THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your Shares in **PetroChina Company Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale was effected for delivery to the purchaser.

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中國石油天然氣股份有限公司

PETROCHINA COMPANY LIMITED

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

(Stock Code: 857)

PROPOSED ELECTION AND APPOINTMENT OF DIRECTORS; PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF THE GENERAL MEETING AND THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS OF THE COMPANY AND THE ABOLITION OF THE SUPERVISORY COMMITTEE OF THE COMPANY; AND NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

IMPORTANT NOTICE: PLEASE NOTE THAT THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE THE SHAREHOLDERS OF PETROCHINA COMPANY LIMITED WITH INFORMATION REGARDING THE PROPOSED ELECTION AND APPOINTMENT OF DIRECTORS AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF THE GENERAL MEETING AND THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS OF THE COMPANY AND THE ABOLITION OF THE SUPERVISORY COMMITTEE OF THE COMPANY, SO THAT THE SHAREHOLDERS OF PETROCHINA COMPANY LIMITED MAY MAKE AN INFORMED DECISION ON VOTING IN RESPECT OF THE RESOLUTION TO BE PROPOSED AT THE 2025 FIRST EXTRAORDINARY GENERAL MEETING.

The EGM Notice convening the EGM to be held at V-Continent Wuzhou Hotel, No. 8 North 4th Circle Middle Road, Chaoyang District, Beijing, the PRC on Thursday, 18 December 2025 at 9 a.m. is set out on pages 6 to 7 of this circular. The proxy form for use in connection with the EGM is enclosed herewith. Whether or not you intend to attend the EGM, please complete and return the proxy form accompanying this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e., by not later than 9:00 a.m., on Wednesday, 17 December 2025). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meetings should you so wish.

31 October 2025

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

"Articles of Association"	the articles of association of the Company
"A Share(s)"	the PRC listed domestic share(s) in the Company's share capital, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
"Board"	the board of Directors of the Company
"Company"	PetroChina Company Limited (中國石油天然氣股份有限公司), a joint stock company limited by shares incorporated in the PRC on 5 November 1999 under the laws of the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
"Director(s)"	the director(s) of the Company
"EGM"	an extraordinary general meeting of the Company to be held at V-Continent Wuzhou Hotel, No. 8 North 4th Circle Middle Road, Chaoyang District, Beijing, the PRC at 9 a.m. on 18 December 2025
"EGM Notice"	the notice of the EGM as set out on pages 7 to 8 of this circular
"HKEx Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"H Share(s)"	the overseas listed foreign share(s) in the Company's share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"PRC" or "China"	the People's Republic of China
"RMB"	Renminbi yuan, the lawful currency of the PRC
"Share(s)"	share(s) of the Company, including the A Share(s) and the H Share(s)
"Shareholder(s)"	holder(s) of Shares of the Company
"Supervisor(s)"	the supervisor(s) of the Company
"Supervisory committee"	the supervisory committee of the Company
"SFO"	Cap. 571 Securities and Futures Ordinance

中 國 石 油 天 然 氣 股 份 有 限 公 司
PETROCHINA COMPANY LIMITED
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 857)

Board of Directors
Dai Houliang *(Chairman)*
Duan Liangwei
Ren Lixin
Xie Jun
Zhang Daowei
Jiang, Simon X.*
Ho Kevin King Lun *
Yan, Andrew Y *
Liu Xiaolei *
Zhang Yuxin *

* *Independent non-executive Directors*

Legal Address:
16 Andelu
Dongcheng District
Beijing 100011
PRC

Office Address:
PetroChina Building
No. 9 Dongzhimen North Street
Dongcheng District
Beijing 100007
PRC

31 October 2025

To the Shareholders

Dear Sir/Madam,

PROPOSED ELECTION AND APPOINTMENT OF DIRECTORS; PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF THE GENERAL MEETING AND THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS OF THE COMPANY AND THE ABOLITION OF THE SUPERVISORY COMMITTEE OF THE COMPANY; AND NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the proposed election and appointment of Directors, the proposed amendments to the Articles of Association, the Rules of Procedures of the General Meeting and the Rules of Procedures of the Board of Directors of the Company and the abolition of the Supervisory committee of the Company, to allow you to make an informed decision on voting in respect of the resolutions to be proposed at the 2025 EGM.

2. PROPOSED ELECTION AND APPOINTMENT OF DIRECTORS

2.1 PROPOSED ELECTION AND APPOINTMENT OF MR. ZHOU XINHUAI AS A DIRECTOR

Reference is made to the Company's announcement dated 30 September 2025 in relation to the proposed election and appointment of a Director. The Board has proposed to elect and appoint Mr. Zhou Xinhuai as a Director. The proposal will be put forward to the Shareholders for review and approval by way of ordinary resolution at the EGM. The term of office of Mr. Zhou Xinhuai, if elected, will commence from the date on which the resolution being approved by the Shareholders at the EGM until the expiry of the term of the 9th session of the Board. His emoluments will be fixed by the Board pursuant to the authorization to be granted by the Shareholders by reference to his duties, responsibilities and performance, the results of the Group and the market overall situation.

The biographical details of Mr. Zhou Xinhuai are set out below:

Mr. Zhou Xinhuai, aged 54, is currently a Director, general manager and deputy secretary of the Party committee of China National Petroleum Corporation ("**CNPC**"). Mr. Zhou Xinhuai is a professor-level senior engineer with a doctorate degree, with extensive work experience in the petroleum industry. Mr. Zhou Xinhuai served as chief geologist of the CNOOC East China Sea Petroleum Administrative Bureau (CNOOC (China) Limited Shanghai Branch) in March 2017, general manager of the exploration department of CNOOC Limited in October 2019, and general manager and secretary of the Party committee of CNOOC (China) Limited Hainan Branch in March 2021. He was appointed deputy general manager and member of the Party committee of China National Offshore Oil Corporation ("**CNOOC**") in March 2022, concurrently serving as director and chief executive officer of CNOOC Limited in April 2022, president of CNOOC Limited from June 2023 to November 2024, director, general manager and deputy secretary of the Party committee of CNOOC in March 2024 and director, general manager and deputy secretary of the Party committee of CNPC in August 2025.

Save as disclosed above, as at the date of this circular, Mr. Zhou Xinhuai (i) has not held any directorship in any other listed companies in the past three years; (ii) does not have any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this circular, there is no information on Mr. Zhou Xinhuai that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the HKEx Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

2.2 PROPOSED ELECTION AND APPOINTMENT OF MR. SONG DAYONG AS AN EXECUTIVE DIRECTOR

Reference is made to the Company's announcement dated 30 October 2025 in relation to the appointment of senior vice president and proposed election and appointment of an executive Director. The Board has proposed to elect and appoint Mr. Song Dayong as an executive Director. The proposal will be put forward to the Shareholders for review and approval by way of ordinary resolution at the EGM. The term of office of Mr. Song Dayong, if elected, will commence from the date on which the resolution being approved by the Shareholders at the EGM until the expiry of the term of the 9th session of the Board. His emoluments will be fixed by the Board pursuant to the authorization to be granted by the Shareholders by reference to his duties, responsibilities and performance, the results of the Group and the market overall situation.

The biographical details of Mr. Song Dayong are set out below:

Mr. Song Dayong, aged 52, is currently a member of the Party committee and deputy general manager of CNPC. Mr. Song Dayong is a professor-level senior engineer with an in-service master's degree, with extensive work experience in the petroleum industry. Mr. Song Dayong served as deputy general manager of Harbin Petrochemical Branch ("**HPB**") from April 2018, concurrently serving as safety supervisor from November 2019, and served as managing deputy general manager and safety supervisor of HPB from August 2020. He served as executive director, secretary of the Party committee and safety supervisor of HPB from June 2021, general manager and deputy secretary of the Party committee of Fushun Petrochemical Branch ("**FPB**") from June 2022, and executive director and secretary of the Party committee of FPB from March 2023. He was appointed general manager (director) of the Production and Operation Management Department (Smart Operation Center) of the

Company in March 2025, and member of the Party committee and deputy general manager of CNPC in October 2025.

Save as disclosed above, as at the date of this circular, Mr. Song Dayong (i) has not held any directorship in any other listed companies in the past three years; (ii) does not have any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this circular, there is no information on Mr. Song Dayong that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the HKEx Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF THE GENERAL MEETING AND THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS OF THE COMPANY AND THE ABOLITION OF THE SUPERVISORY COMMITTEE OF THE COMPANY

Reference is made to the announcement of the Company dated 31 October 2025 in relation to the proposed amendments to the Articles of Association, the rules of procedures of the general meeting and the rules of procedures of the Board of Directors of the Company and the abolition of the Supervisory committee of the Company.

In order to further enhance the level of corporate governance, in accordance with the latest Company Law of the People's Republic of China (《中華人民共和國公司法》), the Transitional Period Arrangements for the Implementation of the Rules of the Supporting Systems of the New Company Law (《關於新〈公司法〉配套制度規則實施相關過渡期安排》) issued by the China Securities Regulatory Commission and the relevant laws and regulations, and taking into account the actual situation of the Company and the needs of its business development, and subject to meeting the level of the core protection of the shareholders, as resolved by the Board on 30 October, 2025, the Company intends to (a) abolish the establishment of the Supervisory committee, with the powers and functions of the Supervisory committee to be performed by the audit and risk management committee of the Board (董事會審計與風險管理委員會) (formerly known as the audit committee of the Board (董事會審計委員會)), and the rules and procedures of the Supervisory committee will be repealed accordingly; and (b) amend the Articles of Association, the rules of procedures of the general meeting and the rules of procedures of the Board of Directors of the Company, making consequential improvements in accordance with the foregoing. The proposed amendments to the Articles of Association, rules of procedures of the general meeting and the rules of procedures of the Board of Directors, and the abolition of the Supervisory committee are subject to the approval of the EGM of the Company by way of special resolution.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association are set out in Appendix 1 to this circular.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

Details of the proposed amendments to the rules of procedures of the general meeting are set out in Appendix 2 to this circular.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS

Details of the proposed amendments to the rules of procedures of the Board of Directors are set out in Appendix 3 to this circular.

4. THE EGM

The Company will convene the EGM at 9 a.m. on Thursday, 18 December 2025 at V-Continent Wuzhou Hotel, No. 8 North 4th Circle Middle Road, Chaoyang District, Beijing, the PRC, for shareholders to review, consider and, if thought fit, to approve the proposed resolutions to be submitted at the EGM. The EGM Notice is set out on pages 6 to 7 of this circular.

The proxy form and reply slip for use at the EGM are enclosed with this circular. Whether or not you intend to attend the EGM, please complete the proxy form and return the same in accordance with the instructions printed thereon. To be valid, for A Shareholders, the proxy form, together with the notarized power of attorney or other document of authorization (if any), must be delivered to the Board of Directors Office at Room 0612, Block C, PetroChina Building, No.9 Dongzhimen North Street, Dongcheng District, Beijing, PRC (Postal code: 100007) not less than 24 hours before the time appointed for the EGM (i.e., by no later than 9:00 a.m. on Wednesday, 17 December 2025). To be valid, for H Shareholders, the above documents must be delivered to Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong within the same period.

H Shareholders whose names appear on the register of members of the Company on Thursday, 18 December 2025 are entitled to attend the EGM. The register of members of H Shares of the Company will be closed from Wednesday, 19 November 2025 to Thursday, 18 December 2025 (both days inclusive), during which period no share transfer of H Shares will be registered. In order to qualify for attending and voting at the EGM, H Shareholders must lodge all transfer documents together with the relevant share certificates at Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration at or before 4:30 p.m. on Tuesday, 18 November 2025.

