL MEETING**	**CHAPTER 2 PROCEDURES FOR HOLDING THE GENERAL MEETING**
20.	*New Section.*	**Section 1 Convening of the General Meeting**
21.	*New Article.*	**Article 7** The board of directors shall timely convene the general meeting within the prescribed period.
22.	Article 16 ~~Where two or more than half of the independent directors request~~ **Subject to the approval of a special meeting of independent directors, the independent directors shall have the right to propose to** the board of directors to hold an extraordinary general meeting, ~~they~~**and** shall be responsible for putting forward the ~~resolutions~~ **proposal** to ~~be examined at~~ the **general** meeting.	**Article 8** Subject to the approval of a special meeting of independent directors, the independent directors shall have the right to propose to the board of directors to hold an extraordinary general meeting and shall be responsible for putting forward the proposals to the general meeting. With regard to the aforesaid proposal, the board of directors shall, in accordance with the provisions in laws, administrative rules, the Articles of Association and these Rules, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting, it shall issue the notice of the general meeting within 5 days after the resolution passed by the board of directors; where the board of directors disagree to hold the extraordinary general meeting, it shall make an announcement with the reasons stated.
23.	Article 27 With regard to the **aforesaid** proposal ~~by the independent directors on convention of extraordinary general meeting~~, the board of directors shall, in accordance with the provisions in laws, administrative rules ~~and~~**,** the Articles of Association **and these Rules**, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting within 10 days from receiving the proposal~~;~~**.** ~~w~~**W**here the board of directors agree to hold the extraordinary general meeting, it shall ~~distribute~~**issue** the notice ~~thereof~~ **of the general meeting** within 5 days after the resolution passed by the board of directors; where the board of directors disagree to hold the extraordinary general meeting, it shall make an announcement with the reasons stated.	

No.	Amendments to Original Article	Amended Article
24.	~~Article 17 Where the supervisory committee proposes to convene a shareholders' general meeting, it shall be responsible for putting forward resolutions.~~	**Article 9** The audit committee has the right to propose in writing to hold the extraordinary general meeting to the board of directors, and shall be responsible for putting forward the proposals to the general meeting. The board of directors shall, subject to the laws, administrative rules, the Articles of Association and these Rules, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting, it shall issue the notice of the extraordinary general meeting within 5 days after the resolution passed by the board of directors. If there is any change made to the original proposal in the notice of the meeting, the consent of the audit committee must be obtained. Where the board of directors disagree to hold the extraordinary general meeting, or fails to respond within 10 days from receiving the proposal, the board of directors shall be deemed to be unable or fail to perform its duties to convene the general meeting, and the audit committee can convene and chair the meeting by itself.
25.	Article 28 The ~~supervisory committee~~**audit committee** has the right to propose in writing to hold the extraordinary general meeting to the board of directors, **and shall be responsible for putting forward the proposals to the general meeting.** ~~who~~ **The board of directors** shall, subject to the laws, administrative rules ~~and~~**,** the Articles of Association **and these Rules**, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting, it shall issue the notice of the extraordinary general meeting within 5 days after the resolution passed by the board of directors ~~and the alteration upon the original request in the notice shall win the approval from the supervisory committee~~**. If there is any change made to the original proposal in the notice of the meeting, the consent of the audit committee must be obtained**. Where the board of directors disagree to hold the extraordinary general meeting or fails to ~~make feedback in writing~~**respond** within 10 days from receiving the proposal, the board of directors shall be deemed to be unable or fail to perform its duties to convene the general meeting, and the ~~supervisory committee~~ **audit committee** can convene and chair the meeting by itself.	

No.	Amendments to Original Article	Amended Article
26.	~~Article 18 Where shareholders individually or jointly holding more than 10% of the Company's voting shares propose to convene a shareholders' general meeting, the proposing shareholders shall be responsible for putting forward the motions, whether or not the meeting is convened by the board of directors.~~	**Article 10** Where the Shareholders individually or jointly holding 10% or more of the shares of the Company propose to hold the extraordinary general meeting to the board of directors, shall propose in writing to the board of directors, and shall be responsible for putting forward the proposals to the general meeting. The board of directors shall, in accordance with the provisions in laws, administrative rules, the Articles of Association and these Rules, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting, it shall issue the notice of the extraordinary general meeting within 5 days after the resolution passed by the board of directors. If there is any change made to the original proposal in the notice of the meeting, the consent of the relevant shareholders must be obtained. Where the board of directors disagree to hold the extraordinary general meeting, or fails to respond within 10 days from receiving the proposal, such shareholders as individually or jointly holding 10% or more of the shares of the Company have the right to propose in writing to hold the extraordinary general meeting to the audit committee. Where the audit committee agree to hold the extraordinary general meeting, it shall issue the notice of the extraordinary general meeting within 5 days from receiving the proposal. If there is any change made to the original proposal in the notice of the meeting, the consent of the relevant shareholders must be obtained. Where the audit committee fails to issue the notice of extraordinary general meeting within the required time limit, the audit committee shall be deemed as not convening and chairing the general meeting, the shareholders as individually or jointly hold 10% or more of the shares of the Company for consecutive 90 days have the right to convene and chair the meeting by themselves.
27.	Article 29 **Where the** Shareholders individually or jointly holding 10% or more of the shares of the Company ~~have the right to~~ propose ~~in writing~~ to hold the extraordinary general meeting ~~or class shareholders' meeting~~ to the board of directors**,** shall propose in writing to the board of directors, **and shall be responsible for putting forward the proposals**. The board of directors shall, in accordance with the provisions in laws, administrative rules ~~and~~**,** the Articles of Association **and these Rules**, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting ~~or class shareholders' meeting~~ within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting ~~or class shareholders' meeting,~~ it shall issue the notice of the extraordinary general meeting within 5 days after the resolution passed by the board of directors. If there is any change made to the original proposal in the notice of the meeting, the consent of the relevant shareholders must be obtained. Where the board of directors disagree to hold the extraordinary general meeting ~~or class shareholders' meeting~~ or fails to respond within 10 days from receiving the proposal, such shareholders as individually or jointly holding 10% or more of the shares of the Company have the right to propose in writing to hold the extraordinary general meeting ~~or class shareholders' meeting~~ to the ~~supervisory committee~~ **audit committee**.	

No.	Amendments to Original Article	Amended Article
	Where the ~~supervisory committee~~ **audit committee** agree to hold the extraordinary general meeting ~~or class shareholders' meeting, it shall,~~ it shall issue the notice of the extraordinary general meeting within 5 days from receiving the proposal. If there is any change made to the original proposal in the notice of the meeting, the consent of the relevant shareholders must be obtained. Where the ~~supervisory committee~~ **audit committee** fails to issue the notice of extraordinary general meeting within the required time limit, ~~it~~ **the audit committee** shall be deemed as not convening and chairing the general meeting, the shareholders as individually or jointly hold 10% or more of the shares of the Company for continuous 90 days have the right to convene and chair the meeting by themselves.	
28.	Article 30 Where the ~~supervisory committee~~ **audit committee** or shareholders decide to convene the general meeting by themselves, they shall notify the board of directors in writing and ~~put on record in the local branches of the securities regulatory institute authorized by the State Council~~ **file to** ~~and~~ the **Shanghai** ~~s~~**S**tock ~~e~~**E**xchange. Before the issue of the poll results announcement, the shareholding percentage of the convening shareholders shall not be less than 10% of the Company. **At the time of the issue of general meeting's notice and poll results announcement, the audit committee or the convening shareholder(s) shall submit relevant supporting documents to the Shanghai Stock Exchange as required.** ~~The convening shareholders shall, at the time of issuing the notice of the shareholders' meeting and the announcement of the resolutions of the shareholders' meeting, provided relevant supporting documents to the local branches of the securities regulatory institute authorized by the State Council and the stock exchange.~~	**Article 11** Where the audit committee or shareholders decide to convene the general meeting by themselves, they shall notify the board of directors in writing and file to the Shanghai Stock Exchange. At the time of the issue of general meeting's notice and poll results announcement, the audit committee or the convening shareholder(s) shall submit relevant supporting documents to the Shanghai Stock Exchange as required. Before the issue of the poll results announcement, the shareholding percentage of the convening shareholders shall not be less than 10% of the shares of the Company.

No.	Amendments to Original Article	Amended Article
29.	Article 31 With respect to the general meeting convened by the ~~supervisory committee~~**audit committee** or the shareholders, the board of directors and the secretary to the board shall coordinate. The board of directors ~~shall~~ **will** provide the register of members as at the share registration date.	**Article 12** With respect to the general meeting convened by the audit committee or the shareholders, the board of directors and the secretary to the board shall coordinate. The board of directors will provide the register of members as at the share registration date.
30.	Article 32 Where the general meeting is ~~held independently~~ **convened** by the ~~supervisory committee~~ **audit committee** or shareholders, the necessary cost of the meeting shall be borne by the Company.	**Article 13** Where the general meeting is convened by the audit committee or shareholders, the necessary cost of the meeting shall be borne by the Company.
31.	**Section ~~1~~ 2 ~~Putting Forward and Collecting the Resolutions~~Proposal at the General Meeting**	**Section 2 Proposal at the General Meeting**
32.	Paragraphs 1, 2 and 5 of Article 14 The contents of the proposal shall fall within the functions and powers of the general meeting, and shall contain clear subjects for discussion and specific matters to be resolved and shall comply with relevant provisions of laws, administrative rules, the Articles of Association and these Rules. ~~Where the Company convenes a shareholders' general meeting, the~~ **The** board of directors, the ~~supervisory committee~~ **audit committee** and shareholders individually or jointly holding ~~3~~**1**% or more of the total voting shares of the Company have the right to submit the proposal to the Company. ~~Proposals not listed on the notice of shareholders' general meeting or not according to this Article of these Rules shall not be voted or resolved in the shareholders' general meeting.~~	**Article 14** The contents of the proposal shall fall within the functions and powers of the general meeting, and shall contain clear subjects for discussion and specific matters to be resolved and shall comply with relevant provisions of laws, administrative rules, the Articles of Association and these Rules. The board of directors, the audit committee and shareholders individually or jointly holding 1% or more of the total voting shares of the Company have the right to submit the proposal to the Company.
33.	~~Article 15 Motions at the shareholders' general meeting are usually put forward by the board of directors.~~	

No.	Amendments to Original Article	Amended Article
34.	Paragraphs of 3 and 4 of Article 14 Shareholders individually or jointly holding ~~3~~**1**% or more of the total voting shares of the Company can put forward an additional proposal by written proposals to convener 10 days before the holding of the general meeting. The convener shall publish the supplementary notice to announce the additional proposal within 2 days upon receiving the proposal. **Where the securities regulatory rules of the places where the Company's shares are listed have stricter provisions, such provisions shall prevail.** **Additional proposals shall be within the functions and powers of the general meeting and shall not violate the provisions of the Relevant Regulatory Rules or the Articles of Association.** Apart from as stipulated by the preceding paragraph, after the convener of the meeting publishing the notice **of the general meeting**, the listed proposal or the newly added proposal included in the notice of the general meeting shall not be changed.	**Article 15** Shareholders individually or jointly holding 1% or more of the total voting shares of the Company can put forward an additional proposal by written proposals to convener 10 days before the holding of the general meeting. The convener shall publish the supplemental notice to announce the additional proposal within 2 days upon receiving the proposal. Where the securities regulatory rules of the places where the Company's shares are listed have stricter provisions, such provisions shall prevail. Additional proposals shall be within the functions and powers of the general meeting and shall not violate the provisions of the Relevant Regulatory Rules or the Articles of Association. Apart from as stipulated by the preceding paragraph, after the convener of the meeting publishing the notice of the general meeting, the listed proposal or the newly added proposal included in the notice of the general meeting shall not be changed.
35.	~~Article 19 Before the Chairman of the board of directors issues a notice of the board meeting relating to the convening of a shareholders' general meeting, the secretary to the board of directors may collect motions from shareholders individually holding more than 3% of the Company's voting shares, supervisors and independent directors and submit the same to the board of directors for examination and approval and subsequently submit the same as motions to the shareholders' general meeting for examination.~~	*Deleted this article.*

No.	Amendments to Original Article	Amended Article
36.	~~Article 20 The following resolutions shall be put forward at the AGM for consideration:~~ ~~(1) to examine the board of directors' annual reports, including the investment plans and operation strategy for the following year;~~ ~~(2) to examine the supervisory committee's annual reports;~~ ~~(3) to examine the Company's audited final budget proposal for the preceding year;~~ ~~(4) to examine and approve the Company's profit distribution plans and loss recovery plans for the preceding year;~~ ~~(5) to appoint, dismiss or not to reappoint the accounting firm.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
37.	~~Article 21 Where the supervisory committee or shareholders individually or jointly holding more than 10% of the Company's voting shares propose to convene an extraordinary general meeting or class shareholders' general meeting, they may sign one or more written request(s) of identical form and contents stating the topics for discussion at the meeting, and at the same time submit motions complying with the above requirements of these Rules of Procedures to the board of directors.~~	*Deleted this article.*

No.	Amendments to Original Article	Amended Article
38.	~~Article 22 Resolutions involving the following circumstances shall be deemed to lead to a change or abrogation of the rights of a class shareholder and the board of directors shall submit them to a class shareholders' general meeting for examination:~~ ~~(1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~ ~~(2) to change all or part of the shares of such class into shares of another class or to change all or part of the shares of another class into shares of that class or to grant such conversion right;~~ ~~(3) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;~~ ~~(4) to reduce or remove preferential rights attached to shares of such class to receive dividends or to the distribution of assets in the event that the Company is liquidated;~~ ~~(5) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the Company attached to shares of such class;~~ ~~(6) to cancel or reduce rights to receive payment payable by the Company in a particular currency attached to shares of such class;~~ ~~(7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
	~~(8) to restrict the transfer or ownership of shares of such class or to impose additional restrictions;~~ ~~(9) To issue rights to subscribe for, or to convert into, shares of such class or another class;~~ ~~(10) To increase the rights or privileges of shares of another class;~~ ~~(11) to restructure the Company in such a way so as to cause the shareholders of different classes to bear liability to different extents during the restructuring;~~ ~~(12) to amend or abrogate the provisions of Chapter 9 of the Articles of Association "Special Procedures for Voting by a Class of Shareholders".~~	
39.	**Section ~~2~~3 Notice of General Meeting ~~and its Alterations~~**	**Section 3 Notice of General Meeting**
40.	Article 23 The notice of a general meeting shall be issued by the conveners of the meeting. ~~Conveners of the meeting include the board of directors, the supervisory committee or shareholders individually or jointly holding more than 10% of the Company's voting shares.~~	**Article 16** The notice of a general meeting shall be issued by the convener of the meeting.

No.	Amendments to Original Article	Amended Article
41.	Article 24 ~~A written notice shall be issued 45 days (excluding the date of the meeting) prior to the meeting, informing all shareholders of the resolutions to be considered at the meeting, and the date and place of the meeting.~~ ~~The notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For the holders of A shares, the notice of the meeting may also be given by way of public announcement.~~ ~~The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council during the period between forty-five to fifty days before the date of the meeting. Once the announcement is made, the holders of A shares shall be deemed to have received the notice of the relevant shareholders' general meeting.~~ ~~Subject to the laws, regulations and the listing rules of the place where the Company's shares are listed, the Company may issue or provide the aforesaid notice of the shareholders' general meeting in accordance with Article 219 of the Articles of Association, instead of issuing or providing such notice in accordance with the above three paragraphs of this article.~~ **When holding the general meeting by the Company, the convener of the meeting shall issue the notice 20 days prior to the annual general meeting (excluding the date of such meeting) and 15 days prior to the extraordinary general meeting (excluding the date of such meeting), informing shareholders of the time, venue and matters to be considered at the meeting. The issue time of the notice shall also comply with the relevant requirements of The Stock Exchange of Hong Kong Limited regarding the closure of register of members.**	**Article 17** When holding the general meeting by the Company, the convener of the meeting shall issue the notice 20 days prior to the annual general meeting (excluding the date of such meeting) and 15 days prior to the extraordinary general meeting (excluding the date of such meeting), informing shareholders of the time, venue and matters to be considered at the meeting. The issue time of the notice shall also comply with the relevant requirements of The Stock Exchange of Hong Kong Limited regarding the closure of register of members.

No.	Amendments to Original Article	Amended Article
42.	Article 25 The notice of ~~a class shareholders' general meeting~~ **A or H shareholders meetings** shall be delivered only to the shareholders who are entitled to vote at such general meetings.	**Article 18** The notice of A or H shareholders meetings shall be delivered only to the shareholders who are entitled to vote at such general meetings. A or H shareholders meetings shall be conducted in a manner which is as similar as possible to that of general meetings. The provisions of the Articles of Association and these Rules relating to the procedures for holding the general meetings are applicable to A or H shareholders meetings.
43.	Article 94 of Articles of Association ~~Class meetings~~ **A or H shareholders meetings** shall be conducted in a manner which is as similar as possible to that of general meetings. The provisions of the Articles of Association and ~~its appendices~~**these Rules** relating to the procedures for holding the general meetings are applicable to ~~class meetings~~ **A or H shareholders meetings.**	

No.	Amendments to Original Article	Amended Article
44.	Paragraphs 1 and 2 of Article 26 The notice of a general meeting shall ~~satisfy~~**include** the following ~~requirements~~**information**: (1) ~~in writing as provided in Rule 24 of these Rules of Procedures;~~ ~~(2) specify~~ the venue, date, time and duration of the meeting; (~~3~~**2**) ~~set out~~ matters and ~~proposals~~ **resolutions** to be considered at the meeting; (~~4~~**3**) ~~provide the shareholders with such~~ **necessary** information ~~and~~ **or** explanation ~~as necessary~~ to enable the shareholders to make an informed decision on the ~~proposals put before them. Such principle includes (but not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with contracts (if any) and the cause and effect of such proposal must be properly explained~~**matters to be considered**; **(4) a clear statement that all shareholders entitled to attend and vote at such meeting are entitled to appoint their proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company;** ~~(5) contain a disclosure of the nature and extent of the material interests of any director, supervisor, senior management personnel in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;~~	**Article 19** The notice of a general meeting shall include the following information: (1) the venue, date, time and duration of the meeting; (2) matters and resolutions to be considered at the meeting; (3) necessary information or explanation to enable the shareholders to make an informed decision on the matters to be considered; (4) a clear statement that all shareholders entitled to attend and vote at such meeting are entitled to appoint their proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company; (5) the share registration date to decide the eligibility for the shareholder to attend the general meeting; (6) the time and place for lodging proxy forms for the meeting; (7) names and telephone numbers of the contacts for the meeting; (8) voting time and voting procedures for online voting or other means.
		Article 20 Where the election of directors is to be proposed at the general meeting, the notice of the general meeting shall contain the detailed information about the director candidates, including but not limited to the following: (1) personal information such as education background, working experience and concurrent positions;

No.	Amendments to Original Article	Amended Article
	(5) the share registration date to decide the eligibility for the shareholder to attend the general meeting; **(6) the time and place for lodging proxy forms for the meeting;** **(7) names and telephone numbers of the contacts for the meeting;** **(8) voting time and voting procedures for online voting or other means.** ~~(6)~~ Where the election of directors~~ and supervisors~~ is to be proposed at the general meeting, the notice of the general meeting shall contain the detailed information about the directors~~ and supervisors~~ candidates, including but not limited to the following: (~~i~~**1**) personal information such as education background, working experience and concurrent positions; (~~ii~~**2**) whether he/she has any relationship with the Company and its controlling shareholder**,** ~~and~~ the de facto controller**, directors, senior management, and shareholders holding 5% or more of the shares**; **(3) whether there is any circumstance under which he/she shall not be nominated as a director of a listed company according to the requirements of the Relevant Regulatory Rules;**	(2) whether he/she has any relationship with the Company and its controlling shareholder, the de facto controller, directors, senior management, and shareholder holding 5% or more of the shares; (3) whether there is any circumstance under which he/she shall not be nominated as a director of a listed company according to the requirements of the Relevant Regulatory Rules; (4) the interests held in the shares of the Company; (5) whether he/she received any regulatory sanction imposed by China Securities Regulatory Commission or any other relevant authorities and any warning from the securities exchange where the Company's shares are listed. Except for the election of directors by way of cumulative voting, each director candidate shall be proposed as a single proposal.

No.	Amendments to Original Article	Amended Article
45.	(~~iii~~**4**) ~~revealing the Company's share volume~~ **the interests held in the shares of the Company**; (~~iv~~**5**) whether he/she received ~~punishment from the securities regulatory institution authorized by the State Council and its~~ **any regulatory sanction imposed by China Securities Regulatory Commission or other** relevant authorities and ~~the~~ **any** warning ~~reprimand~~ from the securities exchange **where the Company's shares are listed**. Except the election of directors by way of cumulative voting, each director ~~and supervisor~~ candidate shall be proposed as a single proposal. ~~(7) contain the full text of any special resolution to be proposed at the meeting;~~ ~~(8) contain a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy needs not be a shareholder;~~ ~~(9) specify the shareholding registration date for the shareholders who are entitled to attend the shareholders' general meeting;~~ ~~(10) specify the time and place for lodging proxy forms for the meeting;~~ ~~(11) state names and telephone numbers of the contact persons for the meeting.~~	

No.	Amendments to Original Article	Amended Article
46.	Paragraph 3 of Article 26 The notice and supplementary notice of the general meeting shall fully and completely disclose all the details of all the ~~proposals~~ **resolutions**. ~~Where the independent directors are required to express their views on the matters to be discussed, the notice of the meeting shall also disclose the views and reasons of the independent directors.~~	**Article 21** The notice and supplementary notice of the general meeting shall fully and completely disclose all the details of all the resolutions.
47.	~~Article 33 Shareholders intending to attend a shareholders' general meeting shall deliver to the Company their written replies concerning their attendance at such meeting twenty days before the date of the meeting.~~ ~~The Company shall, based on the written replies which it receives from the shareholders twenty days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders and the authorized proxies who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the shareholders' general meeting; if not, then the Company shall, within five days, notify the shareholders again by way of public announcement the matters to be considered at, and the place and date for, the meeting. The Company may then hold the shareholders' general meeting after publication of such announcement.~~	*Deleted this article.*
48.	Article 34 After the convener of a meeting issues the notice of the general meeting, the general meeting shall not be postponed or canceled, and the ~~proposals~~ **resolutions** listed in the general meeting notice shall not be canceled without reasonable cause. Where a general meeting has to be postponed or canceled, the convener of the meeting shall publish an announcement with reasons stated at least 2 working days before the original date of the general meeting.	**Article 22** After the convener of a meeting issues the notice of the general meeting, the general meeting shall not be postponed or canceled and the resolutions listed in the general meeting notice shall not be canceled without reasonable cause. Where a general meeting has to be postponed or canceled, the convener of the meeting shall publish an announcement with reasons stated at least 2 working days before the original date of the general meeting.

No.	Amendments to Original Article	Amended Article
49.	**Section ~~3~~4 Registration of a General Meeting**	**Section 4 Registration of a General Meeting**
50.	Article 68 of Articles of Association All shareholders or their proxies registered on the share registration date are entitled to attend the general meeting and exercise their voting rights in accordance with the ~~relevant laws, rules and the Articles of Association and its appendices~~**Relevant Regulatory Rules, Articles of Association and these Rules, and the Company and the convener shall not refuse for any reason**.	**Article 23** All shareholders or their proxies registered on the share registration date are entitled to attend the general meeting and exercise their voting rights in accordance with the Relevant Regulatory Rules, Articles of Association and these Rules, and the Company and the convener shall not refuse for any reason.
51.	Article 35 ~~A shareholder~~ **Any shareholder entitled to attend and vote at the general meeting** can attend the general meeting in person or appoint a proxy to attend and vote **at the general meeting within the scope of authorization** on his/her/its behalf. In order to ensure the solemnity and proper order of the general meeting, the Company shall have the right to refuse persons other than those stated above to enter into the venue.	**Article 24** Any shareholder entitled to attend and vote at the general meeting can attend the general meeting in person or appoint a proxy to attend and vote at the general meeting within the scope of authorization on his/her/its behalf. In order to ensure the solemnity and proper order of the general meeting, the Company shall have the right to refuse persons other than those stated above to enter into the venue.

No.	Amendments to Original Article	Amended Article
52.	Article 39 ~~The~~ **If a shareholder appoints proxy to attend the general meeting on his/her/its behalf, the** instrument appointing a proxy ~~of a shareholder~~ shall be in writing. Such written proxy form shall contain the following information: (1) the name of ~~the authorized proxy of~~ the appointer**, the type and number of shares of the Company held**; ~~(2) the number of shares of the principal represented by the authorized proxy;~~ **(2) the name of the proxy;** ~~(3) whether or not the proxy has any voting right;~~ (~~4~~**3**) **specific instructions from the shareholder, including** an indication to vote for or against ~~each and every matter~~ such resolutions or abstain from voting for each matter included in the notice of the general meeting; (~~5~~**4**) the date of issue and validity period of the proxy form; (~~6~~**5**) the signature (or seal) of the ~~principal or its agent appointed in writing~~appointer; if the appointer is ~~a legal person shareholder~~**non-individual**, the proxy form shall bear the seal of the ~~legal person~~ unit, or signed by its ~~director or an agent duly appointed by it~~**duly authorized representative**. ~~The proxy form shall state clearly that the proxy shall be entitled to vote at his discretion in the absence of specific instructions from the shareholder.~~	**Article 25** If a shareholder appoints a proxy to attend the general meeting on his/her/its behalf, the instrument appointing a proxy shall be in writing. Such proxy form shall contain the following information: (1) the name of the appointer, the type and number of shares of the Company held; (2) the name of the proxy; (3) specific instructions from the shareholder, including an indication to vote for or against such resolutions or abstain from voting for each matter included in the notice of the general meeting; (4) the date of issue and validity period of the proxy form; (5) the signature (or seal) of the appointer; if the appointer is non-individual, the proxy form shall bear the seal of the unit, or be signed by its duly authorized representative.

No.	Amendments to Original Article	Amended Article
53.	Article 40 The proxy form shall be lodged with the Company's registered address or such other place as specified in the notice convening the general meeting at least ~~twenty-four~~**24** hours prior to the designated time for the relevant meeting for ~~twenty-four~~**24** hours prior to the designated voting time. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, together with the proxy form, shall be lodged with the Company's registered address or such other place as specified in the notice convening the general meeting. ~~If the proxy is a legal person, his legal representative or any representative authorized by the board of directors or by other decision making organs shall attend the shareholders' meeting of the Company on his behalf.~~	**Article 26** The proxy form shall be lodged with the Company's registered address or such other place as specified in the notice convening the general meeting at least 24 hours prior to the designated time for the relevant meeting or 24 hours prior to the designated voting time. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, together with the proxy form, shall be lodged with the Company's registered address or such other place as specified in the notice convening the general meeting.

No.	Amendments to Original Article	Amended Article
54.	Article 41 Shareholders attending a general meeting shall complete registration procedures. Shareholders shall provide the following documents for registration purposes: (1) ~~Individual shareholders:~~ **If** an individual shareholder **attends the meeting in person, he/she** shall produce his/her valid identification documents, ~~stock account card and provide information enabling the Company to confirm his identity as a shareholder~~**or other valid identification certificates or proof of identity**. Where a proxy is appointed to attend the meeting, the proxy shall provide his/her own valid identification documents, the proxy form, and documents which enable the Company to confirm the identity of his/her principal as a shareholder. (2) ~~Legal person shareholders:~~ **Corporate shareholders shall appoint their legal representatives, proxies authorized by such corporate shareholders or their legal representative to attend the meeting.** If a legal representative attends the meeting, he/she shall provide his/her valid identification documents and proof of his/her qualification as a legal representative, and the information enabling the Company to confirm the identity of the corporate shareholder. Where **the corporate shareholder or its legal representative appoints** a proxy ~~is appointed~~ to attend the meeting, the proxy shall provide his/her own valid identification documents, the proxy form issued ~~by the legal person shareholder~~ pursuant to law, ~~or a notarized copy of a resolution on authorization adopted by the board of directors of the legal person shareholder or other decision-making organs,~~ and information enabling the Company to confirm the identity of the appointer as a corporate shareholder. **(3) Other non-individual person shareholders attending the meeting shall follow the requirements for legal person shareholders.**	**Article 27** Shareholders attending a general meeting shall complete the registration procedures. Shareholders shall provide the following documents for registration purposes: (1) If an individual shareholder attends the meeting in person, he/she shall produce his/her valid identification documents, or other valid identification certificates or proof of identity. Where a proxy is appointed to attend the meeting, the proxy shall provide his/her own valid identification documents, the proxy form, and documents which enable the Company to confirm the identity of his/her principal as a shareholder. (2) Corporate shareholders shall appoint their legal representatives, proxies authorized by such corporate shareholders or their legal representatives to attend the meeting. If a legal representative attends the meeting, he/she shall provide his/her valid identification documents and proof of his/her qualification as a legal representative, and the information enabling the Company to confirm the identity of the corporate shareholder. Where the corporate shareholder or its legal representative appoints a proxy to attend the meeting, the proxy shall provide his/her own valid identification documents, the proxy form issued pursuant to law, and information enabling the Company to confirm the identity of the appointer as a corporate shareholder. (3) Other non-individual shareholders attending the meeting shall follow the requirements for corporate shareholders.

No.	Amendments to Original Article	Amended Article
55.	~~Article 38 Apart from the aforesaid, the contents of registration for the shareholders or proxies attending the shareholders' general meeting shall include:~~ ~~(1) request to speak and contents of the text (if any);~~ ~~(2) collecting the voting slips according to the number of shares held/represented by the shareholders or proxies.~~	*Deleted this article.*
56.	Article 36 The Company shall be responsible for preparing a ~~shareholder~~ **meeting** attendance register, which will be signed by the shareholder and the authorized proxies attending the on-site meeting. The ~~shareholder~~ **meeting** attendance register shall set out the names of persons attending the ~~on-site~~ meeting ~~(and/or names of units)~~, identification document numbers, information confirming the identities of the shareholders (such as shareholder account numbers), the number of voting shares held or represented, names of the proxies (or names of the units) and so on.	**Article 28** The Company shall be responsible for preparing a meeting attendance register, which will be signed by the shareholders and the authorized proxies attending the on-site meeting. The meeting attendance register shall set out the names of persons attending the meeting, identification document numbers, information confirming the identities of the shareholders (such as shareholder account numbers), the number of voting shares held or represented, names of the proxies (or names of the units) and so on.
57.	Article 37 The convener **of the meeting** and legal advisor engaged by the Company, shall, in accordance with the register of members provided by the securities registration and clearing institutions, jointly verify the legality of the identification of the shareholders and register the full name (or the name of the entity) of the shareholders and the number of shares with voting rights held by such shareholders. Unless otherwise decided by the Company, prior to ~~the announcement by~~ **the presider of the meeting** announcing the number of the shareholders and the ~~authorized~~ proxies attending the on-site meeting and the total number of shares with voting rights held by such shareholders, the meeting registration shall be concluded.	**Article 29** The convener of the meeting and legal advisor engaged by the Company, shall, in accordance with the register of members provided by the securities registration and clearing institutions, jointly verify the legality of the identification of the shareholders and register the full name (or the name of the entity) of the shareholders and the number of shares with voting rights held by such shareholders. Unless otherwise decided by the Company, prior to the presider of the meeting announcing the number of the shareholders and the proxies attending the on-site meeting and the total number of shares with voting rights held by such shareholders, the meeting registration shall be concluded.

No.	Amendments to Original Article	Amended Article
58.	Article 42 Where a shareholder or a proxy requests to speak at the general meeting, he/she shall register with the Company prior to the commencement of the general meeting **and provide the relevant content**. The number of registered speakers shall be limited to 10. If there are more than 10 shareholders who wish to speak at the meeting, the first 10 shareholders with the largest shareholdings shall speak at the meeting in an order based on their individual shareholdings starting from the highest.	**Article 30** Where a shareholder or a proxy requests to speak at the general meeting, he/she shall register with the Company prior to the commencement of the general meeting and provide the relevant content. The number of registered speakers shall be limited to 10. If there are more than 10 shareholders who wish to speak at the meeting, the first 10 shareholders with the largest shareholdings shall speak at the meeting in an order based on their individual shareholdings starting from the highest.
59.	**Section 4 5 Convening a General Meeting**	**Section 5 Convening a General Meeting**
60.	Article 43 The board of directors of the Company and other conveners of the Company shall take necessary measures to ensure the normal order of the general meeting. Any acts interfering with the general meeting, provoking and infringing the lawful rights of the shareholders shall be prevented with precautions, stopped and reported to the relevant departments for investigation and prosecution.	**Article 31** The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order of the general meeting. Any acts interfering with the general meeting, provoking and infringing the lawful rights of the shareholders shall be prevented with precautions, stopped and reported to the relevant departments for investigation and prosecution.