The Articles of Association provide that Shareholders who intend to attend the EGM shall lodge a written reply 20 days before the date of the EGM (the "**Reply Date**"). In case the written replies received by the Company from the Shareholders indicating their intention to attend the EGM represent no more than one half of the total number of voting Shares, the Company shall within five days from the Reply Date inform the Shareholders of the proposed matters for consideration at the EGM and the date and venue of the EGM by way of announcement again. The EGM may be convened after the publication of such announcement.

You are urged to complete and return the proxy form and reply slip whether or not you intend to attend the EGM. Completion and return of the proxy form will not preclude you from attending and voting at the EGM (or any subsequent meetings following the adjournments thereof) should you wish to do so.

5. VOTES TO BE TAKEN BY POLL

In accordance with the HKEx Listing Rules, any votes of Shareholders at the EGM will be taken by poll.

6. RECOMMENDATIONS

The Board believes that the proposed election and appointment of Mr. Zhou Xinhuai as a Director, Mr. Song Dayong as an executive Director, the proposed amendments to the Articles of Association, the rules of procedures of the general meeting and the rules of procedures of the Board of Directors of the Company and the abolition of the Supervisory committee of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolutions set out in the EGM Notice.

7. MISCELLANEOUS

In case of any discrepancy between the Chinese and English versions of this circular and the EGM Notice, the Chinese version prevails.

By order of the Board
PetroChina Company Limited
Company Secretary
WANG Hua

中國石油天然氣股份有限公司
PETROCHINA COMPANY LIMITED
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 857)

NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 first extraordinary general meeting of PetroChina Company Limited (the "**Company**") will be held at V-Continent Wuzhou Hotel, No. 8 North 4th Circle Middle Road, Chaoyang District, Beijing, the PRC on Thursday, 18 December 2025 at 9 a.m. to consider, approve and authorize the following matter:

ORDINARY RESOLUTION

To consider and, if thought fit, to pass the following as ordinary resolution:

By way of cumulative voting:

1. To consider and approve the resolution of the election of Mr. Zhou Xinhuai as a director of the Company
2. To consider and approve the resolution of the election of Mr. Song Dayong as an executive director of the Company

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following as special resolution:

By way of non-cumulative voting:

1. To consider and approve the resolution of the amendments to the articles of association, the rules of procedures of the general meeting and the rules of procedures of the board of directors of the Company and the abolition of the supervisory committee of the Company

By order of the Board
PetroChina Company Limited
Company Secretary
WANG Hua

Beijing, the PRC
31 October 2025

Notes:

1. The register of members of H shares of the Company will be closed from Wednesday, 19 November 2025 to Thursday, 18 December 2025 (both days inclusive), during which period no share transfer of H shares will be registered. In order to qualify for attending and voting at the 2025 first extraordinary general meeting of the Company, H shareholders must lodge all transfer documents together with the relevant share certificates at Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration at or before 4:30 p.m. on Tuesday, 18 November 2025. H Shareholders of the Company whose names appear on the register of members of the Company on Thursday, 18 December 2025 are entitled to attend and vote in respect of the resolutions to be proposed at the 2025 first extraordinary general meeting of the Company.

   The address of the share registrar of the Company's H shares is:

   Hong Kong Registrars Limited
   Shops 1712–1716,
   17/F, Hopewell Centre,
   183 Queen's Road East,
   Wanchai,
   Hong Kong

2. Each shareholder of the Company who is entitled to attend and vote at the 2025 first extraordinary general meeting of the Company may appoint one or more proxies to attend and vote on his/her/its behalf at the 2025 first extraordinary general meeting of the Company. A proxy need not be a shareholder of the Company.

3. A proxy of a shareholder of the Company who has appointed more than one proxy may only vote on a poll.

4. The instrument appointing a proxy must be in writing under the hand of the appointer or his/her/its attorney duly authorized in writing, or if the appointer is a legal person, either under seal or under the hand of a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized. To be valid, for A Shareholders, the notarized power of attorney or other document of authorization, and the proxy form must be delivered to the Board of Directors Office (Address: Room 0612, Block C, PetroChina Building, No.9 Dongzhimen North Street, Dongcheng District, Beijing, the PRC (Postal code: 100007)) not less than 24 hours before the time appointed for the holding of the 2025 first extraordinary general meeting of the Company (i.e., by no later than 9:00 a.m. on Wednesday, 17 December 2025). To be valid, for H Shareholders, the above documents must be delivered to Hong Kong Registrars Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) within the same period.

5. The completed and signed reply slip accompanying each notice of the 2025 first extraordinary general meeting of the Company should be delivered to the Board of Directors Office for A shareholders at Room 0612, Block C, PetroChina Building, No.9 Dongzhimen North Street, Dongcheng District, Beijing, the PRC (Postal code: 100007) on or before 4:30 p.m. on Thursday, 27 November 2025 personally, by mail, by email (ir@petrochina.com.cn) or by fax (fax number: (8610) 6209 9557); or to Hong Kong Registrars Limited for H Shareholders at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong within the same period.

6. The 2025 first extraordinary general meeting of the Company is expected to last for half a day. Shareholders of the Company (in person or by proxy) attending the 2025 first extraordinary general meeting of the Company are responsible for their own transportation and accommodation expenses.

7. The address of the Board of Directors Office is as follows:

   Room 0612, Block C, PetroChina Building
   No.9 Dongzhimen North Street,
   Dongcheng District, Beijing, the PRC
   Postal code: 100007
   Tel: (8610) 5998 2622
   Fax: (8610) 6209 9557
   Email Address: ir@petrochina.com.cn

8. As at the date of this notice, the Board comprises Mr. Dai Houliang as Chairman; Mr. Duan Liangwei and Mr. Xie Jun as non-executive Directors; Mr. Ren Lixin and Mr. Zhang Daowei as executive Directors; and Mr. Jiang, Simon X., Mr. Ho Kevin King Lun, Mr. Yan, Andrew Y, Ms. Liu Xiaolei and Mr. Zhang Yuxin as independent non-executive Directors.

I. Proposed Amendments to the Articles of Association

The proposed amendments to the Articles of Association are set out as follows:

Original Articles	Revised Articles after the Proposed Amendments
(Newly Added)	**Article 1** To safeguard the legitimate rights and interests of PetroChina Company Limited (the "Company"), shareholders, employees, and creditors, and to regulate the organization and conduct of the Company, these Articles of Association are formulated in accordance with the Company Law of the People's Republic of China ("Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Guidelines for Articles of Association of Listed Companies (the "Guidelines"), and other relevant laws and regulations.
Article 1 The Company is a joint stock limited company established in accordance with ~~the Company Law of the People's Republic of China (~~the Company Law~~)~~, the Securities Law ~~of the People's Republic of China, the Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Joint Stock Limited Companies (the Special Regulations)~~ and other relevant laws and regulations of the State. The Company was established by way of promotion with the approval of the former State Economic and Trade Commission of the People's Republic of China on 25 October 1999, as evidenced by approval document Guo Jing Mao Qi Gai [1999] no. 1024. It is registered with and has obtained a business licence from the State Administration for Industry and Commerce on 5 November 1999. The Company's ~~business licence number~~ is: ~~1000001003252~~. ~~The promoter of the Company is: China National Petroleum Corporation.~~	**Article 2** The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law and other relevant laws and regulations of the State. The Company was established by way of promotion with the approval of the former State Economic and Trade Commission of the People's Republic of China on 25 October 1999, as evidenced by approval document Guo Jing Mao Qi Gai [1999] no. 1024. It is registered with and has obtained a business licence from the State Administration for Industry and Commerce on 5 November 1999. The Company's unified social credit code is: 91110000710925462X.
(Newly Added)	**Article 3** The Company obtained approval from The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") to issue foreign-invested shares (the "H Shares") to the public and was listed on the Hong Kong Stock Exchange on 7 April 2000. The Company obtained approval from China Securities Regulatory Commission ("CSRC") to issue RMB-denominated ordinary shares (the "A Shares") to the public and was listed on the Shanghai Stock Exchange on 5 November 2007.

Article 3 The Company's address : 16 Andelu Dongcheng District Beijing China ~~Telephone number : 010-84886270~~ ~~Facsimile number : 010-84886260~~ Postal Code : 100011	**Article 5** The Company's address : 16 Andelu Dongcheng District Beijing China Postal Code : 100011
(Adjusted from Original Article 20)	**Article 6** The registered capital of the Company is RMB183,020,977,818; if new shares are issued or the issued shares are repurchased, the registered capital of the Company shall be adjusted accordingly.
Article 4 The Company's legal representative is the Chairman of the board of directors of the Company.	**Article 7** The Company's legal representative is the Chairman of the board of directors of the Company. If the Chairman of the board of directors resigns, he/she shall be deemed to have resigned as the legal representative at the same time.
(Newly Added)	**Article 8** The legal consequences of civil activities undertaken by the legal representative in the name of the Company shall be borne by the Company. The restrictions on the functions and powers of the legal representative imposed by the Company's Articles of Association or the general meeting shall not be enforceable against a bona fide counterparty. If the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. After assuming civil liability, the Company may, in accordance with the laws or these Articles of Association, seek compensation from the legal representative at fault.
Article 5 The Company is a joint stock limited company which has perpetual existence. ~~All assets of the Company are divided into shares of equal value.~~ The shareholders shall be liable to the Company to the extent of the shares they subscribed for. The Company shall be liable for its debts to the extent of all of its ~~assets~~.	**Article 9** The Company is a joint stock limited company which has perpetual existence. The shareholders shall be liable to the Company to the extent of the shares they subscribed for. The Company shall be liable for its debts to the extent of all of its property.

Article 6 The Company's Articles of Association shall take effect from the date of establishment of the Company. From the date on which the Company's Articles of Association come into effect, ~~the Company's Articles of Association~~ constitute the legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se.	**Article 10** The Company's Articles of Association shall take effect from the date of establishment of the Company. From the date on which the Company's Articles of Association come into effect, they constitute the legally binding document regulating the Company's organization and activities, the rights and obligations between the Company and each shareholder and among the shareholders inter se. These Articles of Association are binding on the Company, its shareholders, directors, and senior officers of the Company. Pursuant to the Company's Articles of Association, a shareholder may also take legal actions against another shareholder, director, senior officer of the Company, and the Company. The Company may take legal actions against a shareholder, director and senior officer.
(Newly Added)	**Article 11** For the purpose of these Articles of Association, the term "senior officer(s)" means the president, senior vice president, vice president, chief financial officer, secretary to the board of directors, chief geologist, chief engineer, chief safety officer, general counsel and other senior officers.
~~**Article 7**~~ ~~The Company's Articles of Association are binding on the Company and its shareholders, directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers of the Company, all of whom may assert rights in respect of the affairs of the Company pursuant to the Company's Articles of Association.~~ A shareholder may take legal action against the Company pursuant to the Company's Articles of Association, and the Company may take legal actions against its shareholders, directors, ~~supervisors,~~ president, senior vice presidents, vice presidents, chief financial officer and other senior officers. ~~A shareholder may also take legal action against another shareholder pursuant to the Company's Articles of Association.~~ A shareholder can take legal action against the directors, ~~supervisors,~~ president, senior vice presidents, vice presidents, chief financial officer and other senior officers of the Company pursuant to the Company's Articles of Association. ~~The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.~~	(Deleted paragraphs 1 and 3, paragraph 2 is adjusted to Article 10)
~~**Article 9**~~	(Deleted)