No.	Amendments to Original Article	Amended Article
61.	Article 44 A general meeting shall be chaired by the chairman of the board. If the chairman is unable or fails to perform his/her duty, the vice chairman ~~(if the Company has two or more vice chairmen, the one recommended by more than half of the total directors)~~ shall chair the meeting, if the vice chairman is unable or fails to perform his/her duty, ~~the~~ **one** director recommended by **a majority** ~~more than half~~ of ~~the total~~**all** directors shall chair the meeting. Where the general meeting is convened by the ~~supervisory committee~~ **audit committee**, the meeting shall be chaired by the ~~president~~**chairman** of the ~~supervisory committee~~ **audit committee**. ~~Where the president of the supervisory committee is unable or fails to perform his duty, the meeting shall be chaired by the vice president of the supervisory committee; w~~**W**here the ~~vice president of the supervisory committee~~ **chairman of the audit committee** is unable or fails to perform his/her duty, the meeting shall be chaired by the ~~supervisor~~ **member of the audit committee** recommended by ~~more than half~~**a majority** of all the ~~supervisors~~**members of the audit committee**. Where the general meeting is convened by the shareholders, the meeting shall be chaired by ~~the person~~ **the convener or the representative** recommended by the convener. Where the presider violates ~~the Rules of Procedures~~ **these Rules** and results that the general meeting is unable to continue, a new presider, as recommended and approved by a majority of the shares with voting rights attending the on-site meeting, can continue the general meeting.	**Article 32** A general meeting shall be chaired by the chairman of the board. If the chairman is unable or fails to perform his/her duty, the vice chairman shall chair the meeting; if the vice chairman is unable or fails to perform his/her duty, one director recommended by a majority of all directors shall chair the meeting. Where the general meeting is convened by the audit committee, the meeting shall be chaired by the chairman of the audit committee. Where the chairman of the audit committee is unable or fails to perform his/her duty, the meeting shall be chaired by the member of the audit committee recommended by a majority of all the members of the audit committee. Where the general meeting is convened by the shareholders, the meeting shall be chaired by the convener or the representative recommended by the convener. Where the presider violates these Rules and results that the general meeting is unable to continue, a new presider, as recommended and approved by a majority of the shares with voting rights attending the on-site meeting, can continue the general meeting.

No.	Amendments to Original Article	Amended Article
62.	*New Article.*	**Article 33** Where general meetings or the Relevant Regulatory Rules require directors and senior management to present at the meeting, such directors and senior management shall present and accept shareholders' inquiries.
63.	Article 45 The ~~chairman~~ **presider** shall declare that the meeting commences at the scheduled time after he/she has been informed that the participants are in compliance with legal requirements and speakers are registered, provided that in any of the following circumstances, the meeting may be declared to commence later than the time scheduled: (1) when any equipment of the venue is out of order so that the meeting cannot be held as usual; (2) when there is any material matter affecting the holding of the meeting.	**Article 34** The presider shall declare that the meeting commences at the scheduled time after he/she has been informed that the participants are in compliance with legal requirements and speakers are registered, provided that in any of the following circumstances, the meeting may be declared to commence later than the time scheduled: (1) when any equipment of the venue is out of order so that the meeting cannot be held as usual; (2) when there is any material matter affecting the holding of the meeting.
64.	~~Article 46 After the chairman of the meeting has declared the official commencement of the meeting, he shall firstly announce that the number of shareholders attending the meeting and the number of shares represented by such shareholders are in compliance with the legal requirements. Subsequently he shall read out the agenda as stated in the notice of the meeting, and shall inquire whether any person present at the meeting has any objection to the voting order of the resolutions.~~	*Deleted this article.*

No.	Amendments to Original Article	Amended Article
65.	Article 47 ~~After t~~**T**he ~~chairman~~ **presider** of the meeting ~~has~~**shall** ~~made inquires regarding the agenda, he shall~~ read out the resolutions or appoint another person to read out the resolutions, and shall explain the resolutions according to the following requirements if necessary: (1) Where the resolutions are put forward by the board of directors, the resolutions shall be explained by the chairman of the board or other persons designated by the chairman; (2) Where the resolutions are put forward by ~~the supervisory committee or shareholders individually or jointly holding more than 3% of the Company's voting shares~~**any person other than the board of directors**, the resolutions shall be explained by the person putting forward the resolutions or its ~~legal~~**duly authorized** representative ~~or lawful and valid proxy~~.	**Article 35** The presider of the meeting shall read out the resolutions or appoint another person to read out the resolutions, and shall explain the resolutions according to the following requirements if necessary: (1) Where the resolutions are put forward by the board of directors, the resolutions shall be explained by the chairman of the board or other persons designated by the chairman; (2) Where the resolutions are put forward by any person other than the board of directors, the resolutions shall be explained by the person putting forward the resolutions or its duly authorized representative.
66.	~~Article 48 The board of directors and supervisory committee shall, in the annual general meeting, deliver a report on work of preceding year, and the independent director shall report his/her work.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
67.	~~Article 49 The board of directors of the Company shall explain to the shareholders' meeting the non-standardized audit opinion issued by certified public accountant to the Company.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
68.	Article 50 Resolutions included in the agenda **of the meeting** shall be considered before voting. Reasonable time shall be given at the general meeting for each ~~motion~~ **resolution** to be discussed, and the ~~chairman~~ **presider** of the meeting shall orally ask the shareholders attending the meeting whether they have completed the considering procedures. Considering procedures shall be regarded as completed if there are no objections by shareholders attending the meeting.	**Article 36** Resolutions included in the agenda of the meeting shall be considered before voting. Reasonable time shall be given at the general meeting for each resolution to be discussed, and the presider of the meeting shall orally ask the shareholders attending the meeting whether they have completed the considering procedures. Considering procedures shall be regarded as completed if there are no objections by shareholders attending the meeting.

No.	Amendments to Original Article	Amended Article
69.	Article 51 No shareholder shall speak more than twice at the meeting unless consented by the ~~chairman~~ **presider**. A shareholder is allowed to speak for no more than ~~five~~**5** minutes for the first time, and no more than ~~three~~**3** minutes for the second time. Shareholders requesting to speak shall not interrupt the general meeting's presenter's report or the remarks of other shareholders.	**Article 37** No shareholder shall speak more than twice at the meeting unless consented by the presider. A shareholder is allowed to speak for no more than 5 minutes for the first time, and no more than 3 minutes for the second time. Shareholders requesting to speak shall not interrupt the general meeting's presenter's report or the remarks of other shareholders.
70.	Article 52 Shareholders can raise inquiries to the Company at the general meeting. The directors~~,~~ ~~supervisors~~ or senior management shall explain and respond to any inquiry and suggestion raised by the shareholders unless it involves the Company's trade secrets which can not be disclosed at the general meeting.	**Article 38** Shareholders can raise inquiries to the Company at the general meeting. The directors or senior management shall explain and respond to any inquiry and suggestion raised by the shareholders unless it involves the Company's trade secrets which can not be disclosed at the general meeting.
71.	Article 53 The ~~chairman~~**presider** of the meeting shall, prior to the vote, announce the total number of the shareholders and the proxies attending the on-site meeting and the total number of the voting shares held by them according to the meeting registration record.	**Article 39** The presider of the meeting shall, prior to the vote, announce the total number of the shareholders and the proxies attending the on-site meeting and the total number of the voting shares held by them according to the meeting registration record.
72.	**Section ~~5~~6 Voting and Resolution of General Meeting**	**Section 6 Voting and Resolution of General Meeting**
73.	Article 54 ~~Shareholders' g~~**G**eneral meeting shall ~~resolve~~ **vote** on any specific resolution **by poll with name recorded**.	**Article 40** General meeting shall vote on any specific resolution by poll with name recorded.
74.	Article 55 ~~Matters~~ **Proposals that are** not included in the notice ~~convening~~**of** the general meeting **or not in compliance with the Articles of Association** shall not be voted on at such meeting. ~~In approving the motions~~ **When considering and voting on the resolutions** included in the notice of a general meeting, no alteration shall be made to such ~~motions~~**resolutions**. Otherwise, ~~alteration~~**the altered resolution** shall be deemed as a new proposal and shall not be voted on at such general meeting.	**Article 41** Proposals that are not included in the notice of the general meeting or not in compliance with the Articles of Association shall not be voted on at such meeting. When considering and voting on the resolutions included in the notice of a general meeting, no alteration shall be made to such resolutions. Otherwise, the altered resolution shall be deemed as a new proposal and shall not be voted on at such general meeting.

No.	Amendments to Original Article	Amended Article
75.	~~Article 56 The Company shall, on the premise of the legality and validity of the shareholders' general meeting, provide convenience to the present shareholders by various means, including such modern information technology means as on-line vote platform.~~	*Deleted this article.*
76.	Article 61 ~~The same voting power shall only be exercised by one of the voting means including~~ **Where the Company provides** on-site, online or ~~other means~~ **other voting method, the same voting right shall choose only one of those methods**. Where repeated voting arises for the same voting ~~power, the results disclosed in the notice of the shareholders' general meeting~~ **right, the first voting result** shall prevail.	**Article 42** Where the Company provides on-site, online or other voting method, the same voting right shall choose only one of those methods. Where repeated voting arises for the same voting right, the first voting result shall prevail.
77.	Article 57 Except for the cumulative voting **as stipulated in these Rules**, ~~the shareholders' general meetings~~**each resolution** shall ~~resolve on all motions included in the agenda~~**be voted on** one by one. **Where different resolutions are put forward for the same matter, those resolutions shall be voted on in the order of time in which they are put forward.** Unless the general meeting is adjourned or fails to resolve any ~~proposals~~**resolutions** due to specific reasons such as force majeure, there shall be no delay or failure to vote on the ~~proposals~~**resolutions** at the general meeting. ~~Where different resolutions are put forward at the shareholders' general meeting for the same matter, such resolutions shall be resolved on in the order of time in which they are put forward.~~	**Article 43** Except for the cumulative voting as stipulated in these Rules, each resolution shall be voted on one by one. Where different resolutions are put forward for the same matter, those resolutions shall be voted on in the order of time in which they are put forward. Unless the general meeting is adjourned or fails to resolve any resolutions due to specific reasons such as force majeure, there shall be no delay or failure to vote on the resolutions at the general meeting.
78.	Article 58 ~~The chairman of the meeting is obliged to request the shareholders to approve the resolutions by open ballot at the general meeting.~~ Each shareholder or his/her/its proxy shall exercise his/her/its voting rights in accordance with the number of voting shares held by him/her/it. Except for the circumstances where cumulative voting is adopted for the resolution on the election of directors in accordance with ~~the Articles of Association and~~ these Rules, each share shall carry ~~one~~**1** voting right. **Shares of the Company held by the Company shall have no voting right and shall not be counted in the total number of voting shares attending the general meeting.**	**Article 44** Each shareholder or his/her/its proxy shall exercise his/her/its voting rights in accordance with the number of voting shares held by him/her/it. Except for the circumstances where cumulative voting is adopted for the resolution on the election of directors in accordance with these Rules, each share shall carry 1 voting right. Shares of the Company held by the Company shall have no voting right and shall not be counted in the total number of voting shares attending the general meeting.

No.	Amendments to Original Article	Amended Article
79.	Article 62 Resolutions of a general meeting shall be classified as ordinary resolutions or special resolutions. ~~(1) Ordinary resolutions~~ ~~(i)~~ Ordinary resolutions shall be passed by a majority of the voting rights represented by the shareholders (including their proxies) attending the general meeting. ~~(ii) The following matters shall be approved by ordinary resolutions at shareholders' general meetings:~~ ~~(a) work reports of the board of directors and the supervisory committee;~~ ~~(b) profit distribution plans and loss recovery plans formulated by the board of directors;~~ ~~(c) appointment and removal of members of the board of directors and members of the supervisory committee assumed by non-representatives of the employees, their remuneration and manner of payment;~~ ~~(d) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company;~~ ~~(e) matters other than those which are required by laws and regulations or by the Articles of Association and these Rules of Procedures to be passed by special resolutions.~~	**Article 45** Resolutions of a general meeting shall be classified as ordinary resolutions or special resolutions. Ordinary resolutions shall be passed by a majority of the voting rights represented by the shareholders (including their proxies) attending the general meeting. Special resolutions shall be passed by 2/3 or more of the voting rights represented by the shareholders (including their proxies) attending the general meeting.

No.	Amendments to Original Article	Amended Article
	~~(2) Special resolutions~~ ~~(i)~~ Special resolutions shall be passed by ~~votes representing more than two-thirds~~**2/3 or more** of ~~the total amount of~~ the voting rights represented by the shareholders (including their proxies) attending the general meeting. ~~(ii) The following matters shall be approved by special resolutions at a shareholders' general meetings:~~ ~~(a) increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;~~ ~~(b) issue of bonds of the Company;~~ ~~(c) division, merger, dissolution, liquidation and change of corporate form of the Company;~~ ~~(d) amendment to the Articles of Association, the Rules and Procedures for the Shareholders' General Meetings, the Rules of Procedure for the Board Meetings and the Rules and Procedures for the Supervisors' Meetings;~~ ~~(e) where the major assets acquired or disposed, or amount of guarantee exceeds 30% of the latest audited total assets;~~ ~~(f) share incentive plan;~~ ~~(g) any other matters required by laws, regulations, Articles of Association and these Rules of the Procedures or approved by an ordinary resolution by the shareholders at a general meeting which may have material impacts on the Company and accordingly should be passed by special resolutions.~~	

No.	Amendments to Original Article	Amended Article
80.	Article 59 **Save as otherwise provided in the preceding articles,** ~~R~~r~~e~~solutions in respect of the election of directors shall be passed by ~~a~~ way of cumulative voting at **the** general meeting~~ in accordance with the Articles of Association or the resolutions passed by the shareholders' general meeting~~. Cumulative voting refers to a method where, when electing **2 or more non-employee representative** directors at a general meeting, each share carries voting rights equal to the number of directors to be elected, and shareholders can use all their voting rights on one candidate. The details of the cumulative voting are as follows: (1) ~~Where the number of directors to be elected is more than two~~ **When electing 2 or more directors**, the cumulative voting shall be adopted; (2) When cumulative voting is adopted, each share carries voting rights equal to the number of directors to be elected **in each resolution group**; (3) The notice of a general meeting shall notify the shareholders that a cumulative voting will be adopted for the ~~proposal~~**resolution** on the election of directors. ~~T~~**Before the general meeting casts its votes for the director candidates, t**he convener of the general meeting shall prepare ballots suitable for cumulative voting, and shall explain in writing regarding the cumulative voting method, the writing instructions of the ballots and the methods of counting the votes;	**Article 46** Save as otherwise provided in the preceding articles, resolutions in respect of the election of directors shall be passed by way of cumulative voting at the general meeting. Cumulative voting refers to a method where, when electing 2 or more non-employee representative directors at a general meeting, each share carries voting rights equal to the number of directors to be elected, and shareholders can use all their voting rights on one candidate. The details of the cumulative voting are as follows: (1) When electing 2 or more directors, the cumulative voting shall be adopted; (2) When cumulative voting is adopted, each share carries voting rights equal to the number of directors to be elected in each resolution group; (3) The notice of a general meeting shall notify the shareholders that a cumulative voting will be adopted for the resolution on the election of directors. Before the general meeting casts its votes for the director candidates, the convener of the general meeting shall prepare ballots suitable for cumulative voting and shall explain in writing regarding the cumulative voting method, the writing instructions of the ballots and the methods of counting the votes;

No.	Amendments to Original Article	Amended Article
	(4) In casting the shareholders' votes for the director candidates at a general meeting, the shareholder may cast its/his/her votes which equal to the number of shares held by the shareholder on every director candidate; the shareholder may also cast all its/his/her votes which represent the total number of shares held by the shareholder multiplied by the total number of directors to be elected on one candidate; or cast its/his/her votes which represent the total or part of the number of shares held by the shareholder multiplied by the total number of directors to be elected on certain candidates;	(4) In casting the shareholders' votes for the director candidates at a general meeting, the shareholder may cast its/his/her votes which equal to the number of shares held by the shareholder on every director candidate; the shareholder may also cast all its/his/her votes which represent the total number of shares held by the shareholder multiplied by the total number of directors to be elected on one candidate; or cast its/his/her votes which represent the total or part of the number of shares held by the shareholder multiplied by the total number of directors to be elected on certain candidates;
	(5) **A shareholder shall cast votes limited to the number of votes for election in each resolution group.** When the total votes, represented by the shares held by the shareholder multiplied by the number of directors to be elected **in such resolution group**, are used up after voting for one or several director candidates, the shareholder will no longer have votes for other director candidates **in such resolution group**;	(5) A shareholder shall cast votes limited to the number of votes for election in each resolution group. When the total votes, represented by the shares held by the shareholder multiplied by the number of directors to be elected in such resolution group, are used up after voting for one or several director candidates, the shareholder will no longer have votes for other director candidates in such resolution group;
	(6) If the total votes cast by the shareholder for one or several director candidates exceed the number of votes to which the shareholders are entitled **under such resolution group**, **or where the votes cast exceed the number of directors to be elected in a competitive election**, all the votes cast by such shareholders will be void and the shareholder shall be deemed as abstained from voting. Where the total number of votes cast for one or several director candidates by a shareholder is less than the number of votes to which the shareholders are entitled **under such resolution group,** the votes cast by the shareholder shall be valid, and the remaining unused votes will be regarded as abstention votes;	(6) If the total votes cast by the shareholder for one or several director candidates exceed the number of votes to which the shareholders are entitled under such resolution group, or where the votes cast exceed the number of directors to be elected in a competitive election, all the votes cast by such shareholders will be void and the shareholder shall be deemed as abstained from voting. Where the total number of votes cast for one or several director candidates by a shareholder is less than the number of votes to which the shareholders are entitled under such resolution group, the votes cast by the shareholder shall be valid, and the remaining unused votes will be regarded as abstention votes;

No.	Amendments to Original Article	Amended Article
	(7) Where the number of ~~approval~~ votes obtained by a director candidate exceeds ~~one-half~~**1/2** of the total voting rights (to be calculated according to the total number of shares as if the cumulative voting is not adopted) represented by the shareholders attending the general meeting~~ and the approval votes exceeds the objection votes~~, the candidate shall be the elected as a director. If the number of the elected director candidates at the general meeting exceeds the number of directors to be elected, those receiving the highest ~~approval~~ number of votes shall be elected as directors (however, if the elected director candidates with fewer votes received the same number of votes, and electing those candidates would result in the number of directors elected exceeding the number of directors to be elected, those candidates shall be deemed as not elected); ~~if the number of directors elected at a shareholders' general meeting is less than the number of directors to be elected, a new round of voting shall be carried out for the purpose of filling such directorship vacancies, until all the directors to be elected are validly elected.~~ ~~(8) Where a new round of voting is carried out according to the provisions of paragraph (7) of this Article at the shareholders' general meeting, the number of votes casted by the shareholders in the cumulative voting shall be re-counted according to the number of directors to be elected in the new round of voting.~~ **(8) The independent directors and the non-employee representative directors among the members of the board of directors shall be elected separately.** **If the Relevant Regulatory Rules on cumulative voting are inconsistent with the provisions of these Rules, the board of directors can adopt an appropriate cumulative voting method without violating the Relevant Regulatory Rules.**	(7) Where the number of votes obtained by a director candidate exceeds 1/2 of the total voting rights (to be calculated according to the total number of shares as if the cumulative voting is not adopted) represented by the shareholders attending the general meeting, the candidate shall be elected as a director. If the number of the elected director candidates at the general meeting exceeds the number of directors to be elected, those receiving the highest number of votes shall be elected as directors (however, if the elected director candidates with fewer votes received the same number of votes, and electing those candidates would result in the number of directors elected exceeding the number of directors to be elected, those candidates shall be deemed not elected); (8) The independent directors and the non-employee representative directors among the members of the board of directors shall be elected separately. If the Relevant Regulatory Rules on cumulative voting are inconsistent with the provisions of these Rules, the board of directors can adopt an appropriate cumulative voting method without violating the Relevant Regulatory Rules.

No.	Amendments to Original Article	Amended Article
81.	~~Article 60 In examining the motions on the election of directors and supervisors at a shareholders' general meeting, shareholders shall vote on the candidates for the office of directors or supervisors one by one.~~	*Deleted this article.*
82.	~~Article 63 As far as any matter relating to sub-paragraphs (2) to (8), (11) to (12) of Article 22 of these Rules of Procedures, the affected class shareholders, whether or not such shareholders originally have the right to vote at shareholders' general meetings, shall have the right to vote at the class meetings. However, interested shareholder(s) shall not be entitled to vote at such class meetings.~~ ~~"(An) interested shareholder(s)", as such term is used in the preceding paragraph, means:~~ ~~(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 29 of the Articles of Association, an interested shareholder is a controlling shareholder within the meaning of Article 55 of the Articles of Association;~~ ~~(2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 29 of the Articles of Association, a holder of the shares to which the proposed agreement relates;~~ ~~(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring which is different from the general interests of the shareholders of that class.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
83.	~~Article 64 Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to Article 63, are entitled to vote at the meeting.~~ ~~The special procedures for approval by a class of shareholders shall not apply in the following circumstance: (1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve months, not more than 20% of each of its existing issued A Shares and Overseas-Listed Foreign-Invested Shares; and (2) upon the establishment of the Company, a plan for an issuance of A shares and Overseas-Listed Foreign-Invested Shares shall be made within 15 months from the date of approval by the State Council Securities Commission.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
84.	Article 66 The ~~present~~ shareholders **attending the meeting (including their proxies)** shall express ~~their~~ **one of the following** opinions on the ~~proposals~~ **resolutions** **(except for resolutions subject to cumulative voting)**: ~~approval, disapproval~~ **voting for, voting against such resolutions or abstained from voting, except where securities registration and clearing institutions, as nominee holders of shares under Mainland China-Hong Kong Stock Connect mechanism, declare their votes in accordance with the instructions of the beneficial owners.** Shareholders (and **their** proxies) shall complete their ballot papers carefully as instructed ~~and put the ballot papers into the ballot box~~. Any **uncompleted** ballot paper ~~containing uncompleted parts,~~ **or ballot paper with** false information, illegible writing and any uncast paper shall be deemed ~~to be an abstention of~~ **as abstained from** voting ~~by the shareholder~~, and ~~such ballot papers shall not be regarded as valid votes~~ **the voting result of the shares held by such shareholder shall be counted as "abstained".** **For H shares held by HKSCC Nominee Limited, the number of shares for which it is authorized to vote at the meeting shall be taken as its number of shares attending the general meeting.**	**Article 47** The shareholders attending the meeting (including their proxies) shall express one of the following opinions on the resolutions (except for resolutions subject to cumulative voting): voting for, voting against such resolutions or abstained from voting, except where securities registration and clearing institutions, as nominee holders of shares under Mainland China-Hong Kong Stock Connect mechanism, declare their votes in accordance with the instructions of the beneficial owners. Shareholders (and their proxies) shall complete their ballot papers carefully as instructed. Any uncompleted ballot paper, or ballot paper with false information, illegible writing and any uncast ballot paper shall be deemed as abstained from voting, and the voting result of the shares held by such shareholder shall be counted as "abstained". For H shares held by HKSCC Nominee Limited, the number of shares for which it is authorized to vote at the meeting shall be taken as its number of shares attending the general meeting.

No.	Amendments to Original Article	Amended Article
85.	Article 65 Where a related transaction is being considered at a general meeting, the related shareholders shall abstain from voting, and the voting rights represented by the shares held by them shall not be counted ~~towards~~**as** the total number of valid votes. The voting result of the non-related shareholders shall be fully disclosed in the **poll results** announcement ~~in relation to the resolutions passed at the shareholders'~~ **of the** general meeting. If any shareholder is required to abstain from voting or may only vote for or against a matter according to the Rules Governing the Listing of Securities of ~~the Hong Kong Stock Exchange Limited~~**The Stock Exchange of Hong Kong Limited**, any vote by such shareholder or his/her/its proxy in violation of the relevant rules or restrictions above shall not be counted in the voting results.	**Article 48** Where a related transaction is being considered at a general meeting, the related shareholders shall abstain from voting, and the voting rights represented by the shares held by them shall not be counted as the total number of valid votes. The voting result of the non-related shareholders shall be fully disclosed in the poll results announcement of the general meeting. If any shareholder is required to abstain from voting or may only vote for or against a matter according to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, any vote by such shareholder or his/her/its proxy in violation of the relevant rules or restrictions above shall not be counted in the voting results.

No.	Amendments to Original Article	Amended Article
86.	Article 67 Prior to voting **on any resolution at the general meeting**, ~~the shareholders present at a shareholders' general meeting shall nominate~~ at least ~~one supervisor and two~~**2** shareholders representative **(including their proxies)** shall be recommended to participate in counting and supervising the voting. ~~Where~~**If** the shareholder is interested in the resolution to be considered on the general meeting, such interested shareholder or its proxy shall not participate in counting and supervising the voting. When ~~the shareholders' general meeting is~~ voting **on the resolutions at the general meeting**, legal advisors~~,~~ **and** shareholder representatives ~~and supervisor representative~~ shall be jointly responsible for vote counting and supervision, and shall announce the vote result at the meeting. The voting results shall be recorded in the minutes of the meeting. Shareholder of the Company or his/her/its proxy who cast vote through online voting system or use other method is entitled to verify his/her/its voting result in the corresponding voting system. ~~If the votes for and against a resolution are equal, the chairman of the meeting shall be entitled to cast one more vote.~~	**Article 49** Prior to voting on any resolution at the general meeting, at least 2 shareholders representative (including their proxies) shall be recommended to participate in counting and supervising the voting. If the shareholder is interested in the resolution to be considered on the general meeting, such interested shareholder or its proxy shall not participate in counting and supervising the voting. When voting on the resolutions at the general meeting, legal advisors and shareholder representatives shall be jointly responsible for vote counting and supervision, and shall announce the vote result at the meeting. The voting results shall be recorded in the minutes of the meeting. Shareholder of the Company or his/her/its proxy who cast vote through online voting system or use other method is entitled to verify his/her/its voting result in the corresponding voting system.

No.	Amendments to Original Article	Amended Article
87.	Article 83 of Articles of Association If the ~~chairman~~ **presider** of the meeting has any doubt as to the result of a resolution ~~which has been put to vote~~ at a **general** meeting, he**/she** may have the votes **re-**counted. If the ~~chairman~~ **presider** of the meeting ~~has not~~**does not re-** counted the votes, ~~any~~**and** shareholder who attended the meeting in person or by proxy ~~and who~~ objects to the **poll** result announced by the ~~chairman~~ **presider** of the meeting**, the shareholder** may, immediately after the ~~declaration~~**announcement** of the **voting** result, demand that the votes be **re-**counted and the ~~chairman~~ **presider** of the meeting shall have the votes **re-**counted immediately.	**Article 50** If the presider of the meeting has any doubt as to the result of a resolution at a general meeting, he/she may have the votes re-counted. If the presider of the meeting does not re-count the votes, and shareholder who attended the meeting in person or by proxy objects to the poll result announced by the presider of the meeting, the shareholder may, immediately after the announcement of the voting result, demand that the votes be re-counted and the presider of the meeting shall have the votes re-counted immediately. If votes are re-counted at a general meeting, the re-count result shall be recorded in the minutes of the general meeting.
88.	Article 84 of Articles of Association If votes are counted at a general meeting, the re-count result shall be recorded in the minutes of the general meeting.	
89.	Article 68 Prior to ~~the formal announcement of the voting result~~ **the publication of the poll results announcement of the general meeting,** the Company, vote counter, scrutineer, ~~major~~ shareholders and ~~Internet~~**on-line voting** service provider as involved in the ~~voting at~~ on-site ~~general~~ meeting, **online** voting and other voting method shall bear confidential obligations ~~upon the voting~~ **in relation to the poll results**.	**Article 51** Prior to the publication of the poll results announcement of the general meeting, the Company, vote counter, scrutineer, shareholders and on-line voting service provider as involved in the on-site meeting, online voting and other voting method shall bear confidential obligations in relation to the poll results.
90.	Article 71 If, in the course of the meeting, disputes arising in relation to the identity of any shareholder or the results of the votes count or other matters which cannot be resolved on site resulting the order of the meeting is affected and the meeting cannot proceed, the ~~chairman~~ **presider** of the meeting shall declare an adjournment of the meeting. If the foregoing circumstances cease to exist, the ~~chairman~~ **presider** of the meeting shall notify the shareholders of the resumption of the meeting as soon as possible.	**Article 52** If, in the course of the meeting, disputes arising in relation to the identity of any shareholder or the results of the votes count or other matters which cannot be resolved on site resulting the order of the meeting is affected and the meeting cannot proceed, the presider of the meeting shall declare an adjournment of the meeting. If the foregoing circumstances cease to exist, the presider of the meeting shall notify the shareholders of the resumption of the meeting as soon as possible.

No.	Amendments to Original Article	Amended Article
91.	Article 72 The convener **of the meeting** shall ensure the continuity of the general meeting until the final resolution is achieved. Where a general meeting is adjourned or fails to make any resolution due to force majeure or any other specific reasons, ~~the convener shall take~~ all necessary measures **shall be taken** to resume the general meeting as soon as possible or ~~directly~~**the general meeting must be** terminate**d** ~~such general meeting~~, and an announcement shall be made immediately. Meanwhile, the convener shall report to the ~~local branch of the securities regulatory institution authorized by the State Council~~**local branches of China Securities Regulatory Commission** and the ~~securities exchange in the place where the Company's shares are listed~~**Shanghai Stock Exchange where the Company is registered**.	**Article 53** The convener of the meeting shall ensure the continuity of the general meeting until the final resolution is achieved. Where a general meeting is adjourned or fails to make any resolution due to force majeure or any other specific reasons, all necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting must be terminated, and an announcement shall be made immediately. Meanwhile, the convener shall report to the local branches of China Securities Regulatory Commission and the Shanghai Stock Exchange where the Company is registered.
92.	Article 71 of Articles of Association A vote made in accordance with the proxy form shall be valid notwithstanding the death or loss of capacity of the appointing shareholder or revocation of the proxy or the authorization under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of the abovementioned matters before the commencement of the relevant meeting.	**Article 54** A vote made in accordance with the proxy form shall be valid notwithstanding the death or loss of capacity of the appointing shareholder or revocation of the proxy or the authorization under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of the abovementioned matters before the commencement of the relevant meeting.

No.	Amendments to Original Article	Amended Article
93.	Article 69 The ~~directors, supervisors, secretary of the board of directors, convener or its representative, presider present at the meeting shall sign on the minutes of~~**minutes of the meeting shall be recorded for** the general meeting. The secretary to the board of directors shall be responsible for the minutes of the meeting ~~which shall record~~**with** the following matters: (1) time, venue, agenda, name of convener **of the meeting**; (2) name of the presider and the present directors, ~~supervisors,~~ and senior management; (3) number of the shareholders and proxies attending the meeting, total number of their voting shares and the proportion of such shares in the total issued shares of the Company; (4) considering procedure, main points of the speech and poll result of each ~~motion~~**resolution**; (5) inquiry opinion or suggestion raised by the shareholders and the relevant response or explanation; (6) name of the legal advisor, vote counter and scrutineer. (7) other matters shall be recorded in the minutes of the meeting in accordance with the provisions of the Articles of Association **and these Rules.**	**Article 55** The minutes of the meeting shall be recorded for the general meeting. The secretary to the board shall be responsible for the minutes of the meeting with the following matters: (1) time, venue, agenda, name of convener of the meeting; (2) name of the presider and the present directors and senior management; (3) number of the shareholders and proxies attending the meeting, total number of their voting shares and the proportion of such shares in the total issued shares of the Company; (4) considering procedure, main points of the speech and poll result of each resolution; (5) inquiry opinion or suggestion raised by the shareholders and the relevant response or explanation; (6) name of the legal advisor, vote counter and scrutineer; (7) other matters shall be recorded in the minutes of the meeting in accordance with the provisions of the Articles of Association and these Rules.

No.	Amendments to Original Article	Amended Article
94.	Article 85 of Articles of Association The convener **of the meeting** shall be responsible for the authenticity, accuracy and completeness of the minutes of meetings. The ~~present directors, supervisors, secretary of the board of directors, the~~ convener or its proxy, ~~and~~ the presider**, directors, and the secretary to the board of directors attending or present at the meeting** shall sign the minutes of the meeting.~~The contents and form of the records of meeting shall comply with the requirements of the Rules and Procedures for the Shareholders' General Meetings.~~ The minutes of the ~~general meetings~~**meeting**, together with the shareholders' attendance ~~lists~~**records who attended the on-site meeting,** ~~and~~**the** proxy forms, the voting results of the online voting and other voting methods shall be ~~treated as a Company file and~~ kept ~~by the secretary of the board of directors at the Company's place of residence~~ for at least 10 years.	**Article 56** The convener of the meeting shall be responsible for the authenticity, accuracy and completeness of the minutes of meetings. The convener or its proxy, the presider, directors, and the secretary to the board of directors attending or present at the meeting shall sign the minutes of the meeting. The minutes of the meeting, together with the shareholders' attendance records who attended the on-site meeting, the proxy forms, the voting results of the online voting and other voting methods shall be kept for at least 10 years.
95.	~~**Section 6 Adjournment of a Meeting**~~	*Deleted this article.*
96.	**Section 7 Matters after the Meetings~~ and Announcement~~**	**Section 7 Matters after the Meetings**
97.	Article 74 The ~~resolutions of the shareholders' general meeting~~**poll results** shall be announced promptly.~~, and t~~**T**he announcement shall ~~state~~**include** the number of the shareholders ~~(or~~ **and** the proxies~~) present at~~**attending** the meeting, the number of shares ~~casting~~ **with** voting rights held by them ~~(or nominees)~~ and the percentage of such shares ~~out of~~**in** the total voting shares of the Company, the method of voting, the voting result of each ~~motion~~ **resolution** and the details of each resolution passed.	**Article 57** The poll results shall be announced promptly. The announcement shall include the number of the shareholders and the proxies attending the meeting, the number of shares with voting rights held by them and the percentage of such shares in the total voting shares of the Company, the method of voting, the voting result of each resolution and the details of each resolution passed.