~~The Company may invest in other enterprises; however, except as stipulated otherwise by law, it may not become an investor that bears joint and several liability for the debts of the enterprise in which it invests.~~	
Article 10 The Company's objectives are: ~~To comply with the rules of the market; To continuously explore business models which are suitable for the development of the Company; To fully utilise every resource of the Company; To place emphasis on personnel training and technological development; To provide the society with competitive products; To use its best endeavours to maximise its profits.~~	**Article 14** The Company's objectives are: To thoroughly implement the new development philosophy and the national energy security strategy, to uphold the value commitment of "green development and energy dedication, to fuel customer's growth, and power people's better life." To adhere to the corporate development principles of "pursuing high-quality development, deepening reform and opening up, operating in accordance with laws and regulations, and implementing full and rigorous governance of the Party," and follow the management guidelines of "specialized development, market-oriented operation, lean management, and integrated coordination." To vigorously promote the development strategies of "innovation, resources, markets, internationalization, and green and low-carbon development," advance strategic initiatives of "advancing the strategic initiatives of strengthening the enterprise through talents, enhancing quality and efficiency, pursuing low-cost development, fostering culture-driven growth, and accelerating the building of a digital and intelligent PetroChina" and strive with full toward high-quality development, accelerating the building of a world-class international energy company, delivering strong returns to shareholders and investors, and sharing a sustainable and brighter future with all stakeholders.
Article 11 The Company's scope of business includes: Licensed business: the exploration of mineral resources, the exploitation of onshore oil and natural gas, the exploitation of offshore oil, the exploitation of offshore natural gas; the exploitation of geothermal resources, the heating supply services, the cooling supply services; the business undertakings of gas; the wholesale of crude oil, the storage of crude oil; the wholesale of refined oil, the storage of refined oil, the retails of refined oil; the production of hazardous chemicals, the storage of hazardous chemicals, the business undertakings of hazardous chemicals; the generation of electricity power, the transmission of electricity power, the supply (distribution) of electricity power, the supply of electricity power; waterway ordinary cargo transportation, roadway cargo transportation (excluding hazardous cargo), roadway hazardous cargo transportation; project construction; the pipeline storage and transportation of	**Article 15** The Company's scope of business includes: Licensed business: the exploration of mineral resources, the exploitation of onshore oil and natural gas, the exploitation of offshore oil, the exploitation of offshore natural gas; the exploitation of geothermal resources, the heating supply services, the cooling supply services; the business undertakings of gas; the wholesale of crude oil, the storage of crude oil; the wholesale of refined oil, the storage of refined oil, the retails of refined oil; the production of hazardous chemicals, the storage of hazardous chemicals, the business undertakings of hazardous chemicals; the generation of electricity power, the transmission of electricity power, the supply (distribution) of electricity power, the supply of electricity power; waterway ordinary cargo transportation, roadway cargo transportation (excluding hazardous cargo), roadway hazardous cargo transportation; project construction; the pipeline storage and transportation of

petroleum and natural gas; the production of food additives; the retail of tobacco products, the retail of electronic cigarette; the production of medical devices of Class II; the services of accommodation; the retail of publications; the reproduction of audio-visual products, the copy of audio-visual products; the information services of Internet.	petroleum and natural gas; the production of food additives; the retail of tobacco products, the retail of electronic cigarette; the production of medical devices of Class II; the services of accommodation; the retail of publications; the reproduction of audio-visual products, the copy of audio-visual products; the information services of Internet.
General business: mineral processing, the production of chemical products (excluding licensed chemical products), the sales of chemical products (excluding licensed chemical products); the production of fertilizer, the sales of fertilizer; the sales of food additives; the production of petroleum products (excluding hazardous chemicals), the sales of petroleum products (excluding hazardous chemicals); the processing of lubricating oil (excluding hazardous chemicals), the production of lubricating oil (excluding hazardous chemicals), the sales of lubricating oil; the onshore pipeline transportation, the submarine pipeline transportation; engineering technical services (excluding planning management, exploration, design and supervision), the project management services, the technical services of petroleum and natural gas; the research and development of technology of carbon emission reduction, carbon conversion, carbon capture and carbon sequestration; the research and development of emerging energy technology, the research and development of new materials technology, the promotion services of new materials technology; the technology services, the technology development, the technology consultation, the technology communication, the technology transfer, the technology promotion; the manufacture of batteries, the sales of hydrogen fueling and hydrogen storage facilities for stations; the sales of vehicle electricity charging, the centralized fast charging stations, the operation of electric vehicle charging infrastructures, the sales of electrical accessories of new energy vehicles, the sales of batteries, the sales of battery replacement facilities of new energy vehicles; the operation of gas fueling for gas vehicles; the manufacture of synthetic materials (excluding hazardous chemicals), the sales of synthetic materials; the manufacture of engineering plastics and synthetic resin, the sales of engineering plastics and synthetic resin; the manufacture of synthetic fiber, the sales of synthetic fiber; the manufacture of new membrane materials, the sales of new membrane materials; the sale of high-quality synthetic rubber; the manufacture of high-performance fiber and composite materials, the sales of high-performance fiber and composite materials; the manufacture of bio-based materials, the sales of bio-based materials; the manufacture of graphite and carbon products, the sales of graphite and carbon products; the sales of graphene materials; the manufacture of electronic special materials, the sales of electronic special materials, the research and development of electronic special materials; the	General business: mineral processing, the production of chemical products (excluding licensed chemical products), the sales of chemical products (excluding licensed chemical products); the production of fertilizer, the sales of fertilizer; the sales of food additives; the production of petroleum products (excluding hazardous chemicals), the sales of petroleum products (excluding hazardous chemicals); the processing of lubricating oil (excluding hazardous chemicals), the production of lubricating oil (excluding hazardous chemicals), the sales of lubricating oil; the onshore pipeline transportation, the submarine pipeline transportation; engineering technical services (excluding planning management, exploration, design and supervision), the project management services, the technical services of petroleum and natural gas; the research and development of technology of carbon emission reduction, carbon conversion, carbon capture and carbon sequestration; the research and development of emerging energy technology, the research and development of new materials technology, the promotion services of new materials technology; the technology services, the technology development, the technology consultation, the technology communication, the technology transfer, the technology promotion; the manufacture of batteries, the sales of hydrogen fueling and hydrogen storage facilities for stations; the sales of vehicle electricity charging, the centralized fast charging stations, the operation of electric vehicle charging infrastructures, the sales of electrical accessories of new energy vehicles, the sales of batteries, the sales of battery replacement facilities of new energy vehicles; the operation of gas fueling for gas vehicles; the manufacture of synthetic materials (excluding hazardous chemicals), the sales of synthetic materials; the manufacture of engineering plastics and synthetic resin, the sales of engineering plastics and synthetic resin; the manufacture of synthetic fiber, the sales of synthetic fiber; the manufacture of new membrane materials, the sales of new membrane materials; the sale of high-quality synthetic rubber; the manufacture of high-performance fiber and composite materials, the sales of high-performance fiber and composite materials; the manufacture of bio-based materials, the sales of bio-based materials; the manufacture of graphite and carbon products, the sales of graphite and carbon products; the sales of graphene materials; the manufacture of electronic special materials, the sales of electronic special materials, the research and development of electronic special materials; the

research and experimental development of engineering and technology. The sales of pipeline transportation equipment; the repairment and maintenance of automobiles; the retail of automobile spare parts; the sales of commodity; the sales of agricultural machinery; the sales of medical devices of Class II; the import and export of goods, the import and export of technology, the custom clearance business; the domestic freight agency, the international freight agency, the international marine freight agency, domestic charter agency, international charter agency; the provision of accommodation; the sales of food (pre-packaged food only), the sales of agricultural and sideline products; the retail of publications, the lease of audio-visual products; the lease of non-residential real property, the lease of residential real property, the lease of machinery; the retail of clothing and accessory, the retail of sport usable and equipment, the wholesale of stationery goods, the retail of stationery goods, the wholesale of hardware goods, the retail of hardware goods, the sales of furniture, the sales of furniture spare parts, the sales of construction materials, the retail of daily household appliances, the sales of household appliances, the sales of electronic products, the wholesale of daily necessities, the sales of daily necessities, the sales of hygiene products and single-use medical products, the sales of labor protection supplies, the sales agency of single-use commercial prepaid card; sales agency; the ticket agency services; the electronic weighing services; the production, design, agency and publication of advertisement; the professional cleaning, washing and disinfection services. For items required to be approved by laws, operations may be conducted only upon and with the approval of relevant authorities. 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. The Company may, according to the demand in the domestic and international markets, the Company's development ability and the requirements of its business, adjust its scope of business in accordance with the laws. ~~Subject to and in compliance with laws and administrative regulations of the People's Republic of China ("PRC"), the Company has the rights to raise and borrow money, which includes (without limitation) the rights to borrow money, issue debentures, mortgage or pledge all or part of the Company's interests and to provide guarantees of various forms for the debts of third parties (including, without limitation, subsidiaries or associated companies of the Company) under different circumstances.~~	research and experimental development of engineering and technology. The sales of pipeline transportation equipment; the repairment and maintenance of automobiles; the retail of automobile spare parts; the sales of commodity; the sales of agricultural machinery; the sales of medical devices of Class II; the import and export of goods, the import and export of technology, the custom clearance business; the domestic freight agency, the international freight agency, the international marine freight agency, domestic charter agency, international charter agency; the provision of accommodation; the sales of food (pre-packaged food only), the sales of agricultural and sideline products; the retail of publications, the lease of audio-visual products; the lease of non-residential real property, the lease of residential real property, the lease of machinery; the retail of clothing and accessory, the retail of sport usable and equipment, the wholesale of stationery goods, the retail of stationery goods, the wholesale of hardware goods, the retail of hardware goods, the sales of furniture, the sales of furniture spare parts, the sales of construction materials, the retail of daily household appliances, the sales of household appliances, the sales of electronic products, the wholesale of daily necessities, the sales of daily necessities, the sales of hygiene products and single-use medical products, the sales of labor protection supplies, the sales agency of single-use commercial prepaid card; sales agency; the ticket agency services; the electronic weighing services; the production, design, agency and publication of advertisement; the professional cleaning, washing and disinfection services. For items required to be approved by laws, operations may be conducted only upon and with the approval of relevant authorities. 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. The Company may, according to the demand in the domestic and international markets, the Company's development ability and the requirements of its business, adjust its scope of business in accordance with the laws.