No.	Amendments to Original Article	Amended Article
98.	Where the ~~proposals~~ **resolutions at the general meeting** are not passed at the general meeting or the resolution in the previous general meeting is altered in the ~~shareholders'~~ general meeting, a special notice shall be included in the poll results announcement of the general meeting. ~~The announcement of resolutions passed at shareholders' general meetings shall be published in designated newspapers and on the Company's website and the contents of the announcement shall fulfill the requirements of the relevant supervisory regulations.~~	**Article 58** Where the resolutions at the general meeting are not passed at the general meeting or the resolution in the previous general meeting is altered in the general meeting, a special notice shall be included in the poll results announcement of the general meeting.
99.	Article 73 The secretary to the board of directors shall be responsible for submitting the minutes of the meeting and the resolutions passed at the meeting and other relevant documentation to the relevant regulatory authorities in accordance with ~~laws, regulations, the requirements of the securities regulatory authority of the State Council and the stock exchanges on which the Company's shares are listed~~**the requirements of the Relevant Regulatory Rules** after the meeting. He/she shall also be responsible for handling the announcement to be published on the designated media~~.~~**,**	**Article 59** The secretary to the board of directors shall be responsible for submitting the minutes of the meeting and the resolutions passed at the meeting and other relevant documentation to the relevant regulatory authorities in accordance with the requirements of the Relevant Regulatory Rules after the meeting. He/she shall also be responsible for handling the announcement to be published on the designated media, and shall be responsible for keeping written information such as the register of attending shareholders, power of attorney, voting statistical sheet, minutes of the meeting, legal opinions endorsed by legal advisors and announcements of resolutions.
100.	Article 76 ~~The secretary to the board of directors~~**and** shall be responsible for keeping written information such as the register of **attending** shareholders, power of attorney, voting statistical sheet, minutes of the meeting, legal opinions endorsed by legal advisors and announcements of resolutions.	
101.	Article 77 Where ~~the general meeting approves~~ the ~~proposals~~ **resolutions** in relation to election of directors ~~and supervisors~~ **is approved at the general meeting**, newly appointed directors ~~and supervisors~~ shall assume their offices in accordance with the provisions of **the Relevant Regulatory Rules and** the Articles of Association.	**Article 60** Where the resolutions in relation to election of directors is approved at the general meeting, newly appointed directors shall assume their offices in accordance with the provisions of the Relevant Regulatory Rules and the Articles of Association.

No.	Amendments to Original Article	Amended Article
102.	**CHAPTER ~~5~~3 SUPPLEMENTARY ARTICLES**	**CHAPTER 3 SUPPLEMENTARY ARTICLES**
103.	*New Article.*	**Article 61** Unless otherwise specified, the terms used in these Rules shall have the same meaning as those terms in the Articles of Association.
104.	Article 78 These Rules ~~of Procedures~~ shall ~~come into~~**take** effect upon the ~~adoption~~**approval** ~~by the~~ **at the** general meeting by a special resolution ~~and the approval by the relevant authorities in accordance with law~~.	**Article 62** These Rules shall take effect upon the approval at the general meeting by a special resolution.
105.	Article 79 When amending these Rules, the proposed amendments shall be put forward by the board of directors to the general meeting for approval by a special resolution.	**Article 63** When amending these Rules, the proposed amendments shall be put forward by the board of directors to the general meeting for approval by a special resolution.
106.	Article 80 The board of directors shall be responsible for interpreting these Rules.	**Article 64** The board of directors shall be responsible for interpreting these Rules.
107.	Article 81 Where any relevant matters are not covered in these Rules or where these Rules are not in compliance with ~~relevant laws, administrative rules and other relevant regulatory documents or regulatory provisions in the place where the Company's shares is listed~~**the Relevant Regulatory Rules** as promulgated from time to time, ~~those laws, administrative rules and other relevant regulatory documents or regulatory provisions in the place where the Company's shares is listed~~**the Relevant Regulatory Rules** shall prevail.	**Article 65** Where any relevant matters are not covered in these Rules or where these Rules are not in compliance with the Relevant Regulatory Rules as promulgated from time to time, the Relevant Regulatory Rules shall prevail.

Comparison Table of Amendments to the Rules of Procedure for the Board Meetings of China Petroleum & Chemical Corporation

No.	Amendments to Original Article	Amended Article
1.	**CHAPTER 1 GENERAL PROVISIONS**	**CHAPTER 1 GENERAL PROVISIONS**
2.	Article 1 In order to ensure that the board of directors of China Petroleum & Chemical Corporation (the "Company") fulfils the duties and responsibilities conferred by all shareholders of the Company, conducts discussions efficiently, makes scientific, ~~immediate~~**efficient** and prudent decisions and standardizes the operation of the board of directors, these Rules are formulated according to the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", ~~"Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas"~~, "Guidelines for the Articles of Association of Listed Companies", "Standards for the Governance of Listed Companies"**,** and ~~other governing regulations of the places of the Company's listings inside and outside the PRC~~**the relevant provisions under the relevant laws, regulations, normative documents, and securities regulatory rules of the places where the Company's shares are listed (the "Relevant Regulatory Rules")** and the Articles of Association of China Petroleum & Chemical Corporation (**the** "Articles of Association").	**Article 1** In order to ensure that the board of directors of China Petroleum & Chemical Corporation (the "Company") fulfils the duties and responsibilities conferred by all shareholders of the Company, conducts discussions efficiently, makes scientific, efficient and prudent decisions and standardizes the operation of the board of directors, these Rules are formulated according to laws, regulations and normative documents such as the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", "Guidelines for the Articles of Association of Listed Companies", "Standards for the Governance of Listed Companies", and the relevant provisions under the relevant laws, regulations, normative documents, and securities regulatory rules of the places where the Company's shares are listed (the "Relevant Regulatory Rules") and the Articles of Association of China Petroleum & Chemical Corporation (the "Articles of Association").
3.	~~**CHAPTER 2 FUNCTIONS, POWERS AND AUTHORITY OF THE BOARD OF DIRECTORS**~~	*Delete the title.*
4.	~~Article 2 When making decisions on significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the board of directors should seek advice from the Party organization. When the board of directors appoints the management personnel of the Company, the Party organization shall consider and provide comments on the candidates for management positions nominated by the board of directors or the president, or recommend candidates to the board of directors and/or the president.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
5.	Article 3 The board of directors is responsible for the ~~shareholders'~~ general meetings and shall exercise the ~~following functions and powers:~~ **functions and powers conferred by the Relevant Regulatory Rules and the Articles of Association.** ~~(1) to be responsible for convening shareholders' general meetings and to report on its work to the shareholders' general meetings;~~ ~~(2) to implement the resolutions passed at shareholders' in general meetings;~~ ~~(3) to determine the Company's business plans and investment proposals;~~ ~~(4) to formulate the Company's annual preliminary and final financial budgets;~~ ~~(5) to formulate the Company's profit distribution proposals and loss recovery proposals;~~ ~~(6) to formulate proposals for the credit and financial policies of the Company, the increase or reduction of the registered capital of the Company and for the issue of debentures and securities of any kinds (including but without limitation to the debentures of the Company) and the listing or repurchase of the shares of the Company;~~ ~~(7) to formulate plans for significant acquisition or disposal proposals, the merger, division, change of corporate form or dissolution of the Company;~~ ~~(8) to determine such matters as external investment, acquire or sale of assets, pledge, entrusting financing, connected transactions according to the authority given in the shareholders' general meeting;~~ ~~(9) to determine matters relating to external guarantees of the Company according to laws and the Articles of Association and its appendices;~~ ~~(10) to decide on the Company's internal management structure;~~	**Article 2** The board of directors is responsible for the general meetings and shall exercise the functions and powers conferred by the Relevant Regulatory Rules and the Articles of Association.

No.	Amendments to Original Article	Amended Article
	~~(11) to appoint or remove the Company's president and to appoint or remove the senior vice-president, Chief Financial Officer and vice-president of the Company according to the recommendations of the president; to appoint or remove the secretary to the board of directors and to decide on their remuneration;~~ ~~(12) to appoint or replace the members of the board of directors and the supervisory committee of its wholly-owned subsidiaries; to appoint, replace or recommend the shareholders' proxies, directors (candidates) and supervisors (candidates) of its subsidiaries which are controlled or invested by the Company;~~ ~~(13) to determine the establishment of the Company's branch offices;~~ ~~(14) to formulate proposals for any amendment of the Articles of Association and its appendices;~~ ~~(15) to formulate the Company's basic management system;~~ ~~(16) to manage the disclosure of information of the Company;~~ ~~(17) to propose in a shareholders' general meeting to engage or replace the accounting firm which undertakes auditing work of the Company;~~ ~~(18) to listen to the president's work report and check the president's work;~~ ~~(19) to determine important matters and administrative matters of the Company other than those which should be determined by resolution of a shareholders' general meeting of the Company except for matters as specified by law, administrative rules, regulations of the competent government department(s) and the Articles of Association (and its appendices), and to sign other important agreements;~~ ~~(20) to exercise any other powers stipulated by laws, administrative rules, regulations of the competent government department(s) or the Articles of Association or these Rules, and any other functions and powers conferred by the shareholders' in general meetings.~~	

No.	Amendments to Original Article	Amended Article
6.	~~Article 4 The necessary conditions for the board of directors to perform its duties shall include the following:~~ ~~The president shall provide the directors with necessary information and data, enabling the board of directors to make scientific, immediate and prudent decisions.~~ ~~A director may require the president or, through the president, require the relevant departments of the Company to provide information and explanations which are necessary for him to make scientific, immediate and prudent decisions.~~ ~~Where the independent directors think necessary, they may engage (an) independent institution(s) to provide independent opinions to be relied upon by them in making decisions. The fees incurred in the engagement of such (an) independent institution(s) shall be borne by the Company.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
7.	~~Article 5 The board of directors shall examine and resolve on the matters which the board of directors is required by laws, administrative rules, regulations of the competent government department(s) and the Articles of Association (and its appendices) to submit to the shareholders in general meetings for determination (including matters proposed by two or more than half of the independent directors).~~	*Deleted this article.*
8.	~~Article 6 In order to ensure and increase the stability and efficiency of the daily operation of the Company, the board of directors shall explicitly authorise, on a partial basis, the chairman, other one or more directors or the president to exercise its functions and powers on investment plans, assets disposals, external guarantees, the credit and financial policies and the internal management structure of the Company according to the provisions of the Articles of Association (and its appendices) and the authorisation of the shareholders' general meeting.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
9.	~~Article 7 The powers and authority of the board of directors on investments shall include the following:~~ ~~(1) The board of directors shall be responsible for conducting preliminary examination of the medium and long-term investment plans proposed by the president, and shall submit them to the shareholders' general meetings for approval.~~ ~~(2) The board of directors shall be responsible for conducting preliminary examination of the annual investment plans proposed by the president, and shall submit them to the shareholders' general meetings for approval. The board of directors may make adjustments of not more than 15% of the amount of the capital expenditure for the current year as approved at the shareholders' general meeting. The chairman of the board of directors is authorised to make adjustments of not more than 8% of the amount of the capital expenditure for the current year as approved at the shareholders' general meeting.~~ ~~(3) Individual project investments (including but not limited to exploration and development, fixed assets, external shareholdings) shall be approved by the board of directors if the investment amounts are not more than 5% of the latest audited net asset value of the Company. The Chairman of the board of directors is authorised to examine and approve projects if the investment amount is not more than 3% of the latest audited net asset value of the Company.~~ ~~(4) Where the Company uses its own assets to make risky investment in areas not related to the business of the Company (including but not limited to debentures, futures, shares), risky investments shall be approved by the board of directors if the amount of the individual investment is not more than 1% of the latest audited net asset value of the Company. The chairman of the board of directors is authorised to examine and approve projects if the investment amount is not more than 0.5% of the latest audited net asset value of the Company.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
10.	~~Article 8 The powers and authority of the board of directors on asset disposals shall include the following:~~ ~~(1) When the Company acquires or sells assets, it has to take into account of the following 5 testing indices: (i) total asset ratio: the total amount of the assets in relation to the transaction (if both book value and valuation value exist, the higher one shall be applied) divided by the latest audited total asset value of the Company; (ii) transaction amount ratio: the transaction amount (taking into account of the assumed liabilities and costs) of the acquired assets divided by the total amount of the latest audited net asset value of the Company; (iii) transaction net profit (loss) ratio: the absolute value of the net profit or loss relating to the assets of the transaction divided by the absolute value of the audited net profit or loss of the Company for the preceding financial year; (iv) revenue ratio: the revenue for the preceding financial year relating to the object of the transaction divided by the audited revenue of the Company for the preceding financial year; (v) Object net profit (loss) ratio: the absolute value of the net profit or loss for the preceding financial year relating to the object of the transaction divided by the absolute value of the audited net profit or loss of the Company for the preceding financial year.~~ ~~The board of directors shall examine and approve projects with a ratio of less than 50% according to all the above 5 testing indices. The chairman of the board of directors is authorised to examine and approve projects with a ratio of less than 10% according to all the above 5 testing indices.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
	~~(2) In disposing of fixed assets, where the total value of the expected value of the fixed assets to be disposed of and the value of the fixed assets which have been disposed of in the 4 months prior to such proposed disposal does not exceed 33% of the value of the fixed assets as shown in the latest balance sheet considered by the shareholders' general meeting, the board of directors shall examine and approve such disposal, and the Chairman of the board of directors is authorised to examine and approve those fixed asset disposals of less than 10%.~~ ~~(3) As regards others (including but not limited to the entering into, varying and termination of important contracts relating to entrustment of operation, entrusted operation, entrusted financial management, contracting and leasing), the relevant amount shall be calculated according to one of 5 testing indices referred to in paragraph (1) of this Article.~~ ~~Projects with a ratio of not more than 5% according to all the above 5 testing indices shall be examined and approved by the board of directors. The chairman of the board of directors is authorised to examine and approve projects with a ratio of not more than 1% according to all the above 5 testing indices.~~	