CHAPTER 3: SHARES ~~AND REGISTERED CAPITAL~~	**CHAPTER 3: SHARES**
	Section 1 Issuance of Shares
Article 12 ~~There must, at all times, be ordinary shares in the Company. Subject to the approval of the companies approving department authorised by the State Council, the Company may, according to its requirements, create different classes of shares.~~ The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality. Each share of the same class shall carry the same rights and the same benefits. Shares of the same class issued at the same time shall be issued on the same terms and at the same price. The price of each share subscribed for by ~~any organization or individual~~ shall be the same.	**Article 16** The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality. Each share of the same class shall carry the same rights and the same benefits. Shares of the same class issued at the same time shall be issued on the same terms and at the same price. The price of each share subscribed for by a subscriber shall be the same.
Article 17 ~~Share Capital Movements of the Company:~~ ~~The Company issued~~ 160,000,000,000 shares ~~to its promoter upon its establishment in~~ November 1999, ~~which then represented 100% of the Company's share capital.~~ The Company issued ~~15,824,176,000 H Shares at its initial public offering in April 2000. The promoter sold 1,758,242,000 shares of the Company held by it. The share capital of the Company changed to 175,824,176,000 ordinary shares, of which 158,241,758,000 shares were held by the promoter of the Company,~~ China National Petroleum Corporation~~, representing approximately 90% of the Company's share capital, and 17,582,418,000 shares were held by the H Shares shareholders, representing 10% of the Company's share capital.~~ ~~The Company placed 3,516,482,000 H shares (including the shares sold by the promoter, namely 287,712,182 shares sold by the National Council for Social Securities Fund and 31,968,000 additional H shares sold by the National Council for Social Securities Fund pursuant to the exercise in full of the managers' option) in September 2005. The share capital of the Company changed to 179,020,977,818 ordinary shares, of which 157,922,077,818 shares were held by the promoter of the Company, China National Petroleum Corporation, representing approximately 88.21% of the Company's share capital, and 21,098,900,000 shares were held by the H Shares shareholders, representing approximately 11.79% of the Company's share capital.~~	**Article 19** The promoter of the Company, China National Petroleum Corporation, subscribed for 160,000,000,000 shares. Such shares were paid up in November 1999 by way of conversion into share capital of the net assets of China National Petroleum Corporation after evaluation and confirmation. The Company issued 160,000,000,000 shares with the par value of RMB1 upon establishment.

~~The Company issued 4,000,000,000 A Shares in October 2007. The share capital of the Company changed to 183,020,977,818 ordinary shares, of which 157,922,077,818 shares are held by the promoter of the Company, China National Petroleum Corporation, representing approximately 86.29% of the Company's share capital, 4,000,000,000 shares are held by the other holders of Domestic Invested Shares, representing approximately 2.18% of the Company's share capital, and 21,098,900,000 shares are held by the H Shares shareholders, representing approximately 11.53% of the Company's share capital.~~	
Article 16 ~~With the approval of the examination and approval department authorised by the State Council, t~~he Company has issued a total of 183,020,977,818 ordinary shares, of which 161,922,077,818 shares are ~~Domestic Invested~~ Shares, representing 88.47% of the Company's share capital, and 21,098,900,000 shares are ~~Foreign Invested~~ Shares, representing 11.53% of the Company's share capital.	**Article 20** The Company has issued a total of 183,020,977,818 ordinary shares, of which 161,922,077,818 shares are A Shares, representing 88.47% of the Company's share capital, and 21,098,900,000 shares are H Shares, representing 11.53% of the Company's share capital.
Article 15 ~~Shares which the Company issues to Domestic Investors for subscription in Renminbi shall be referred to as Domestic Invested Shares. Shares which the Company issues to Foreign Investors for subscription in foreign currencies shall be referred to as Foreign Invested Shares. Foreign Invested Shares which are listed overseas are called Overseas Listed Foreign Invested Shares.~~ ~~Foreign currencies mean the legal currency of countries or regions outside the PRC which are recognised by the foreign exchange authority of the State for payment of the share price to the Company.~~ ~~Domestic Invested Shares issued by the Company shall be referred to as A Shares, which are traded on the Shanghai Stock Exchange. Overseas Listed Foreign Invested Shares issued by the Company which are listed in Hong Kong shall be referred to as H Shares. H Shares are shares admitted for listing on The Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange), which are denominated in Renminbi and are subscribed for and traded in Hong Kong dollars. H Shares can also be listed on a stock exchange in the United States in the form of American Depository Receipts.~~ The A Shares of the Company shall be ~~held in~~ China Securities Depository and Clearing Corporation Limited. The H Shares of the Company shall be ~~held in custody by~~ the authorised depository companies of	**Article 21** The A Shares of the Company shall be under centralized depository at the China Securities Depository and Clearing Corporation Limited. The H Shares of the Company shall be deposited with the authorised depository companies of Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their own names.

Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their own names.	
(Newly Added)	**Article 22** Neither the Company nor its subsidiaries (including affiliated enterprises) shall provide financial assistance in the form of grants, advances, guarantees or borrowings to others for the acquisition of shares of the Company or those of its parent company, except where the Company has implemented the employee stock ownership plan. In the interests of the Company, the Company may, by the resolution(s) of a general meeting, or by the resolution(s) of the board of directors in accordance with the authorization of the general meeting, provide financial assistance to others for the acquisition of shares in the Company or those of its parent company, provided that the cumulative total of such financial assistance shall not exceed 10% of the total issued share capital. The resolution(s) made by the board of directors shall be passed by not less than two-thirds of all directors.
~~**Article 18**~~ ~~The Company's board of directors may make arrangements to issue Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares separately after the Company's proposals for such issuance 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 Domestic Invested Shares separately pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities authority of the State Council.~~	(Deleted)
~~**Article 19**~~ ~~Where the Company separately issues Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares within the total number of shares stated in the proposal for the issuance of shares, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for at their respective offerings due to special circumstances, the shares may, subject to the approval of the securities authority of the State Council, be issued in separate branches.~~	(Deleted)
~~**Article 20**~~ The registered capital of the Company is RMB183,020,977,818~~;~~ if new shares are issued or the issued shares are repurchased, the registered capital of the Company shall be adjusted accordingly~~, and filed~~	(Registered Capital related provisions adjusted to Article 6)

~~with the companies approving department authorised by the State Council and the securities regulatory authority of the State Council.~~	
~~**Article 22**~~ ~~Unless otherwise stipulated in the relevant laws or administrative regulations, shares of the Company shall be freely transferable and are not subject to any lien.~~ ~~Domestic Invested Shares and Overseas Listed Foreign Invested Shares shall be purchased, sold, donated, inherited and charged on in accordance with the PRC laws and the Company's Articles of Association. The transfer and transmission of the shares shall be registered in accordance with the relevant regulations.~~ ~~The Company may not accept its own shares as the subject matter of a pledge.~~ ~~The Company has the power to sell the shares of a shareholder who is untraceable and retain the payment, if~~ ~~(1) during a period of 12 years at least three times dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and~~ ~~(2) on expiry of the 12 years the Company gives notice of its intention to sell the shares by way of an advertisement with the approval from the securities authority of the State Council, and notifies the relevant domestic and overseas securities regulatory authorities of such intention.~~	(Deleted)
~~**CHAPTER 4: REDUCTION OF CAPITAL AND REPURCHASE OF SHARES**~~	**Section 2 Increase, Decrease and Repurchase of Shares**
Article 21 The Company may, based on its operating and development needs, ~~authorise the increase of its capital pursuant to the Company's Articles of Association. The Company may~~ increase its capital in the following ways: (1) ~~by public~~ offering of shares; (2) ~~by non-public offering of shares~~ by allotting bonus shares to its existing shareholders; (3) by converting common reserve fund into share capital; (4) by any other means which is stipulated by law and administrative regulation and (5) ~~approved by~~ the securities regulatory ~~authority~~ . ~~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 the Company's Articles of Association, the issuance shall be made in~~	**Article 23** The Company may, based on its operating and development needs, increase its capital in the following ways in accordance with laws and regulations and subject to a resolution of the general meeting: (1) an offering of shares to non-specific investors; (2) an offering of shares to specific investors; (3) by allotting bonus shares to its existing shareholders; (4) by converting common reserve fund into share capital; (5) by any other means which is stipulated by law and administrative regulation and the securities regulatory rules of the places where the Company's shares are listed. When the Company issues new shares to increase its registered capital, shareholders are not entitled to pre-emptive rights, unless otherwise stipulated in the

~~accordance with the procedures set out in the relevant laws and administrative regulations.~~	securities regulatory rules of the places where the Company's shares are listed or granted by a resolution of the general meeting. The Company shall, in accordance with the law, apply to the company registration authority for registration of the change when the Company increases its registered capital.
Article 23 ~~According to the provisions of the Company's Articles of Association, t~~he Company may reduce its registered capital.	**Article 24** The Company may reduce its registered capital. Such reduction shall be made in accordance with the procedures stipulated in the laws and regulations and the Company's Articles of Association. The Company shall, in accordance with the law, apply to the company registration authority for registration of the change when the Company increases its registered capital. If the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholders' capital contributions shall be reversed; in case of losses caused to the Company, shareholders and responsible directors and senior officers shall be liable for compensation.
Article 24 The Company ~~must~~ prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within ten (10) days of the date of the ~~Company's~~ resolution for reduction of registered capital and publish an announcement ~~in~~ a ~~newspaper~~ within thirty (30) days of the date of such resolution. A creditor has the right, within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five (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.~~	**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 ten (10) days of the date of the resolution approved by the general meeting for reduction of registered capital and publish an announcement on a designated media platform or the National Enterprise Credit Information Publication System within thirty (30) days of the date of such resolution. A creditor has the right, within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five (45) days of the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee. For a reduction of registered capital, the Company shall reduce the amount of capital contributions or shares in proportion to the shareholders' shareholdings percentages.
(Newly Added)	**Article 26** If the Company still has losses after making up for them in accordance with paragraph 2 of Article 157 of these Articles of Association, it may reduce its registered capital to make up for the losses. Where the

	registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares. Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of the Article 25 under these Articles of Association shall not apply. However, the Company shall announce the reduction on a designated media platform or the National Enterprise Credit Information Publicity System within 30 days from the date on which the general meeting passes a resolution to reduce the registered capital. After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory reserve and the discretionary reserve reaches 50% of the Company's registered capital.
Article 25 The Company ~~may, in accordance with the procedures set out in the Company's Articles of Association and with the approval of the relevant governing authority of the State,~~ repurchase its ~~issued~~ shares ~~under~~ the following circumstances: (1) ~~for the purposes of~~ reducing its registered capital; (2) merging with another company that holds shares in the Company; (3) using the shares for employee stock ownership plans or share incentive; (4) a shareholder who objects to a resolution on the merger or division of the Company adopted at a ~~shareholders'~~ general meeting requests that the Company purchase his shares; (5) using the shares for the conversion of the convertible corporate bonds which are issued by the Company; (6) necessary for the Company to maintain its value and its shareholders' rights and interests; (7) other circumstances permitted by laws administrative regulations. ~~Except for the above circumstances, the Company shall not trade in its own shares.~~	**Article 27** The Company shall not repurchase its own shares unless in the following circumstances: (1) reducing its registered capital; (2) merging with another company that holds shares in the Company; (3) using the shares for employee stock ownership plans or share incentive; (4) a shareholder who objects to a resolution on the merger or division of the Company adopted at a general meeting requests that the Company purchase his shares; (5) using the shares for the conversion of the convertible corporate bonds which are issued by the Company; (6) necessary for the Company to maintain its value and its shareholders' rights and interests; (7) other circumstances permitted by laws, administrative regulations and securities regulatory rules of the places where the Company's shares are listed.
Article 26 ~~With the approval of the relevant governing authority of the State,~~ the Company may repurchase shares ~~in one of the following ways:~~ ~~(1) by making a general 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;~~	**Article 28** The Company may repurchase its own shares by means of public centralized trading or other methods as recognized by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the CSRC. If the Company repurchases its shares due to the circumstances as stipulated in Items (3), (5) and (6) of