No.	Amendments to Original Article	Amended Article
11.	~~Article 9 The powers and authority of the board of directors on debt liabilities shall include the following:~~ ~~(1) The board of directors shall examine and approve the amount of the long-term loans for the current year according to the annual investment plan as approved by the shareholders' general meeting. The chairman of the board of directors is authorised to make adjustments of not more than 10% of the total amount of the long-term loans for the current year as approved by the board of directors. Within the total amount of the long-term loans as approved by the board of directors, the chairman of the board of directors is authorised to approve and sign the contract for every single long-term loan for the amount exceeding RMB1 billion, and the president is authorised to approve and sign the contract for every single long-term loan for the amount not exceeding RMB1 billion.~~ ~~(2) Within the total amount of the working capital loans for the current year as approved by the board of directors, the Chairman of the board of directors is authorised to sign the overall short-term loan facility contracts for raising working capitals required by the operation and management of the Company according to the demand of the Company.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
12.	~~Article 10 If, when applying the relevant standards as set out above, the approving offices of any investment, asset disposal and debts matters as referred to above include the board of directors, chairman of the board of directors and/or president, such matters shall be submitted to the approving offices of the highest level for approval.~~ ~~If the above investment, asset disposal and loan matters constitute connected transactions according to the regulatory stipulations of the places where the Company is listed, the relevant matters shall be dealt with according to the relevant stipulations.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
13.	~~Article 11 Powers and authorization to decide on organization and personnel matters~~ ~~The board of directors authorises the chairman to determine the following matters: (1) internal management structure of the Company; (2) the establishment of branch offices by the Company; (3) to appoint or replace the members of the board of directors and the members of the supervisory committee of the wholly-owned subsidiaries of the Company; and (4) to appoint, replace or recommend the shareholders' representatives, director (candidates) and supervisors (candidates) of the subsidiaries which are controlled or invested by the Company.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
14.	**~~CHAPTER 3 COMPOSITION OF THE BOARD OF DIRECTORS AND ITS SUBORDINATED OFFICES~~**	*Delete the title.*
15.	~~Article 12 The board of directors shall consist of 9 to 15 directors. The board of directors shall have one chairman and 1 to 2 vice-chairmen.~~ ~~The directors may serve concurrently as the senior management personnel, however, the concurrently directors acted by the senior management personnel shall not exceed ½ of the total number of the board of directors.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
16.	~~Article 13 The board of directors shall establish strategic decision-making sub-committee, auditing sub-committee, remuneration and evaluation sub-committee, nomination sub-committee and social responsibility management sub-committee, and other special committees who shall be accountable to the board of directors. These special committees shall conduct research on specific matters and provide opinions and suggestions on these matters to the board of directors for the reference.~~ ~~Members of the special committees shall be directors of the Company. The majority of the membership of the auditing sub-committee, and remuneration and evaluation sub-committee shall consist of the independent directors, who shall also act as conveners. The auditing sub-committee shall have at least one independent director who is also an accounting professional; independent directors shall be the majority in the nomination sub-committee, and the chairman or an independent director shall be the convener.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
17.	~~Article 14 The major responsibilities of the strategic decision-making sub-committee shall be to conduct research and put forward proposals on the long-term development strategy and significant investment decisions of the Company.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
18.	~~Article 15 The major responsibilities of the auditing sub-committee shall include the following:~~ ~~(1) to propose the appointment or replacement of the external auditor of the Company;~~ ~~(2) to oversee the Company's internal auditing system and its implementation;~~ ~~(3) to be responsible for the communication between the internal auditing department of the Company and the external auditor;~~ ~~(4) to examine and approve the Company's financial information and its disclosure;~~ ~~(5) to examine the internal control system of the Company.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
19.	~~Article 16 The major responsibilities of the remuneration and evaluation sub-committee shall include the following:~~ ~~(1) to research on the criteria for the evaluation of directors and the senior management personnel, to conduct evaluation of them and make necessary suggestions;~~ ~~(2) to research on and review the policies and proposals in respect of the remuneration of directors, supervisors, senior management personnel.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
20.	~~Article 17 The major responsibilities of the nomination committee shall include the following:~~ ~~(1) to provide suggestions to the Board on the Board's size and composition, based on the Company's operational activities, assets and shareholding structure;~~ ~~(2) to study the standards and procedures for selecting directors and senior management, and to provide suggestions to the Board;~~ ~~(3) to search for qualified candidates extensively in both domestic and overseas talent markets and within the Company, assess the candidates for directors and President as well as for Senior Vice Presidents, Chief Financial Officer and Vice Presidents proposed by the President, and for the Board secretary proposed by the Chairman, and to provide suggestions to the Board.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
21.	~~Article 18 The major responsibilities of the social responsibility management committee shall include the following:~~ ~~(1) to study the policies, governance, strategies and plans of the Company's social responsibility management, and to provide suggestions to the Board;~~ ~~(2) to review the Company's annual social responsibility plan and external donation plan;~~ ~~(3) to review the implementation of the Company's annual social responsibilities as well as the sustainable development report.~~	*Deleted this article.*
22.	~~Article 19 The special committees of the board of directors shall formulate detailed working rules, which shall come into effect upon the submission to, and the approval of, the board of directors.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
23.	~~**CHAPTER 4 SECRETARY TO THE BOARD OF DIRECTORS**~~	*Delete the title.*
24.	~~Article 20 The Company shall have one secretary to the board of directors. The main duty of the secretary to the board of directors is to promote and improve the Company's corporate governance standards and properly deal with the matters regarding disclosure of information.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
25.	~~Article 21 The secretary to the board of directors shall perform the main duties as follows:~~ ~~(1) to organize and arrange for board meetings and shareholders' general meetings, prepare the meeting materials, handle the meeting related affairs, to be responsible for record of meetings, ensure the accuracy and completeness of records, keep the meeting documents and records and take initiative to keep abreast of the execution of the related resolutions; and submit reports to the board of directors and put forward the proposals for importance issues arising during the implementation;~~ ~~(2) to ensure that the material issues concerning the resolutions of the board of directors can be strictly implemented in accordance with the specified procedures; to participate and organize the consultation and analysis on the decision-making matters of the board in accordance with its requirements, and put forward the related opinions and suggestions; to deal with the daily matters of the board of directors and its related committees if authorised;~~ ~~(3) to be the contact person of the Company with the securities regulatory authorities, be responsible for organisation, preparation and timely submission of related documents as required by the regulatory authorities, and be responsible for related tasks assigned by the regulatory authorities and to organise and complete these tasks, and to ensure that the Company prepares and submits the reports and other documents as required by the regulatory authorities in accordance with law;~~ ~~(4) to be responsible for the co-ordination and organization of the matters on disclosure of information of the Company, establish and perfect the system concerning information disclosure, participate in all related meetings of the Company concerning information disclosure, and keep abreast of the important business policies and related information of the Company in a timely manner;~~ ~~(5) to be responsible for keeping confidential of the sensitive materials concerning the share price of the Company, and formulate effective and enforceable secrecy systems and measures. For the divulgence of the sensitive materials concerning the share price of the Company due to various reasons, he shall take necessary remedial measures, make timely explanation and clarification, and notify the regulatory organizations in the places where the shares of the Company are listed as well as the securities regulatory authority of the State Council;~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*

No.	Amendments to Original Article	Amended Article
	~~(6) to be responsible for the co-ordination and organization of market promotion, coordinate the visit and interview, deal with the relationship with investors, maintain the relationship with investors, intermediary organs and news agencies, be responsible for the co-ordination and explanation of the inquiries of the public, and ensure the investors to obtain the information as disclosed by the Company in a timely manner, organize and arrange the promotion and advertising activities of the Company inside and outside the PRC, prepare and work out the summary report on market promotion and other important visiting activities, and report the related matters to the securities regulatory authorities of the State Council; to establish effective communication channels between the Company and its shareholders, including designating a staff and/or establishing (a) special office(s) to keep sufficient and necessary contacts with the shareholders, and to relay, in a timely manner, all the feedbacks including opinions and suggestions of the shareholders to the board of directors or the management team of the Company;~~ ~~(7) to ensure the proper preparation of the register of shareholders, to be responsible for the management and proper maintenance of the materials concerning register of shareholders, directors' register, quantity of shares held by majority shareholders and record of shares held by directors, as well as the name list of the beneficiaries of the outstanding debentures of the Company;~~ ~~(8) to assist directors and the president to practically implement the domestic and foreign laws, regulations, the Articles of Association (and its appendices) and other provisions in discharge of their duties and exercise of their powers; be liable to remind directors and the president timely on becoming aware that the Company passes or may pass resolutions which may breach the relevant regulations, and be entitled to report the related matters to securities regulatory authorities of the State Council and other regulatory authorities according to the facts;~~ ~~(9) to provide the related information necessary for the supervisory committee of the Company and other approving authorities to discharge their duties and to exercise their powers, assist the investigation on the Chief Financial Officer, directors and the president of the Company concerning the performance of their fiduciary duties;~~	

No.	Amendments to Original Article	Amended Article
	~~(10) to ensure the complete organizational documents and records of the Company are kept properly, and the persons who have the rights of access to the relevant documents and records of the Company obtain those documents and records in a timely manner;~~ ~~(11) to discharge other duties and to exercise other powers as conferred by the board of directors, as well as other duties and powers as required by the listing rules of the stock exchanges on which the Company's shares are listed.~~	
26.	~~Article 22 The board of directors of the Company shall have a secretarial office, which shall be a daily working body assisting the secretary to the board of directors in performing his duties.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
27.	~~Article 23 The Company shall formulate regulations in relation to the work of the secretary to the board, and perform the work for disclosure to information and investor relations. The relevant system shall be effective after reporting to the board of directors for approval.~~	*Delete the title.*
28.	**CHAPTER 5<u>2</u> ~~RULES~~ <u>PROCEDURES FOR THE HOLDING</u> OF THE BOARD MEETING**	**CHAPTER 2 PROCEDURES FOR THE HOLDING OF THE BOARD MEETING**
29.	*New Section.*	**Section 1 General Provisions**
30.	Article 24 The board meetings shall ~~be divided into~~ **<u>include</u>** regular board meetings and extraordinary board meetings ~~according to the regularity of such meetings~~.	**Article 3** The board meetings shall include regular board meetings and extraordinary board meetings.

No.	Amendments to Original Article	Amended Article
31.	Article 25 The regular board meetings shall include the following: (i) The annual results meetings The annual results meetings shall be held within ~~120 days~~**4 months** from the end of the accounting year of the Company. The directors shall consider the Company's annual reports and deal with other relevant matters at such meetings. The timing of such meetings shall ensure that the annual reports of the Company will be dispatched to the shareholders within the time limit specified by the ~~relevant regulations~~ **Relevant Regulatory Rules**, the Articles of Association and these Rules, and shall ensure that the preliminary annual financial results of the Company will be announced within the time limit specified by the ~~relevant regulations of the Company~~ **Relevant Regulatory Rules**, and shall ensure that the annual general meeting will be held within ~~180 days~~**6 months** from the end of the accounting year of the Company. (ii) The interim results meetings The interim results meetings shall be held within ~~60 days~~ **2 months** from the end of the first 6 months of the accounting year of the Company. The directors shall consider the Company's interim reports and deal with other relevant matters at such meetings. (iii) The quarterly results meetings The quarterly results meetings shall be held in April and October of the Gregorian calendar year. The directors shall consider the Company's first **quarterly** and third quarterly reports at such meetings.	**Article 4** The regular board meetings shall include the following: (i) The annual results meetings The annual results meetings shall be held within 4 months from the end of the accounting year of the Company. The directors shall consider the Company's annual reports and deal with other relevant matters at such meetings. The timing of such meetings shall ensure that the annual reports of the Company will be dispatched to the shareholders within the time limit specified by the Relevant Regulatory Rules, the Articles of Association and these Rules, and shall ensure that the preliminary annual financial results of the Company will be announced within the time limit specified by the Relevant Regulatory Rules, and shall ensure that the annual general meeting will be held within 6 months from the end of the accounting year of the Company. (ii) The interim results meetings The interim results meetings shall be held within 2 months from the end of the first 6 months of the accounting year of the Company. The directors shall consider the Company's interim reports and deal with other relevant matters at such meetings. (iii) The quarterly results meetings The quarterly results meetings shall be held in April and October of the Gregorian calendar year. The directors shall consider the Company's first quarterly and third quarterly reports at such meetings.

No.	Amendments to Original Article	Amended Article
32.	Article 26 The chairman of the board shall approve the issue of a notice convening the extraordinary board meeting within 10 days from the date of receipt of such proposal in any one of the following events: (1) where the chairman of the board considers necessary.~~:~~**;** (2) where ~~one-third~~**1/3** or more of the directors propose in their joint names.~~:~~**;** (3) where **a proposal is considered and approved by a special meeting** ~~more than one-half~~ of the independent directors ~~propose in their joint names.~~**;** (4) where the ~~supervisory committee~~ **audit committee of the board of directors** proposes.~~:~~**;** (5) where the shareholders representing 10% or more of the voting rights propose.~~:~~**;** (6) where the president proposes.~~:~~**;** (7) any situation provided by the Articles of Association and these Rules.	**Article 5** The chairman of the board shall approve the issue of a notice convening the extraordinary board meeting within 10 days from the date of receipt of such proposal in any one of the following events: (1) where the chairman of the board considers necessary; (2) where 1/3 or more of the directors propose in their joint names; (3) where a proposal is considered and approved by a special meeting of the independent directors; (4) where the audit committee of the board of directors proposes; (5) where the shareholders representing 10% or more of the voting rights propose; (6) where the president proposes; (7) any situation provided by the Articles of Association and these Rules.
33.	~~Article 27 The board meetings shall be divided into meetings at which all directors must be physically present and meetings which the directors may authorise other directors to attend on their behalf, according to whether the directors are physically present at the meetings.~~ ~~The meetings which all directors must be physically present shall be held at least once every 6 months, and such meetings shall not be held by way of written resolutions or video-telephone meetings.~~	*Deleted this article.*

No.	Amendments to Original Article	Amended Article
34.	Article 28 ~~The board meetings shall be divided into on-site meetings, video-telephone meetings and meetings by way of written resolutions.~~ All the board meetings may be held by the way of on-site meetings. **Apart from on-site meetings,** ~~T~~the board meetings may be held by the way of ~~video-telephone meetings,~~ **video, telephone, written resolutions, or any other methods, provided that directors are ensured to fully communicate and express their opinions.** **When the Company holds the board meetings by way of video, telephone, or other methods, all attending directors shall be deemed to have attended the meeting in person,** provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate among themselves. The meetings held by this way shall be recorded ~~and~~ **or** videotaped. In the event that the attending directors are unable to sign for the resolutions on site, they shall express their opinions orally **or by a show of hands** during the meeting and shall complete the signing procedures as soon as practicable. The verbal **or show-of-hands** voting by a director shall have the same effect as signing the resolutions, provided that there is no discrepancy between the written opinions expressed by such director in completing signing procedure and the opinions orally **or by a show of hands** expressed by him/her during the meeting. **In case of any inconsistency, the vote cast at the meeting shall prevail.** In the case where an on-site meeting or a **video or** telephone meeting or other methods is impractical, the board meeting may be held by written resolutions, in which case the proposed resolutions for consideration and approval shall be sent in writing form to all of the directors for their approval, **and directors participating in the vote shall complete the corresponding written signature procedures within the time limit specified in the notice of the meeting**. Unless otherwise expressed by the directors, signing on the written resolutions by the directors shall be sufficient evidence that they have agreed to the resolutions.	**Article 6** All the board meetings may be held by the way of on-site meetings. Apart from on-site meetings, the board meetings may be held by the way of video, telephone, written resolutions, or any other methods, provided that directors are ensured to fully communicate and express their opinions. When the Company holds the board meetings by way of video, telephone, or other methods, all attending directors shall be deemed to have attended the meeting in person, provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate among themselves. The meetings held by this way shall be recorded or videotaped. In the event that the attending directors are unable to sign for the resolutions on site, they shall express their opinions orally or by a show of hands during the meeting and shall complete the signing procedures as soon as practicable. The verbal or show-of-hands voting by a director shall have the same effect as signing the resolutions, provided that there is no discrepancy between the written opinions expressed by such director in completing signing procedure and the opinions orally or by a show of hands expressed by him/her during the meeting. In case of any inconsistency, the vote cast at the meeting shall prevail. In the case where an on-site meeting or a video or telephone meeting or other methods is impractical, the board meeting may be held by written resolutions, in which case the proposed resolutions for consideration and approval shall be sent in writing form to all of the directors for their approval, and directors participating in the vote shall complete the corresponding written signature procedures within the time limit specified in the notice of the meeting. Unless otherwise expressed by the directors, signing on the written resolutions by the directors shall be sufficient evidence that they have agreed to the resolutions.

No.	Amendments to Original Article	Amended Article
35.	~~**CHAPTER 6 PROCEEDINGS OF THE BOARD MEETING**~~	*Delete the title.*
36.	*New Section.*	**Section 2 Putting forward Resolutions**
37.	Article 29 ~~Putting forward Resolutions~~ The resolutions of the board meetings shall be put forward primarily in the following circumstances: (1) **matters required to be submitted to the board of directors for consideration under the Relevant Regulatory Rules and the Articles of Association;** (~~1~~**2**) matters proposed by the directors~~.~~**;** ~~(2) matters proposed by the supervisory committee;~~ **(3) matters considered and approved by a special meeting of the independent directors;** (~~3~~**4**) proposals from the special committees of the board of directors~~.~~**;** (~~4~~**5**) matters proposed by the president~~.~~**;** (~~5~~**6**) matters to be considered by the shareholders of the subsidiaries controlled or invested by the Company in their general meetings ~~(shareholders' general meetings)~~. ~~(6) other situations required by the Articles of Association and these Rules.~~	**Article 7** The resolutions of the board meetings shall be put forward primarily in the following circumstances: (1) matters required to be submitted to the board of directors for consideration under the Relevant Regulatory Rules and the Articles of Association; (2) matters proposed by the directors; (3) matters considered and approved by a special meeting of the independent directors; (4) proposals from the special committees of the board of directors; (5) matters proposed by the president; (6) matters to be considered by the shareholders of the subsidiaries controlled or invested by the Company in their general meetings.

No.	Amendments to Original Article	Amended Article
38.	Article 30 ~~Collecting Resolutions~~ The secretary to the board shall be responsible for organizing and collecting the draft proposals in respect of the matters to be considered at the meeting. Each person who puts forward the relevant resolutions shall submit the resolutions and relevant explanatory materials before the date of the meeting. ~~Resolutions concerning material connected transactions (which are determined according to the standards promulgated by the relevant regulatory authorities from time to time) shall first be consented by more than one half of all the independent directors~~ **Any matters that are required to be considered in advance by the special meeting of the independent directors or the special committee of the board of directors in accordance with the Relevant Regulatory Rules and the Articles of Association shall only be submitted to the board of directors for consideration after completing the prescribed procedures**. The relevant materials shall be submitted to the chairman of the board after being scrutinized by the secretary to the board, who shall also set out the time, venue and agenda of the meeting in the materials submitted.	**Article 8** The secretary to the board shall be responsible for organizing and collecting the draft proposals in respect of the matters to be considered at the meeting. Each person who puts forward the relevant resolutions shall submit the resolutions and relevant explanatory materials before the date of the meeting. Any matters that are required to be considered in advance by the special meeting of the independent directors or the special committee of the board of directors in accordance with the Relevant Regulatory Rules and the Articles of Association shall only be submitted to the board of directors for consideration after completing the prescribed procedures. The relevant materials shall be submitted to the chairman of the board after being scrutinized by the secretary to the board, who shall also set out the time, venue and agenda of the meeting in the materials submitted.
39.	*New Section.*	**Section 3 Notice of Meeting**
40.	Article 31 ~~Convening the Meetings~~ A board meeting shall be convened by the chairman of the board~~, who shall also approve the issue of the notice convening the meeting~~. The vice chairman shall assist the chairman with his/her work, where the chairman fails to convene a meeting for no reasons or is unable to convene a meeting for special reasons, the meeting shall be convened by the vice chairman~~ (if the Company has two or more vice chairmen, the vice chairman recommended by more than half of all the directors shall convene the meeting)~~**;** where vice chairman is unable to convene or fails to convene the meeting, the meeting shall be convened by the director recommended by a majority of all the directors. The conveners of the meeting shall be responsible for approving the issue of the notice of the meeting.	**Article 9** A board meeting shall be convened by the chairman of the board. The vice chairman shall assist the chairman with his/her work, where the chairman fails to convene a meeting for no reasons or is unable to convene a meeting for special reasons, the meeting shall be convened by the vice chairman; where vice chairman is unable to convene or fails to convene the meeting, the meeting shall be convened by the director recommended by a majority of all the directors. The conveners of the meeting shall be responsible for approving the issue of the notice of the meeting.

No.	Amendments to Original Article	Amended Article
41.	Article 32 ~~Notice of the Meetings~~ **A notice for a regular board meeting shall be given to directors at least 14 days in advance, and a notice for an extraordinary board meeting shall be given to directors at least 10 days in advance.** **Meeting materials for a regular board meeting shall be sent out at least 10 days in advance, and for an extraordinary board meeting, at least 5 days in advance.** ~~(1) The notice of a board meeting shall be delivered to all directors and supervisors before the date of the meeting.~~ **The meeting materials shall include the notice of the meeting and relevant materials formally signed by the convener of the meeting.** The notice of the meeting shall generally set out the following: ~~i.~~ **(1)** the time and venue of the meeting; ~~ii.~~ **(2)** the duration of the meeting; ~~iii.~~ **(3)** the agenda, reasons~~,~~ **and** subject matters ~~and other relevant particulars~~ of the meeting; ~~iv.~~ **(4)** the date of the issue of the notice.	**Article 10** A notice for a regular board meeting shall be given to directors at least 14 days in advance, and a notice for an extraordinary board meeting shall be given to directors at least 10 days in advance. **Article 11** Meeting materials for a regular board meeting shall be sent out at least 10 days in advance, and for an extraordinary board meeting, at least 5 days in advance. The meeting materials shall include the notice of the meeting and relevant materials formally signed by the convener of the meeting. The notice of the meeting shall generally set out the following: (1) the time and venue of the meeting; (2) the duration of the meeting; (3) the agenda, reasons and subject matters of the meeting; (4) the date of the issue of the notice. The meeting materials shall be sent to other senior management members present at the meeting.

No.	Amendments to Original Article	Amended Article
	The ~~notice of~~ meeting **materials** shall be sent to other ~~personnel~~ **senior management members** present at the meeting. ~~(2) The board meetings shall be noticed according to the following requirements and form:~~ ~~i. the notice of the meeting may be served on the directors by courier, facsimile, electronic means, telegraph or mail;~~ ~~ii. the notice of the board meeting shall be delivered to the directors ten days before the date of the meeting; in case of emergency~~ **Under special circumstances,** where an extraordinary board meeting needs to be held as soon as possible, notice may be sent by way of telephone communication ~~or~~**, oral communication or** other ~~oral~~ methods at any time, provided that the convener shall explain and the situation shall be recorded in the minutes of the board meeting~~;~~**.** ~~iii. the notice shall be written in Chinese, if necessary, the English version can be attached.~~ Any director ~~or supervisor~~ may waive the right to receive the notice of board meeting ~~sent by way of aforesaid methods~~ **and materials within the time limit stipulated in these Rules**. Notice of a meeting **and materials** shall be deemed to have been given to any director who attends the meeting without protesting against, before or at its commencement, any lack of notice **and materials**. **The notice of the board meeting or written materials may be delivered to directors by personal delivery, post, email, or other means. The notice shall be in Chinese, with an English version attached if necessary.**	**Article 12** Under special circumstances, where an extraordinary board meeting needs to be held as soon as possible, notice may be sent by way of telephone communication, oral communication or other methods at any time, provided that the convener shall explain and the situation shall be recorded in the minutes of the board meeting. Any director may waive the right to receive the notice of board meeting and materials within the time limit stipulated in these Rules. Notice of a meeting and materials shall be deemed to have been given to any director who attends the meeting without protesting against, before or at its commencement, any lack of notice and materials. **Article 13** The notice of the board meeting or written materials may be delivered to directors by personal delivery, post, email, or other means. The notice shall be in Chinese, with an English version attached if necessary.

No.	Amendments to Original Article	Amended Article
42.	*New Section.*	**Section 4 Holding of Meetings**
43.	Article 33 ~~Communication before the Meetings~~ After the issue of the notice of a **board** meeting **and materials** and before the date of the meeting, the secretary to the board shall be responsible for, and shall communicate and liaise with all directors, especially the ~~external~~ **independent** directors, to seek their opinions or suggestions in respect of the resolutions of the meeting, and shall pass on these opinions or suggestions to the persons put forward the resolutions, so as to enable necessary amendments to be made to them. The secretary to the board shall also, in a timely manner, arrange for the provision of the supplemental materials which are required for the directors to make decisions on the resolutions of the meeting, including the background information relating to the subject of the meeting and other information which will assist the directors in making scientific, ~~immediate~~ **efficient** and prudent decisions. Where ~~one-fourth~~**1/4** or more of the directors or ~~two~~**2** or more ~~external~~ **independent** directors are of the opinion that the materials provided are insufficient or unclear, they may make a **written** proposal jointly concerning the postponement of the board meeting or the postponement of considerations on certain matters to be considered on the board meeting, and the board of directors shall adopt such a proposal. Unless such a proposal is put forward during the meeting, the secretary to the board shall serve a notice on the directors~~, supervisors~~ and other personnel attending the meeting upon receiving a written request concerning the postponement of the meeting or the postponement of considerations on certain matters to be considered on the board meeting.	**Article 14** After the issue of the notice of a board meeting and materials and before the date of the meeting, the secretary to the board shall be responsible for, and shall communicate and liaise with all directors, especially the independent directors, to seek their opinions or suggestions in respect of the resolutions of the meeting, and shall pass on these opinions or suggestions to the persons put forward the resolutions, so as to enable necessary amendments to be made to them. The secretary to the board shall also, in a timely manner, arrange for the provision of the supplemental materials which are required for the directors to make decisions on the resolutions of the meeting, including the background information relating to the subject of the meeting and other information which will assist the directors in making scientific, efficient and prudent decisions. **Article 15** Where 1/4 or more of the directors or 2 or more independent directors are of the opinion that the materials provided are insufficient or unclear, they may make a written proposal jointly concerning the postponement of the board meeting or the postponement of considerations on certain matters to be considered on the board meeting, and the board of directors shall adopt such a proposal. Unless such a proposal is put forward during the meeting, the secretary to the board shall serve a notice on the directors and other personnel attending the meeting upon receiving a written request concerning the postponement of the meeting or the postponement of considerations on certain matters to be considered on the board meeting.

No.	Amendments to Original Article	Amended Article
44.	Article 34 ~~Attendance of the Meetings~~ **Unless otherwise provided for in the Relevant Regulatory Rules, the Articles of Association, and these Rules, ~~M~~m**eetings of the board shall be held only if a majority of the directors **(including directors who have delegated other directors to attend the board meeting on their behalf by written proxy)** attend. **If the Company repurchases its own shares for any of the following reasons, a resolution shall be passed at a board meeting attended by 2/3 or more of the directors, pursuant to the Articles of Association:** **(1) to use the shares for an employee stock ownership plan or equity incentive;** **(2) to use the shares to convert the corporate bonds issued by the Company that are convertible into shares; or** **(3) as required to protect the value of the Company and the interests of its shareholders.** Directors shall attend the board meetings in person. Where a director is unable to attend a meeting for any reason, he/she may by a written power of attorney appoint another director to attend the meeting on his/her behalf ~~(where an independent director is unable to attend in person, he shall appoint another independent director to attend on his behalf)~~**, provided that he/she has reviewed the meeting materials in advance and formed a clear opinion**. The power of attorney shall set out the name of the attorney, the particulars and the scope of authorization, duration of the validity of such authorization, and shall be signed or sealed by the appointer. **If matters of voting are involved, the appointer shall explicitly state his/her opinion on each matter as to whether he/she is voting for, against, or abstaining in the power of attorney.**	**Article 16** Unless otherwise provided for in the Relevant Regulatory Rules, the Articles of Association, and these Rules, meetings of the board shall be held only if a majority of the directors (including directors who have delegated other directors to attend the board meeting on their behalf by written proxy) attend. **Article 17** If the Company repurchases its own shares for any of the following reasons, a resolution shall be passed at a board meeting attended by 2/3 or more of the directors, pursuant to the Articles of Association: (1) to use the shares for an employee stock ownership plan or equity incentive; (2) to use the shares to convert the corporate bonds issued by the Company that are convertible into shares; or (3) as required to protect the value of the Company and the interests of its shareholders. **Article 18** Directors shall attend the board meetings in person. Where a director is unable to attend a meeting for any reason, he/she may by a written power of attorney appoint another director to attend the meeting on his/her behalf, provided that he/she has reviewed the meeting materials in advance and formed a clear opinion. The power of attorney shall set out the name of the attorney, the particulars and the scope of authorization, duration of the validity of such authorization, and shall be signed or sealed by the appointer. If matters of voting are involved, the appointer shall explicitly state his/her opinion on each matter as to whether he/she is voting for, against, or abstaining in the power of attorney.

No.	Amendments to Original Article	Amended Article
45.	*New article.*	**Article 19** Directors shall not make or accept a proxy without voting intentions, a full proxy, or a proxy with an unclear scope of authorization. A director shall not accept proxies from more than 2 directors to attend a single board meeting. An independent director shall not appoint a non-independent director as proxy to attend the meeting. When considering related transactions, non-related directors shall not appoint related directors as proxy to attend the meeting. The responsibility of a director for matters subject to voting shall not be exempted by appointing another director to attend on their behalf.
46.	Article 36, Paragraph 3 Where a director doesn't attend a board meeting and fails to appoint a proxy to act on his/her behalf, such director shall be deemed to have waived his/her rights to vote at the meeting.	**Article 20** Where a director doesn't attend a board meeting and fails to appoint a proxy to act on his/her behalf, such director shall be deemed to have waived his/her rights to vote at the meeting.
47.	Article 116, Paragraph 3 of the Articles of Association All expenses incurred by the directors for attending the board meeting shall be borne by the Company, ~~the~~ **including but not limited to** traffic expense ~~from the place where the director is located to the place where the meeting is convened, as well as the~~**,** board and lodging expenses ~~during the term of meeting The miscellaneous expenses such as the rental of meeting room and the local traffic expenses etc. shall also be borne by the Company.~~ **and other expenses**.	**Article 21** All expenses incurred by the directors for attending the board meeting shall be borne by the Company, including but not limited to traffic expense, board and lodging expenses and other expenses.
48.	Article 34, Paragraph 3 The board meeting shall be chaired by the chairman of the board, the vice chairman shall assist the chairman with his/her work, where the chairman fails to chair a meeting for no reasons or is unable to chair a meeting for special reasons, the meeting shall be chaired by the vice chairman ~~(if the Company has two or more vice chairmen, the vice chairman recommended by more than half of all the directors shall chair the meeting)~~, where vice chairman is unable to chair or fails to chair the meeting, the meeting shall be chaired by the director recommended by a majority of all the directors.	**Article 22** The board meeting shall be chaired by the chairman of the board, the vice chairman shall assist the chairman with his/her work, where the chairman fails to chair a meeting for no reasons or is unable to chair a meeting for special reasons, the meeting shall be chaired by the vice chairman, where vice chairman is unable to chair or fails to chair the meeting, the meeting shall be chaired by the director recommended by a majority of all the directors.
49.	*New Section.*	**Section 5 Consideration and Voting at Meetings**

No.	Amendments to Original Article	Amended Article
50.	Article 35 ~~Examining the Resolutions~~ The presider of the meeting shall declare the commencement of the meeting as scheduled. The directors in presence shall reach an agreement on the agenda of the meeting thereafter. Where ~~one-fourth~~**1/4** or more of the directors or ~~two~~**2** or more of ~~external~~ **independent** directors are of the opinion that the materials of the meeting are insufficient or unclear, they may make a proposal jointly concerning the postponement of the board meeting or the postponement of consideration on certain matters to be considered on the board meeting, and the presider shall adopt such a proposal.	**Article 23** The presider of the meeting shall declare the commencement of the meeting as scheduled. The directors in presence shall reach an agreement on the agenda of the meeting thereafter. Where 1/4 or more of the directors or 2 or more of independent directors are of the opinion that the materials of the meeting are insufficient or unclear, they may make a proposal jointly concerning the postponement of the board meeting or the postponement of consideration on certain matters to be considered on the board meeting, and the presider shall adopt such a proposal.
51.	When an agreement is reached in respect of the agenda of the meeting by the directors attending the meeting, the presider of the meeting shall direct the resolutions to be considered one by one. ~~Persons who put forward the resolutions or their attorneys~~**The senior management members in charge of the relevant business** shall ~~first~~ report to the board of directors their work or make statements in respect of the resolutions.	**Article 24** When an agreement is reached in respect of the agenda of the meeting by the directors attending the meeting, the presider of the meeting shall direct the resolutions to be considered one by one. The senior management members in charge of the relevant business shall report to the board of directors their work or make statements in respect of the resolutions.
52.	In considering the relevant plans, resolutions and reports, in order to understand the key points and the background information of the resolutions in detail, the board meeting may require the heads of the departments which are responsible for handling the resolutions to attend the meeting to listen to and make inquiries of the relevant statements made at the meeting~~, so that proper decisions can be made at the meeting~~. If, in the course of the meeting, any resolutions considered are found to be unclear or infeasible, the board of directors shall require the departments which are responsible for handling the resolutions to give a statement at the meeting, and the resolutions can be returned to such departments for re-handling without voting. ~~The independent directors shall give their independent opinions to the board of directors on the following matters:~~ ~~(1) the nomination, appointment and removal of the directors;~~ ~~(2) the appointment and dismissal of the senior management personnel;~~ ~~(3) the remuneration of the directors and senior management personnel;~~	**Article 25** In considering the relevant plans, resolutions and reports, in order to understand the key points and the background information of the resolutions in detail, the board meeting may require the heads of the departments which are responsible for handling the resolutions to attend the meeting to listen to and make inquiries of the relevant statements made at the meeting. If, in the course of the meeting, any resolutions considered are found to be unclear or infeasible, the board of directors shall require the departments which are responsible for handling the resolutions to give a statement at the meeting, and the resolutions can be returned to such departments for re-handling without voting.