~~(3) by repurchasing shares outside of the stock exchange by means of an off-market agreement;~~ ~~(4) any other methods which are accepted by the securities regulatory authority under the State Council.~~	Article 27 of these Articles of Association, this shall be conducted by way of public and centralized trading.
~~**Article 27**~~ ~~The Company must obtain prior approval of the shareholders in a general meeting (in the manner stipulated in the Company's Articles of Association) before it can repurchase shares outside of the stock exchange by means of an off-market agreement. The Company may, by obtaining prior approval of the shareholders in a general meeting (in the same manner), terminate or amend the agreement which has been entered into in the above manner or waive any of its rights thereunder.~~ ~~An agreement for the share repurchase referred to in the preceding paragraph includes (without limitation) an agreement pursuant to which the Company agrees to undertake the obligation and acquire the right to the repurchased shares.~~ ~~The Company may not assign an agreement for the repurchase of its shares or any right contained in such an agreement.~~	(Deleted)
Article 28 The repurchase by the Company of its own shares for a reason specified in Items (1) or (2) of Article ~~25~~ of the Company's Articles of Association, a resolution shall be made at a general meeting; the repurchase by the Company of its own shares for a reason specified in Items (3), (5) or (6) of Article ~~25~~ of the Company's Articles of Association, a resolution shall be made at a meeting of the board of directors by ~~more than~~ two-thirds of the directors attending the meeting ~~according to the provisions of the Company's Articles of Association or the authorization of the general meeting~~. If the Company repurchases its shares pursuant to Item (1) of Article ~~25~~, it shall cancel such shares within ten (10) days of the date of such repurchase. If the Company repurchases its shares pursuant to Item (2) or Item (4) of Article 25, it shall transfer or cancel such shares within six (6) months. If the Company repurchases its shares pursuant to Items (3), (5) or (6) of Article 25, the total number of shares held by the Company shall not exceed ten per cent (10%) of all the shares issued by the Company and the Company shall transfer or cancel such shares within three (3) years. ~~The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital. Provided that if the accounting treatment on repurchase of shares of the Company in accordance with~~	**Article 29** The repurchase by the Company of its own shares for a reason specified in Items (1) or (2) of Article 27 of the Company's Articles of Association, a resolution shall be made at a general meeting; the repurchase by the Company of its own shares not exceeding five per cent (5%) of its issued A Shares for a reason specified in Items (3), (5) or (6) of Article 27 of the Company's Articles of Association, a resolution shall be made at a meeting of the board of directors by not less than two-thirds of the directors attending the meeting. Repurchase by the Company of its H shares shall be conducted in accordance with securities regulatory rules of the places where the Company's shares are listed. If the Company repurchases its shares pursuant to Item (1) of Article 27 of these Articles of Association, it shall cancel such shares within ten (10) days of the date of such repurchase. If the Company repurchases its shares pursuant to Item (2) or Item (4) of Article 25, it shall transfer or cancel such shares within six (6) months. If the Company repurchases its shares pursuant to Items (3), (5) or (6) of Article 25, the total number of shares held by the Company shall not exceed ten per cent (10%) of all the shares issued by the Company and the Company shall transfer or cancel such shares within three (3) years.

~~applicable accounting principles and standards provides otherwise, such accounting treatment shall be adopted.~~	
~~**Article 29**~~ ~~Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its issued shares:~~ ~~(1) where the Company repurchases shares at par value, payment shall be made out of the account balance of distributable profits of the Company or out of the proceeds from the issue of new shares made for the purpose of repurchasing old shares;~~ ~~(2) where the Company repurchases shares at a premium to its par value, payment for the amount of the par value shall be made out of the account balance of distributable profits of the Company or out of the proceeds from the issue of new shares made for the purpose of repurchasing old shares. Payment of the portion in excess of the par value shall be made as follows:~~ ~~(i) if the shares being repurchased were issued at par value, payment shall be made out of the account balance of distributable profits of the Company;~~ ~~(ii) if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the account balance of distributable profits of the Company or out of the proceeds from the issue of new shares made for the purpose of repurchasing old shares, provided that the amount paid out of the proceeds from the issue of new shares 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 amount of premiums received on the issue of new shares) at the time of the repurchase;~~ ~~the Company shall make the following payments out of the Company's distributable profits:~~ ~~(iii) payment for the acquisition of the right to repurchase its own shares;~~ ~~(iv) payment for variation of any contract for the repurchase of its shares;~~ ~~(v) payment for the release of its obligation(s) under any contract for the repurchase of shares;~~ ~~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 credited to the Company's capital common reserve fund account.~~	(Deleted)
~~**CHAPTER 5: FINANCIAL ASSISTANCE FOR ACQUISITION OF SHARES**~~	(Deleted)

~~**Article 30**~~ ~~The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who acquires or proposes to acquire the shares of the Company. This includes any person who directly or indirectly incurs any obligations as a result of the acquisition of shares of the Company (the "Obligor").~~ ~~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 32 of this Chapter.~~	(Deleted)
~~**Article 31**~~ ~~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 conclusion of any agreement under which the obligations of the Company are to be fulfilled before the obligations of the other party, any change to such loan or parties to the agreement, or the assignment of rights under such loan or agreement;~~ (4) ~~any other form of financial assistance given by the Company when the Company is insolvent or has no net assets, or if such financial assistance will substantially reduce the Company's net assets.~~ ~~For the purposes of this Chapter, "assumption of obligations" includes the assumption of obligations by the Obligor by way of entering into any contract or making an 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.~~	(Deleted)
~~**Article 32**~~ ~~The following actions shall not be deemed as activities prohibited by Article 30 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~~	(Deleted)

~~acquisition of shares of the Company, or the financial assistance provided is an incidental part of a general plan of the Company;~~ (2) ~~the lawful distribution of the Company's assets by way of dividend;~~ (3) ~~the distribution of dividend by allotment of shares;~~ (4) ~~the reduction of registered capital, the repurchase of shares of the Company or the reorganisation of the share capital structure of the Company effected in accordance with the Company's Articles of Association;~~ (5) ~~the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is provided out of the Company's 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 net assets are thereby reduced, the financial assistance is provided out of the Company's distributable profits).~~	
~~CHAPTER 6: SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS~~	**Section 3 Transfer of Shares**
~~Article 33~~ ~~Share certificates of the Company shall be in registered form.~~ ~~The share certificate of the Company shall, aside from matters required by the Company Law and the Special Regulations, also contain other matters required to be stated therein by the stock exchange(s) on which the Company's shares are listed.~~	(Deleted)
~~Article 34~~ ~~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 senior officer(s) of the Company to sign on the share certificates, the share certificates shall also be signed by such senior officer(s). The share certificates shall take effect after being sealed or imprinted with the seal of the Company. The share certificate shall only be sealed with the Company's seal under the authorisation of the board of directors. The signatures of the Chairman of the board of directors or other senior officer(s) of the Company may also be in printed form.~~	(Deleted)
~~Article 35~~	(Deleted)

~~The Company shall keep a register of shareholders which shall contain the following particulars:~~ (1) ~~the name (title), address (residence), occupation or nature of each shareholder;~~ (2) ~~the class and number of shares held by each shareholder;~~ (3) ~~the amount paid up or payable for 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 entered in the register as a shareholder;~~ (6) ~~the date on which any shareholder ceases to be a shareholder.~~ ~~Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' holding of shares of the Company.~~	
~~**Article 37**~~ ~~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 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 are maintained in such other place as the board of directors may consider necessary for the purposes of the listing of the Company's shares.~~	(Deleted)
~~**Article 38**~~ ~~Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in a certain 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.~~	(Deleted)
~~**Article 39**~~ ~~All Overseas Listed Foreign Invested Shares shall be transferred by 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. If the shareholder is a recognised clearing house or its nominee defined by the Securities and Futures~~	(Deleted)

~~Ordinance (Chapter 571 of the Laws of Hong Kong), the share transfer form may be executed by hand or in mechanically printed form.~~ ~~All Overseas Listed Foreign Invested Shares listed in Hong Kong which have been fully paid up may be freely transferred in accordance with the Company's Articles of Association. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognise any instrument 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 as the board of directors may from time to time require but not exceeding the amount agreed from time to time in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited has been paid to the Company for registration of the instrument of transfer and other documents relating to or which will affect the ownership of the shares;~~ ~~(2) the instrument of transfer only relates to Foreign Listed Foreign Invested Shares listed in Hong Kong;~~ ~~(3) the stamp duty which is chargeable on the instrument 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 number of joint owners shall not be more than four (4);~~ ~~(6) the Company does not have any lien on the relevant shares.~~ ~~If the Company refuses to register any transfer of shares, the Company shall provide the transferor and transferee with a notice of refusal to register such transfer within two (2) months of formal application for the transfer.~~	
~~**Article 40**~~ ~~No change may be made in the H Share 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 prior to the record date set by the Company for its distribution of dividends. Changes in the A Share register of shareholders shall comply with applicable PRC laws and regulations.~~	(Deleted)
~~**Article 41**~~ ~~When the Company convenes a shareholders' meeting, distributes dividends, enters into liquidation or undertakes any other acts which requires determination of rights attaching to the shares of the Company, the~~	(Deleted)

~~board of directors or the convener of the shareholders' meeting shall decide on a date for the registration of rights attaching to the shares of the Company. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such registration date.~~	
~~**Article 42**~~ ~~Any person who has objections and requests to have his name (title) entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.~~	(Deleted)
~~**Article 44**~~ ~~Where the Company issues a replacement share certificate pursuant to the Company's Articles of Association and a bona fide purchaser acquires or becomes the registered owner of such shares, his name (title) shall not be removed from the register of shareholders.~~	(Deleted)
~~**Article 45**~~ ~~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.~~	(Deleted)
(Newly Added)	**Article 30** Shares of the Company shall be transferred in accordance with the applicable laws.
(Newly Added)	**Article 31** The Company shall not accept its own shares as the subject matter of a pledge.
Article 46 ~~Shares held by the promoter of the Company may not be transferred within one (1) year of the date of establishment of the Company.~~ Shares issued by the Company prior to the public offering of its shares may not be transferred within one (1) year of the date of listing of its ~~s~~hares on ~~a stock exchange.~~ The directors~~, supervisors, president, senior vice presidents, vice presidents, chief financial officer~~ and ~~other~~ senior officers of the Company shall declare to the Company the status of their respective shareholding in the Company and any change thereof, and during their respective term of office , may not on an annual basis transfer more than twenty-five per cent (25%) of the shares of the Company held by them respectively~~.~~	**Article 32** Shares issued by the Company prior to the public offering of its shares may not be transferred within one (1) year of the date of listing of its A Shares on the Shanghai Stock Exchange. Where laws, administrative regulations or the securities regulatory rules of the places where the Company's shares are listed imposes other provisions, such provisions shall prevail. The directors and senior officers of the Company shall declare to the Company the status of their respective shareholding in the Company and any change thereof, and during their respective term of office as determined at the time of their appointment, may not on an annual basis transfer more than twenty-five per cent (25%) of the shares of the Company of the same class held by

~~T~~he shares held by the aforementioned person may not be transferred within one (1) year of the date of listing of the Company's shares. Any of the aforementioned person may not transfer the shares in the Company held by him/her within six (6) months after he/she leaves office, except for changes in his/her shares as a result of judicial enforcement, succession, bequest, or legal partition of property. Where a director~~, supervisor, president, senior vice president, vice president, chief financial officer~~ and ~~other~~ senior officer of the Company holds not more than one thousand (1,000) shares of the Company, he/she may transfer all of the shares at a time and shall not be subject to the restriction on transfer percentage specified in the preceding paragraph.	them respectively, unless the changes in shareholdings are a result of judicial enforcement actions, inheritance, bequests, or lawful division of property. Where a director or senior officer of the Company holds not more than 1,000 shares, he/she may transfer all shares at once without being subject to the aforementioned transfer ratio limitations. The shares held by the aforementioned person may not be transferred within one (1) year of the date of listing of the Company's shares. Any of the aforementioned person may not transfer the shares in the Company held by him/her within six (6) months after he/she leaves office.
Article 47 If a director, ~~supervisor, president, senior vice president, vice president, chief financial officer and other~~ senior officer of the Company, or ~~the~~ shareholder ~~of Domestic Invested Shares~~ who holds five per cent (5%) or more of the shares of the Company, sells his shares in the Company within six (6) months of acquiring the same, or buys within six (6) months of selling his shares of the Company, gains arising therefrom shall belong to the Company and the board of directors of the Company shall recover such gains from him/her/it ~~and make timely disclosure of the relevant circumstances. However~~, a securities company that acquires five per cent (5%) or more of the shares of the Company as a result of its underwriting commitment to purchase unsold shares ~~shall not be subject to the six (6) month time limit when selling such shares~~. If the board of directors of the Company fails to act in accordance with ~~the preceding~~ paragraph, shareholders shall have the right to demand that the board of directors act accordingly within thirty (30) days. If the board of directors of the Company fails to act within the said time period, shareholders shall have the right, in the interests of the Company, to directly initiate proceedings in the court in their own name. If the board of directors of the Company fails to act in accordance with ~~the~~ ~~first~~ paragraph of this Article, the responsible directors shall be jointly liable in accordance with laws.	**Article 33** If a director, senior officer of the Company, or a shareholder who holds five per cent (5%) or more of the shares of the Company, sells his/her/its shares or other securities with an equity nature in the Company within six (6) months of acquiring the same, or buys within six (6) months of selling his/her/its shares or other securities with an equity nature of the Company, gains arising therefrom shall belong to the Company and the board of directors of the Company shall recover such gains from him/her/it, except for a securities company that acquires five per cent (5%) or more of the shares of the Company as a result of its underwriting commitment to purchase unsold shares or other circumstances stipulated by the CSRC. The term "shares or other securities with an equity nature" held by a director, senior officer, or natural person shareholder as mentioned in the preceding paragraph shall include those held or through accounts in the names of other persons by his/her spouses, parents, children. If the board of directors of the Company fails to act in accordance with paragraph 1 of this Article, shareholders shall have the right to demand that the board of directors act accordingly within thirty (30) days. If the board of directors of the Company fails to act within the said time period, shareholders shall have the right, in the interests of the Company, to directly initiate proceedings in the court in their own name. If the board of directors of the Company fails to act in accordance with paragraph 1 of this Article, the responsible directors shall be jointly liable in accordance with laws.
CHAPTER ~~7~~: SHAREHOLDERS' ~~RIGHTS AND OBLIGATIONS~~	**CHAPTER 4: SHAREHOLDERS**
	Section 1 General Rules for the Shareholders

Article 48 ~~A shareholder of the Company is a person who lawfully holds shares of the Company and whose name (title) is entered in the~~ register of shareholders~~.~~ ~~A shareholder shall enjoy rights and assume obligations according to the class and number of shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.~~ ~~In the case of the joint shareholders, if one of the joint shareholders is deceased, only the other existing shareholders of the joint shareholders shall be deemed as the persons who have the ownership of the relevant shares. But the board of directors has the power to require them to provide a certificate of death as necessary for the purpose of modifying the register of shareholders. For joint shareholders of the shares, only the joint shareholder ranking first in the register of shareholders has the right to accept certificates of the relevant shares, receive notices of the Company, attend and vote at shareholders' general meetings of the Company. Any notice which is delivered to such shareholder shall be considered as having been delivered to all the joint shareholders of the relevant shares.~~	**Article 34** The Company shall keep a register of shareholders in accordance with the certificates provided by the securities registrar, which shall be sufficient evidence of the shareholders' shareholdings in the Company.
Article 48 ~~A shareholder of the Company is a person who lawfully holds shares of the Company and whose name (title) is entered in the register of shareholders.~~ A shareholder shall enjoy rights and assume obligations according to the class ~~and number~~ of shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations. ~~In the case of the joint shareholders, if one of the joint shareholders is deceased, only the other existing shareholders of the joint shareholders shall be deemed as the persons who have the ownership of the relevant shares. But the board of directors has the power to require them to provide a certificate of death as necessary for the purpose of modifying the register of shareholders. For joint shareholders of the shares, only the joint shareholder ranking first in the register of shareholders has the right to accept certificates of the relevant shares, receive notices of the Company, attend and vote at shareholders' general meetings of the Company. Any notice which is delivered to such shareholder shall be considered as having been delivered to all the joint shareholders of the relevant shares.~~	**Article 35** A shareholder shall enjoy rights and assume obligations according to the class of shares held by him/her; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.

Article 43 Any person who is a registered shareholder or who requests his name (title) be entered in the register of shareholders may, if his share certificate ~~(the "original certificate")~~ is lost, apply to the Company for a replacement share certificate in respect of such shares ~~(the "Relevant Shares")~~. ~~Application by a holder of Domestic Invested Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with the Company Law.~~ ~~Application by a holder of Overseas Listed Foreign Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the places where the original register of shareholders of Overseas Listed Foreign 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 (i) stating the grounds upon which the application is made and the circumstances and evidence of the loss; and (ii) declaring 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 into the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant;~~ ~~(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 a notice 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 displayed in the premises of the stock exchange. Such notice shall be displayed in the premises of the stock exchange for a period of ninety (90) days.~~ ~~In the case of an application for the issue of a replacement share certificate which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by~~	**Article 36** Any person who is a registered shareholder or who requests his name (title) be entered in the register of shareholders may, if his share certificate is lost, apply to the Company for a replacement share certificate in respect of such shares.

~~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 have received any objections 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 record 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 the 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 security is provided by the applicant therefor.~~	
(Newly Added)	**Article 37** When the Company convenes a general meeting, distributes dividends, enters into liquidation or undertakes any other acts which requires determination of rights attaching to the shares of the Company, the board of directors or the convener of the general meeting shall decide on a date for the registration of rights attaching to the shares of the Company. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such registration date.
Article 49 The shareholders ~~of ordinary shares~~ of the Company shall be entitled to the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to propose, convene, preside over, attend or appoint a proxy to attend ~~shareholders'~~ general meetings and to vote thereat in accordance with laws; (3) the right of ~~supervisory management over~~ the Company's ~~business~~ operations and the right to present proposals or to raise queries; (4) the right to transfer, donate or pledge shares he/she/it held in accordance with laws, administrative regulations, and provisions of the Company's Articles of Association; (5) the right to ~~obtain relevant information in accordance with the provisions of the Company's Articles of Association, including:~~ ~~(i) the right to obtain a copy of the Company's Articles of Association, subject to payment of costs;~~	**Article 38** The shareholders of the Company shall be entitled to the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to propose, convene, preside over, attend or appoint a proxy to attend general meetings and to vote thereat in accordance with laws; (3) the right of supervising the Company's operations and the right to present proposals or to raise queries; (4) the right to transfer, donate or pledge shares he/she/it held in accordance with laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and provisions of the Company's Articles of Association; (5) the right to inspect and copy the Company's Articles of Association, register of shareholders, minutes of general meetings, resolutions of board of directors, financial accounting reports and

~~(ii) the right to inspect and copy, subject to payment of a reasonable fee:~~ ~~a) all parts of the register of shareholders;~~ ~~b) personal particulars of each of the Company's directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers, 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 positions;~~ ~~e. identification documents and the numbers thereof.~~ ~~c) financial report;~~ ~~d) status of the Company's share capital;~~ ~~e) reports showing the aggregate par value, number, and highest and lowest price paid in respect of each class of shares repurchased by the Company since the last financial year and the aggregate amount paid by the Company for the repurchases;~~ ~~f) special resolutions passed at the shareholders' meeting;~~ ~~g) a copy of the latest annual return filed with the State Administration for Industry and Commerce of the PRC;~~ ~~h) minutes of shareholders' general meetings;~~ ~~i) counterfoil of corporate bonds, resolutions of the meetings of the board of directors and resolutions of the meetings of the supervisory committee;~~ (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of residual assets of the Company in proportion to the number of shares held; (7) the right to request the Company to purchase the shares held by that shareholder if such shareholder objects to a resolution of the ~~shareholders'~~ general meeting on the merger or division of the Company; (8) other rights conferred by laws, administrative regulations and the Company's Articles of Association. ~~The Company shall make available the above mentioned documents at its Hong Kong representative office for inspection by the shareholders and in respect of the documents mentioned in sub-sections (5)(ii)(a) and 5(ii)(c)(g) above, by the public.~~	accounting books and vouchers of the Company which a qualified shareholder may inspect; (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of residual assets of the Company in proportion to the number of shares held; (7) the right to request the Company to purchase the shares held by that shareholder if such shareholder objects to a resolution of the general meeting on the merger or division of the Company; (8) other rights conferred by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's Articles of Association.
Article 50 A shareholder requesting for inspection ~~of information or access to materials referred to in the preceding Article shall produce to the Company written documents evidencing the class and number of shares that the shareholder holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder.~~	**Article 39** A shareholder requesting for inspection and duplication of the relevant information of the Company shall comply with the Company Law, the Securities Law, and other relevant laws and administrative regulations, securities regulatory rules of the places where the Company's shares are listed and other regulations, meet the inspecting circumstances, and

	provide to the Company the relevant inspection request and evidencing materials.
Article 51 If the content of a resolution of a ~~shareholders'~~ general meeting or the board of directors violates any laws or administrative regulations, a shareholder has the right to file a petition with the court to invalidate the resolution. If the procedure for convening or the method of voting at a ~~shareholders'~~ general meeting or a meeting of the board of directors violates any laws, administrative regulations or the Company's Articles of Association, or if the contents of a resolution breaches the Company's Articles of Association , a shareholder may file a petition with the court to revoke the resolution within sixty (60) days from the date on which the resolution was passed.	**Article 40** If the content of a resolution of a general meeting or the board of directors violates any laws or administrative regulations, a shareholder has the right to file a petition with the court to invalidate the resolution. If the procedure for convening or the method of voting at a general meeting or a meeting of the board of directors violates any laws, administrative regulations or the Company's Articles of Association, or if the contents of a resolution breaches the Company's Articles of Association (excluding insignificant defects only in the procedures for convening a meeting of, or the method of voting at, a general meeting or meeting of board of directors that do not in substance affect the resolution of the meeting), a shareholder may file a petition with the court to revoke the resolution within sixty (60) days from the date on which the resolution was passed. Where relevant parties such as the board of directors or the shareholders dispute the validity of a resolution passed at the general meeting, they should promptly file a lawsuit with the court. The relevant parties shall implement the resolution of the general meeting before the court makes a judgement or ruling, such as revocation of the resolution. The Company, its directors and senior management shall diligently perform their duties to ensure the normal operation of the Company. In the event that the court makes a judgement or ruling on the relevant incidents, the Company shall fulfill its obligation of information disclosure in accordance with the laws, administrative regulations, and the securities regulatory rules of the places where the Company's shares are listed, fully explain the impacts, and actively cooperate with the enforcement of the judgement or ruling after it has become effective. Corrections to prior events shall be handled in a timely manner and the disclosure obligations shall be fulfilled.
(Newly Added)	**Article 41** In the event of one of the following, a resolution of the general meeting or board of directors shall not stand: (1) the resolution has been made without the convening of a general meeting or meeting of the board of directors; (2) the resolution has been made without voting at the general meeting or meeting of the board of directors; (3) the number of persons attending or votes represented at the meeting does not reach the number of persons attending or votes represented