No.	Amendments to Original Article	Amended Article
	~~(4) the loans made by the Company to its shareholders, the person in actual control of the Company or the associated enterprises of the Company or other money transfer between them, the amounts of which are equivalent to or exceed the relevant thresholds of the Company's material connected transactions (which shall be determined in accordance with the standards promulgated from time to time by the relevant regulatory authorities) which must be examined by the board of directors or shareholders' general meeting according to law, and whether the Company has taken effective measures to recover such debts;~~ ~~(5) any matters which the independent shareholders consider to be detrimental to the interests of minority shareholders;~~ ~~(6) any matters required by laws, administrative rules, regulations of the competent authorities, the Articles of Association and these Rules.~~ ~~An independent director shall give his opinion on the above-mentioned matters in the following manner:~~ ~~(1) consent;~~ ~~(2) opinion reserved and reasons;~~ ~~(3) opposition and its reasons;~~ ~~(4) no opinion can be expressed and the obstacles.~~	
53.	Article 36, Paragraphs 1 and 2 ~~Voting on the Resolutions~~ In considering the resolutions at the board meeting, all attending directors shall deliver their opinions in respect of voting for, against of such resolutions or abstention from voting. The directors who are acting as proxies of others shall exercise the rights of voting within the authorization.	**Article 26** In considering the resolutions at the board meeting, all attending directors shall deliver their opinions in respect of voting for, against of such resolutions or abstention from voting. The directors who are acting as proxies of others shall exercise the rights of voting within the authorization.
54.	*New article.*	**Article 27** A resolution of the board of directors must be passed by a majority of all directors, except where otherwise provided for in the Relevant Regulatory Rules, the Articles of Association, or these Rules.

No.	Amendments to Original Article	Amended Article
55.	~~Article 36, Paragraph 4 In reaching resolutions by the board of directors, except the following matters the resolutions of which shall be passed by the consent of more than two-thirds of the directors, the other matters shall be passed by the consent of more than one-half of the directors provided that the external guarantee should also be approved by more than two thirds of the board of directors:~~ ~~(1) to formulate proposals for the credit and financial policies of the Company, the increase or reduction of the registered capital of the Company and the issuance of debentures and securities of any kind (including but without limitation to the debentures of the Company) and the listing or repurchase of the shares of the Company;~~ ~~(2) to formulate plans for significant acquisition or disposal proposals, the merger, division, change of corporate form or dissolution of the Company;~~ ~~(3) to formulate proposals for any amendment to the Articles of Association and its schedules.~~	*Relevant contents are incorporated into the Articles and Association and amended and refined.*
56.	*New article.*	**Article 28** Where the board of directors resolves to issue new shares pursuant to the Articles of Association or under the authorization of the general meeting, such resolution of the board of directors shall be passed by 2/3 or more of all directors.
57.	*New article.*	**Article 29** In the interests of the Company, the board of directors may, pursuant to the Articles of Association or under the authorization of the general meeting, resolve that the Company may provide financial assistance to others for the acquisition of shares of the Company or its parent company, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. Such resolution of the board of directors shall be passed by 2/3 or more of all directors.

No.	Amendments to Original Article	Amended Article
58.	*New article.*	**Article 30** Matters concerning external guarantees provided by the Company shall be considered and approved by a majority of all directors and 2/3 or more of the directors attending the meeting. Where the Company provides guarantees for related parties, such matters shall be considered and approved by a majority of all non-related directors and 2/3 or more of the non-related directors attending the meeting.
59.	*New article.*	**Article 31** Provision of financial assistance by the Company shall be considered and approved by a majority of all directors and 2/3 or more of the directors attending the meeting. Where the Company provides financial assistance to a related company in which the Company has an equity interest but is not controlled by its controlling shareholders or de facto controllers, and where other shareholders of such company provide financial assistance under equal conditions in proportion to their capital contributions, such matter shall be considered and approved by a majority of all non-related directors and 2/3 or more of the non-related directors attending the meeting, and shall be submitted to the general meeting for consideration.
60.	Article 36, Paragraph 5 The resolutions of the board of directors may be decided ~~on a poll or~~ **by way of:** show of hands**, verbal, or written poll**. Each director shall have one vote. ~~Where the votes for and against a resolution are equal, the chairman of the board of directors is entitled to cast one more vote.~~	**Article 32** The resolutions of the board of directors may be decided by way of: show of hands, verbal, or written poll. Each director shall have one vote.
61.	~~Article 37 If a director or his associate (as defined in the Rules Governing the Listing of Securities of the Hong Kong Stock Exchange Limited) have a material interest in any contract, transaction, arrangement or other matters that requires the approval of the board of directors, the relevant director shall not vote for the relevant matter at the meeting of the board of directors, and shall not be listed in the quorum of the meeting.~~	*Deleted.*

No.	Amendments to Original Article	Amended Article
62.	Article 38 Where directors have related relations with the enterprises **or individual** involved in the resolutions passed by the board of directors, **such director shall promptly submit a written report to the board of directors. If an independent director discovers any circumstances that may affect his/her independence in relation to a matter under consideration, he/she shall declare the same to the Company and recuse himself/herself. T**~~t~~he **related** directors shall neither vote on this resolution nor act as agent for other directors to exercise voting power**, and their voting right shall not be counted towards the total voting right**. The board meeting may not be held unless it has a majority of the non-~~connected~~ **related** directors attending the meeting and the resolutions passed by the board of directors requires the approval of a majority of the **non-related** directors ~~without connected relations~~. Where the ~~present~~ non-~~connected~~**related** directors **attending the board meeting** are less than 3, the relevant resolutions shall be submitted directly to the general meeting for consideration.	**Article 33** Where directors have related relations with the enterprises or individual involved in the resolutions passed by the board of directors, such director shall promptly submit a written report to the board of directors. If an independent director discovers any circumstances that may affect his/her independence in relation to a matter under consideration, he/she shall declare the same to the Company and recuse himself/herself. The related directors shall neither vote on this resolution nor act as agent for other directors to exercise voting power, and their voting right shall not be counted towards the total voting right. The board meeting may not be held unless it has a majority of the non-related directors attending the meeting and the resolutions passed by the board of directors requires the approval of a majority of the non-related directors. Where the non-related directors attending the board meeting are less than 3, the relevant resolutions shall be submitted directly to the general meeting for consideration.
63.	~~Article 39 Liability of Directors in respect of Resolutions of the Board Meetings~~ ~~The directors shall be responsible for the resolutions passed at the meetings of the board of directors. Any director who participating in voting on a resolution which contravenes the laws, administrative regulations, the Articles of Association or its appendices or shareholders' resolutions, thus causing serious damages to the Company shall be directly liable (including the compensation of damages) for all the loss incurred by the Company as a result. A director who votes against the resolution, and who has been proved as having expressed dissenting opinions on the resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability.~~	*Deleted.*

No.	Amendments to Original Article	Amended Article
64.	Article 40 ~~Resolutions of the Meeting~~ In principle, the board meeting shall resolve on all the matters considered at the meeting. ~~A resolution on the Company's connected transaction shall not be valid until it is consented by all independent directors. The independent directors' opinions shall be set out in the resolutions of the board meetings.~~ **If an independent director votes against or abstains from voting on a resolution of the board of directors, he/she shall state the specific reasons and basis, the legality and compliance of the matter involved in the resolution, the possible risks and the impact on the Company and the rights and interests of the minority shareholders. The Company shall disclose the dissenting opinions of the independent directors when disclosing the resolutions of the board of directors, and shall set out the dissenting opinions in the resolutions of the board of directors and the minutes of the meetings.**	**Article 34** In principle, the board meeting shall resolve on all the matters considered at the meeting. If an independent director votes against or abstains from voting on a resolution of the board of directors, he/she shall state the specific reasons and basis, the legality and compliance of the matter involved in the resolution, the possible risks and the impact on the Company and the rights and interests of the minority shareholders. The Company shall disclose the dissenting opinions of the independent directors when disclosing the resolutions of the board of directors, and shall set out the dissenting opinions in the resolutions of the board of directors and the minutes of the meetings.

No.	Amendments to Original Article	Amended Article
65.	Article 41 ~~Minutes of the Meetings~~ **The board of directors shall prepare the meeting minutes in Chinese regarding the decisions on the matters considered at the meeting.** Minutes of the board meeting are proof of the ~~resolutions~~ **decisions** on the matters considered at the meeting~~. Detailed minutes in respect of the matters examined at the meeting shall be recorded. The minutes of the board meeting~~ **and** shall state the following: (1) the date, venue, names of the conveners and presider of the meeting~~.~~**;** (2) the names of the attending directors and the names of the ~~present, the names of appointing directors and their attorneys~~ **directors (proxies) attending the meeting on behalf of others**~~.~~**;** (3) the agenda of the meeting~~.~~**;** (4) the key points of the directors' presentations (the written resolution meeting shall be subject to the directors' feedback in writing)~~.~~**;**	**Article 35** The board of directors shall prepare the meeting minutes in Chinese regarding the decisions on the matters considered at the meeting. Minutes of the board meeting are proof of the decisions on the matters considered at the meeting and shall state the following: (1) the date, venue, names of the conveners and presider of the meeting; (2) the names of the attending directors and the names of the directors (proxies) attending the meeting on behalf of others; (3) the agenda of the meeting; (4) the key points of the directors' presentations (the written resolution meeting shall be subject to the directors' feedback in writing); (5) the voting methods and outcome for each resolution (the outcome of the voting shall set out the respective numbers of votes that voting for, against or abstained).
66.	(5) the voting methods and outcome for each resolution (the outcome of the voting shall set out the respective numbers of votes that voting for, against or abstained). ~~(6) the directors' signature.~~ The secretary to the board shall arrange for the matters considered at the meeting to be properly recorded and summarized. ~~The minutes of each meeting shall be provided to the directors for review without delay. Those directors who wish to make supplementary revision on the minutes shall report their opinions on the revision to the chairman of the board of directors in written form within one week after the receipts of the minutes of the board meeting. After the minutes of board meeting are finally determined, t~~**T**he attending directors, the secretary to the board and the minute-taking officer shall sign the minutes of the board meeting~~. The secretary to the board of directors shall deliver the complete duplicate of the minutes to all directors.~~ The minutes of the board meeting, being an important document, shall be kept at the business address of the Company for at least 10 years.	**Article 36** The secretary to the board shall arrange for the matters considered at the meeting to be properly recorded and summarized. The attending directors, the secretary to the board and the minute-taking officer shall sign the minutes of the board meeting. The minutes of the board meeting, being an important document, shall be kept at the business address of the Company for at least 10 years.

No.	Amendments to Original Article	Amended Article
67.	~~**CHAPTER 7 DISCLOSURE OF INFORMATION RELATING TO THE BOARD MEETING**~~ **Section 6 Matters after the Meetings**	**Section 6 Matters after the Meetings**
68.	Article 42 The board of directors ~~of the Company~~ shall strictly comply with the requirements of the ~~It shall ensure that regulatory authorities and the stock exchanges on which the Company's shares are listed in relation to the disclosure of information.~~ **Relevant Regulatory Rules to fulfil its information disclosure obligations regarding the** matters considered or resolutions passed at the board meeting ~~which are discloseable are disclosed accurately and in a timely manner. Information relating to significant matters of the Company must be reported to the stock exchanges on which the Company's shares are listed at the earliest opportunity, and shall be submitted to relevant regulatory authorities for filing~~.	**Article 37** The board of directors shall strictly comply with the requirements of the Relevant Regulatory Rules to fulfil its information disclosure obligations regarding the matters considered or resolutions passed at the board meeting.
69.	Article 43 Where ~~a matter which requires the independent opinions of~~ the independent directors ~~is discloseable~~**express independent opinions on a matter considered by the board of directors**, the Company shall disclose such opinions in the relevant announcement~~.~~**; i**~~I~~f the independent directors are of divergent views and cannot reach any consensus, the board of directors shall disclose the respective opinions of each of the independent directors.	**Article 38** Where the independent directors express independent opinions on a matter considered by the board of directors, the Company shall disclose such opinions in the relevant announcement; if the independent directors are of divergent views and cannot reach any consensus, the board of directors shall disclose the respective opinions of each of the independent directors.
70.	Article 44 ~~Regarding confidential information, the attendees of the meeting must keep such information confidential. Punishment shall be imposed on those who are in breach of this duty.~~ **Persons who have knowledge of the matters considered at the board meeting shall strictly fulfil their confidentiality obligations. Those who are in breach of this duty shall bear corresponding liabilities.**	**Article 39** Persons who have knowledge of the matters considered at the board meeting shall strictly fulfil their confidentiality obligations. Those who are in breach of this duty shall bear corresponding liabilities.
71.	~~**CHAPTER 8 IMPLEMENTATION OF THE RESOLUTIONS OF THE BOARD MEETING AND FEEDBACKS**~~	*Delete the title.*

No.	Amendments to Original Article	Amended Article
72.	Article 45 ~~The following m~~**M**atters **requiring approval by the general meeting** shall not be implemented until they are ~~examined and preliminarily approved~~ **submitted to the general meeting for approval after consideration and approval** by the board meeting ~~and the shareholders' general meeting:~~**.** ~~(1) the formulation of the Company's annual preliminary and final financial budgets;~~ ~~(2) the formulation of Company's profit distribution proposals and loss recovery proposals;~~ ~~(3) the increase or reduction of the registered capital of the Company and the issue of debentures or other securities, as well as the listing or repurchase of the shares of the Company;~~ ~~(4) the formulation of plans for merger, division, change of corporate form or dissolution of the Company;~~ ~~(5) the formulation of proposals for any amendment to the Articles of Associations and its appendices;~~ ~~(6) resolution to be submitted to the shareholders in general meeting for the appointment or replacement of the accounting firm auditing the accounts of the Company; and~~ ~~(7) any matters required by laws, administrative rules, regulations of the competent authorities, the Articles of Association and these Rules.~~	**Article 40** Matters requiring approval by the general meeting shall not be implemented until they are submitted to the general meeting for approval after consideration and approval by the board meeting.
73.	Article 46 After resolutions are passed at a board meeting, the president shall implement the resolutions which fall within the scope of the authority of the president, or which the board of directors authorizes the president **or other senior management members** to handle~~, and~~**. The president** shall report the status of implementation to the board of directors **on a regular basis or as required by the chairman of the board**.	**Article 41** After resolutions are passed at a board meeting, the president shall implement the resolutions which fall within the scope of the authority of the president, or which the board of directors authorizes the president or other senior management members to handle. The president shall report the status of implementation to the board of directors on a regular basis or as required by the chairman of the board.

No.	Amendments to Original Article	Amended Article
74.	Article 47 The chairman of the board **or any** other director **authorized by him/her** shall have the power to~~, or authorize the vice-chairman or the directors to,~~ urge, examine and supervise the implementation of the resolutions of the meeting.	**Article 42** The chairman of the board or any other director authorized by him/her shall have the power to urge, examine and supervise the implementation of the resolutions of the meeting.
75.	~~Article 48 At each board meeting, the president shall deliver a written report to the meeting in relation to the status of implementation of the matters which, according to the resolutions of the previous meeting, must be implemented.~~	*Deleted this article.*
76.	Article 49 Under the direction of the board of directors and the chairman, the secretary to the board shall ~~take initiative to obtain information in respect of the progress on~~ **monitor** the implementation of the resolutions **and requirements of the board meetings**, and shall, in a timely manner, report to and submit proposals to the board of directors and the chairman in relation to the important matters to be implemented.	**Article 43** Under the direction of the board of directors and the chairman, the secretary to the board shall monitor the implementation of the resolutions and requirements of the board meetings, and shall, in a timely manner, report to and submit proposals to the board of directors and the chairman in relation to the important matters to be implemented.
77.	**CHAPTER 9~~3~~ SUPPLEMENTAL ARTICLES**	**CHAPTER 3 SUPPLEMENTAL ARTICLES**
78.	*New article.*	**Article 44** Unless otherwise stated, the terms used in these Rules shall have the same meanings as those in the Articles of Association.
79.	Article 51 ~~Upon the consensus of more than two thirds of all directors of the Company, the formulation of and the amendment to t~~**T**hese Rules shall come into effect ~~if they are adopted~~ upon approval by the general meeting by a special resolution ~~and approved by the relevant authorities~~.	**Article 45** These Rules shall come into effect upon approval by the general meeting by a special resolution.
80.	*New article.*	**Article 46** Any amendments to these Rules shall be proposed by the board of directors and submitted to the general meeting for approval by a special resolution.
81.	Article 52 These Rules shall be interpreted by the board of directors.	**Article 47** These Rules shall be interpreted by the board of directors.

No.	Amendments to Original Article	Amended Article
82.	Article 50 Where ~~these Rules fail to comply with relevant laws, regulations and other regulatory documents or regulatory provisions in the place where the Company's shares is listed~~ **matters are not covered by these Rules or where there is any conflict between these Rules and Relevant Regulatory Rules** as promulgated from time to time, ~~these laws, regulations and other regulatory documents or regulatory provisions in the place where the Company's shares is listed~~ **the provisions of the Relevant Regulatory Rules** shall prevail.	**Article 48** Where matters are not covered by these Rules or where there is any conflict between these Rules and Relevant Regulatory Rules as promulgated from time to time, the provisions of the Relevant Regulatory Rules shall prevail.