	as stipulated under the Company Law or the Company's Articles of Association; (4) the number of persons attending or votes represented at the meeting voting in favour of the matter to be resolved does not reach the number of persons attending or votes represented as stipulated under the Company Law or the Company's Articles of Association.
Article 52 If a director~~, president, senior vice president, vice president, chief financial officer~~ or any ~~other~~ senior officer has violated any laws, administrative regulations or the Company's Articles of Association in the course of performing his or her duties to the Company, and thereby caused the Company to incur a loss, a shareholder or shareholders who individually or jointly hold one per cent (1%) or more of the Company's shares for ~~more than~~ one hundred and eighty (180) consecutive days may request in writing the ~~supervisory~~ committee to initiate proceedings in the court. If the ~~supervisory~~ committee has violated the laws, administrative regulations, or the Company's Articles of Association in the course of performing its duties to the Company, and thereby caused the Company to incur a loss, shareholder(s) may request in writing the board of directors to initiate proceedings in the court in respect thereof. If the ~~supervisory~~ committee or the board of directors refuses to initiate proceedings after receipt of a written request from the shareholder(s) as mentioned in the preceding paragraph, or fails to initiate proceedings within thirty (30) days of the date of receipt of the request, or under urgent circumstances where failure to promptly initiate proceedings would cause irreparable harm to the Company's interests, the shareholders mentioned in the preceding paragraph are entitled to directly initiate proceedings in the court in their own name in the interests of the Company. If any third party infringes the lawful rights of the Company and has caused a loss to the Company, ~~the shareholders mentioned in the first paragraph of this Article~~ may initiate proceedings in the court according to the provisions of the two preceding paragraphs.	**Article 42** If a director or any senior officer other than members of the audit and risk management committee has violated any laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or the Company's Articles of Association in the course of performing his or her duties to the Company, and thereby caused the Company to incur a loss, a shareholder or shareholders who individually or jointly hold one per cent (1%) or more of the Company's shares for not less than one hundred and eighty (180) consecutive days may request in writing the audit and risk management committee to initiate proceedings in the court. If the audit and risk management committee has violated the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or the Company's Articles of Association in the course of performing its duties to the Company, and thereby caused the Company to incur a loss, the aforementioned shareholder(s) may request in writing the board of directors to initiate proceedings in the court in respect thereof. If the audit and risk management committee or the board of directors refuses to initiate proceedings after receipt of a written request from the shareholder(s) as mentioned in the preceding paragraph, or fails to initiate proceedings within thirty (30) days of the date of receipt of the request, or under urgent circumstances where failure to promptly initiate proceedings would cause irreparable harm to the Company's interests, the shareholders mentioned in the preceding paragraph are entitled to directly initiate proceedings in the court in their own name in the interests of the Company. If any third party infringes the lawful rights of the Company and has caused a loss to the Company, a shareholder or shareholders who individually or jointly hold one per cent (1%) or more of the Company's shares for not less than one hundred and eighty (180) consecutive days may initiate proceedings in the court according to the provisions of the two preceding paragraphs. Where the directors or senior officers of the Company's wholly-owned subsidiary violate provisions under the laws, administrative regulations, securities regulatory rules of the places where the

	Company's shares are listed or these Articles of Association in their performance of duties resulting in loss for the Company, or loss caused by infringement upon the Company's wholly-owned subsidiary lawful rights and interests by other parties, shareholders along or in aggregate holding 1% or more of the Company's shares for not less than 180 consecutive days may request in writing the board of directors of the wholly-owned subsidiary to file a lawsuit with the court or may file a lawsuit with the court directly in their own names in accordance with the provisions of the first three paragraphs of Article 189 under the Company Law.
Article 53 If a director~~, president, senior vice president, vice president, chief financial officer~~ and ~~any~~ ~~other~~ senior officer violates laws, administrative regulations or the Company's Articles of Association and prejudices the interests of the shareholders of the Company, the shareholders may initiate proceedings in the court in respect thereof.	**Article 43** If a director and senior officer violates laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or the Company's Articles of Association and prejudices the interests of the shareholders of the Company, the shareholders may initiate proceedings in the court in respect thereof.
Article 54 The shareholders ~~of ordinary shares~~ of the Company shall assume the following obligations: (1) to comply with the Company's Articles of Association; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) not to withdraw their share capital unless otherwise provided by laws or administrative regulations; (4) not to abuse their shareholders' rights to harm the Company's or other shareholders' interests; not to abuse the Company's legal person status or the shareholders' limited liability to harm the interests of the Company's creditors~~. If a shareholder abuses its shareholder rights and causes a loss to the Company or other shareholders, he shall be held liable for damages in accordance with laws. If a shareholder abuses the Company's legal person status or his limited liability as a shareholder to evade debts and thereby seriously harms the interests of the Company's creditors, he shall bear joint and several liability for the debts of the Company~~; (5) other obligations imposed by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's Articles of Association. ~~Shareholders shall not bear any liability for further contribution to share capital other than according to the conditions agreed to by the subscribers of the relevant shares on subscription.~~	**Article 44** The shareholders of the Company shall assume the following obligations: (1) to comply with the laws, administrative regulations and the Company's Articles of Association; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) not to withdraw their share capital unless otherwise provided by laws or administrative regulations; (4) not to abuse their shareholders' rights to harm the Company's or other shareholders' interests; not to abuse the Company's legal person status or the shareholders' limited liability to harm the interests of the Company's creditors; (5) other obligations imposed by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's Articles of Association.

~~**Article 55**~~ ~~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 (as such term is defined in the following Article) shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:~~ ~~(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;~~ ~~(2) 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) opportunities which are beneficial to the Company;~~ ~~(3) to approve the deprivation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights (save in a company restructuring which has been approved by the shareholders in a general meeting in accordance with the Company's Articles of Association).~~	(Deleted)
Article 56 ~~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 half or more of the board of directors; (2) a person who, acting alone or in concert with others, has the power to exercise or 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.	(Adjusted to the original Article 95)
~~**Article 57**~~ ~~Where a shareholder of Domestic Invested Shares who holds five per cent (5%) or more of the voting shares of the Company pledges the shares he holds, such shareholder shall report in writing to the Company on the date on which the pledge happens. Any pledge of H Shares shall be made in accordance with applicable Hong Kong laws, stock exchange rules and other relevant regulations.~~	(Deleted)
Newly Added	**Article 45**

	In the event of damages caused to the Company or other shareholders due to the abuse of shareholders' rights by the shareholders of the Company, compensation shall be made in accordance with the laws. In the event of any abuse of the independent status of the Company as a legal person and the limited liabilities of shareholders by the Company's shareholders, thereby evading indebtedness and causing serious damages to the interests of the Company's creditors, such shareholders shall assume joint liabilities towards the Company's indebtedness.
	Section 2 Controlling Shareholder and De Facto Controller
Article 58 The controlling shareholder and the de facto controller of the Company shall ~~not take advantage of their affiliated relationship to harm the interests of the Company, and shall be held liable for damages if they cause any loss to the Company in violation of the preceding provisions. The controlling shareholder and the de facto controller of the Company shall bear the fiduciary duty to the Company and the shareholders who hold the shares issued to the public. The controlling shareholder shall exercise his rights as an investor strictly according to laws. It shall not harm the lawful interests of the Company and the shareholders of shares issued to the public by way of profit distribution, assets restructuring, investment in any third party, appropriation of funds, loan security or any other ways. The controlling shareholder shall not harm the interests of the Company or the shareholders of shares issued to the public by taking advantage of his controlling status.~~	**Article 46** The controlling shareholder and the de facto controller of the Company shall exercise their rights and fulfil their obligations in accordance with the laws, administrative regulations and securities regulatory rules of the places where the Company's shares are listed, and safeguard the interests of the listed Company.
(Newly Added)	**Article 47** The controlling shareholder and the de facto controller of the Company shall follow the following provisions: (1) to exercise their rights as shareholders in accordance with the laws and not abuse their control or take advantage of their connected relationships to harm the interests of the Company or other shareholders; (2) to strictly implement the public statements and undertakings made and shall not change or waive them; (3) to strictly fulfil information disclosure obligations in accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are proposed to occur; (4) not to appropriate funds of the Company in any way;

	(5) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations; (6) not to make use of the Company's undisclosed material information to gain benefits, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts; (7) not to harm the legitimate rights and interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, foreign investment or any other means; (8) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organization and business, and not to affect the independence of the Company in any way; (9) other provisions of law, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and these Articles of Association. Where a controlling shareholder or de facto controller of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of the Company's Articles of Association relating to the duties of loyalty and diligence of directors shall apply. Where a controlling shareholder or de facto controller of the Company instructs a director or senior officers to harm the interests of the Company or the shareholders, he/she/it shall be jointly and severally liable with such director or senior officers.
(Newly Added)	**Article 48** Where the controlling shareholder or de facto controller of the Company pledges the shares that he/she/it holds or actually controls, he/she/it shall maintain the stability of the Company's control and production operations.
(Newly Added)	**Article 49** Where the controlling shareholder or de facto controller of the Company transfers his/her/its shares, such transfer shall comply with the restrictive provisions on the transfer of shares set out in the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, as well as their undertakings in respect of the restriction on the transfer of shares.
(Newly Added)	**Article 50** For the purpose of the foregoing Article, a "controlling shareholder" means a person who holds more than 50%

	of the issued shares of the Company; or although holding less than 50% of the issued shares of the Company, the voting rights attached to the shares held are sufficient to exert a significant influence over the resolutions of the general meeting. De facto controller means a natural person, legal person or other organization who, through investment relationship, agreements or other arrangements, is able to actually control the conduct of the Company.
CHAPTER 8: SHAREHOLDERS' GENERAL MEETINGS	**CHAPTER 5: GENERAL MEETING**
	Section 1 General Rules of the General Meeting
Article 59 The ~~shareholders'~~ general meeting is the organ of authority of the Company and shall exercise its ~~functions and powers~~ in accordance with laws.	(Adjusted to Article 51)
Article 60 The ~~shareholders'~~ general meeting shall ~~have~~ the following functions and powers: ~~(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 who represent the shareholders 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 ~~proposed annual~~ financial ~~budget and final accounts~~; (~~7~~) to examine and approve the Company's annual profit distribution plans and loss recovery plans; (~~8~~) to decide on the increase or reduction of the Company's registered capital; (~~9~~) to decide ~~on matters such as~~ merger, division, dissolution, liquidation of the Company, or changes in the form of the Company; (~~10~~) to decide on the issue of debentures by the Company; (~~11~~) to decide on the appointment~~,~~ dismissal ~~or non-renewal of the appointment~~ of the accounting firms of the Company; (~~12~~) to amend the Company's Articles of Association; ~~(13) to consider motions raised by shareholders who represent three per cent (3%) or more of the total number of voting shares of the Company;~~ (~~14~~) to examine and approve the security-related matters that are subject to the approval of shareholders in general meetings according to	**Article 51** The general meeting shall consist of all shareholders. The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws: (1) to elect and replace directors and to decide on matters relating to the remuneration of directors; (2) to examine and approve the board of directors' reports; (3) to examine and approve the Company's financial reports; (4) to examine and approve the Company's annual profit distribution plans and loss recovery plans; (5) to decide on the increase or reduction of the Company's registered capital; (6) to decide merger, division, dissolution, liquidation of the Company, or changes in the form of the Company; (7) to decide on the issue of debentures by the Company; (8) to decide on the appointment or dismissal of the accounting firms of the Company engaged in the Company's audit business; (9) to amend the Company's Articles of Association; (10) to examine and approve the security-related matters that are subject to the approval of shareholders in general meetings according to laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or these Articles of Association; (11) to examine and approve 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;

laws, administrative regulations~~—or~~ the Company's Articles of Association; (~~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 or the Company's Articles of Association, are subject to shareholders' approval in general meetings. ~~The shareholders in a general meeting may authorise the board of directors to carry out matters on their behalf or which they may delegate to the board of directors. Such authorization shall be clear and specific. An ordinary resolution of the shareholders' general meeting shall be passed by affirmative votes representing at least fifty per cent (50%) of the voting rights represented by the shareholders (including shareholders' proxies) present at the meeting. A special resolution of the shareholders' general meeting shall be passed by affirmative votes representing at least two-thirds of the voting rights represented by the shareholders (including shareholders' proxies) present at the meeting.~~	(12) to examine and approve the change of the use of the raised funds; (13) to examine and approve stock incentive plans and employee shareholding plans; (14) to examine and approve the provision of financial assistance to others by the Company for the acquisition of shares of the Company or its parent company in accordance with the Company's Articles of Association; (15) to examine and approve other matters which, according to laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or the Company's Articles of Association, are subject to shareholders' approval in general meetings. The Company's annual general meeting may authorize the board of directors to decide on the issuance of shares to specific investors, with a total financing amount not exceeding RMB300 million and not exceeding 20% of the net assets as at the end of the most recent fiscal year. This authorization shall expire on the date of the next annual general meeting. The general meeting may authorise the board of directors to resolve on the issue of corporate bonds. An authorization to the board of directors by the general meeting that falls into the scope of an ordinary resolution shall be approved by shareholders (including their proxies) representing more than half of the voting rights present at the general meeting. An authorization to the board of directors that falls into the scope of a special resolution shall be approved by shareholders (including their proxies) representing not less than two-thirds of the voting rights present at the general meeting.
Article 61 The Company's following activities of providing security for a third party shall be examined and approved by the ~~shareholders'~~ general meeting. (1) Any security provided after the total amount secured by the Company and its controlled subsidiaries for third parties ~~reaches or~~ exceeds fifty per cent (50%) of the latest audited net assets; (2) Any security provided after the total amount secured ~~by the Company reaches or~~ exceeds thirty per cent (30%) of the latest audited total assets~~of the Company~~; (3) The amount guaranteed ~~by the Company~~ within one (1) year exceeds thirty per cent (30%) of the latest audited total assets of the Company; (4) Any security provided for the beneficiary whose debt-to-asset ratio exceeds seventy per cent (70%);	**Article 52** The Company's following activities of providing security for a third party shall be examined and approved by the general meeting. (1) Any security provided after the total amount secured by the Company and its controlled subsidiaries for third parties exceeds fifty per cent (50%) of the latest audited net assets; (2) Any security provided after the total amount secured exceeds thirty per cent (30%) of the latest audited total assets; (3) The amount guaranteed to others within one (1) year exceeds thirty per cent (30%) of the latest audited total assets of the Company; (4) Any security provided for the beneficiary whose debt-to-asset ratio exceeds seventy per cent (70%); (5) Any security provided with its amount exceeding ten per cent (10%) of the latest audited net assets;

(5) Any security with its amount exceeding ten per cent (10%) of the latest audited net assets; (6) Any security provided for a shareholder, de facto controller and their affiliated parties.	(6) Any security provided for a shareholder, de facto controller and their affiliated parties.
Article 62 The Company shall not, without the prior approval of shareholders' special resolutions in a general meeting, enter into any contract with any person (other than a director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer) whereby the Company delegates such person to the management and administration of the whole or any substantial part of the Company's business.	(Adjusted to Article 82)
Article 63 ~~Shareholders' g~~eneral meetings are divided into annual general meetings and extraordinary general meetings. ~~Shareholders' general meetings shall be convened by the board of directors.~~ Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. ~~The shareholders' general meetings shall be held at a meeting place in the form of on-site meeting. The Company may use the network or any other means for its shareholders to conveniently participate in the shareholders' general meetings. The shareholders that participate the shareholders' general meeting by any aforesaid means shall be regarded as having attended the meeting.~~ The ~~board of directors~~ shall convene an extraordinary general meeting within two (2) months of 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 of the number ~~specified~~ in the Company's Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital; (3) where shareholder(s) who individually or jointly holds 10% or more of the Company's ~~issued and outstanding voting~~ shares request(s) ~~in writing for the convening of an extraordinary general meeting~~; (4) whenever the board of directors deems necessary ~~or the supervisory committee so requests~~; (5) other circumstances specified in laws, administrative regulations, ~~departmental regulations~~ or the Company's Articles of Association.	**Article 53** General meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. The Company shall convene an extraordinary general meeting within two (2) months of 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 of the numbers stipulated in the Company's Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital; (3) where shareholder(s) who individually or jointly holds 10% or more of the Company's shares (including preferred shares with restored voting rights) request(s); (4) whenever the board of directors deems necessary; (5) whenever the audit and risk management committee proposes; (6) other circumstances specified in laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or the Company's Articles of Association.
(Newly Added)	**Article 54** The venue for convening of the general meeting shall be the specific place specified in the notice of the general meeting. A meeting venue shall be established for the general meeting, and meetings shall be held in

	the form of an on-site session. The Company will also provide online voting for the convenience of the shareholders. The general meeting may be held not only in person at the meeting venue in the form of an on-site meeting, but also simultaneously through electronic communication means.
	Section 2 Convening of the General Meeting
(Newly Added)	**Article 55** The board of directors shall convene a general meeting on time and within the prescribed period. Subject to the consent of more than half of all the independent directors, an extraordinary general meeting shall be convened with proposal by more than half of the independent directors to the board of directors. The board of directors shall, in accordance with the requirements of the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within 5 days after resolution of the board of directors is passed; any modifications to the original proposal in the notice shall require the approval of a majority of all independent directors. If the board of directors does not agree to convene the extraordinary general meeting, it shall make an announcement with relevant explanations.
(Newly Added)	**Article 56** The audit and risk management committee shall propose to the board of directors in writing to convene an extraordinary general meeting. The board of directors shall give a written response as to whether it agrees to convene such extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and these Articles of Association. If the board of directors agrees to convene the extraordinary general meeting, a notice of meeting shall be issued within 5 days after the relevant resolution of the board of directors is passed. Any changes made to the original proposal in the notice shall be approved by the audit and risk management committee. If the board of directors does not agree to convene the extraordinary general meeting, or fails to give a response within 10 days after receipt of the proposal, it

	shall be deemed to be unable to or have failed to perform its duty of convening the general meeting, and the audit and risk management committee may itself convene and preside over such meeting by itself.
(Adjusted from the original Article 84)	**Article 57** Where any shareholders request for an extraordinary general meeting to be convened, the following procedures shall be followed: Shareholders who individually or in aggregate hold not less than ten per cent (10%) of the Company's shares (including preferred shares with restored voting rights) shall have the right to request in writing the board of directors to convene an extraordinary general meeting. The board of directors shall, according to the laws, administrative regulations and the Company's Articles of Association, give written feedback of consenting to or refusing the convening of such extraordinary general meeting within ten (10) days after it has received the request. If the board of directors consents to convene an extraordinary general meeting, it shall give notice for such general meeting within 5 days after it has so resolved. The consent of the concerned shareholders shall be obtained if any change is to be made to the request in the notice. If the board of directors refuses to convene an extraordinary general meeting , or it fails to give any feedback within ten (10) days after it has received the request, the shareholders who individually or in aggregate hold not less than ten per cent (10%) of the Company's shares (including preferred shares with restored voting rights) shall have the right to request in writing the supervisory committee to convene the extraordinary general meeting . If the audit and risk management committee consents to convene the extraordinary general meeting, a notice of meeting shall be issued within 5 days after receiving the requests. Any modifications to the original proposal in the notice shall require the approval of the relevant shareholders. If the audit and risk management committee fails to issue a notice of meeting within the required period, it shall be deemed that the audit and risk management committee failed to convene and preside over general meeting and a shareholder alone or shareholders in aggregate holding not less than ten per cent (10%) (including preferred shares with restored voting rights) of the Company's shares for not less than 90 days in succession may convene and preside over such meeting.
(Newly Added)	**Article 58**

	If the audit and risk management committee or shareholders decide(s) to itself/themselves convene a general meeting, it or they must notify the board of directors thereof in writing, and simultaneously report the same to the Shanghai Stock Exchange for record. When the audit and risk management committee or convening shareholders issue the notice of the general meeting and announce the resolution(s) of the general meeting, it or they shall submit the relevant supporting documentation to the Shanghai Stock Exchange. Until the resolution(s) of the general meeting is/are announced, the shareholding percentages of the convening shareholders (including preferred shares with restored voting rights) may not be below ten per cent (10%).
(Adjusted from paragraph 2 of the original Article 84)	**Article 59** When the audit and risk management committee or shareholders itself/themselves convene a general meeting, the board of directors and the secretary to the board of directors shall give their cooperation. The board of directors shall provide the register of shareholders as of the date of record. The necessary expenses of the meeting shall be borne by the Company.
	Section 3 Proposals and Notice of the General Meeting
(Adjusted from paragraph 2 of the original Article 65)	**Article 60** The contents of a proposal shall be within the scope of the duties and powers of the general meeting, have definite themes and specific matters for resolutions, as well as in compliance with the relevant applicable laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, and the relevant provisions of the Company's Articles of Association.
Article 65 ~~When the Company convenes a shareholders' general meeting, s~~hareholder(s) holding ~~3% or more of the total voting~~ shares of the Company shall have the right to propose interim motions in writing to the convener ~~ten (10) days~~ prior to the date of such meeting. Within ~~two (2)~~ days upon receipt thereof, the convener shall issue a supplemental notice of the ~~shareholders'~~ general meeting to announce the content of such interim motions~~.~~ The content of the motions ~~mentioned in the preceding paragraph~~ shall fall within the functions and powers of the ~~shareholders'~~ general meeting, shall contain clear	**Article 61** The board of directors, the audit and risk management committee and shareholder(s) individually or jointly holding not less than 1% of the shares of the Company (including preferred shares with restored voting rights) shall be entitled to propose motions to the general meeting. Shareholder(s) individually or jointly holding not less than 1% of the shares of the Company (including preferred shares with restored voting rights) shall have the right to propose interim motions in writing to the convener twelve (12) working days prior to the date of such meeting. Within ten (10) days upon receipt

subjects for discussion and specific matters to be resolved and shall comply with relevant provisions of the laws, administrative regulations and the Company's Articles of Association.	thereof, the convener shall issue a supplemental notice of the general meeting to announce the content of such interim motions, and submit such interim motions to the general meeting for consideration, except for those that violate the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or these Articles of Association, or fall outside the scope of terms of reference of a general meeting. Except as provided for in the preceding paragraph, the convener shall not amend the proposals already specified in the notice of the general meeting or add new proposals after the notice of the general meeting has been issued. Proposals not stated in the notices of general meeting or not in compliance with the provisions of the Company's Articles of Association shall not be voted on and resolved by the general meeting.
Article 64 ~~When the Company convenes a shareholders' general meeting, written notice of the meeting shall be given~~ forty-five (45) days before the date of the meeting ~~to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting.~~ (Merged with original Article 67)	**Article 62** The convener shall notify the shareholders forty-five (45) days before the date of the general meeting or according to the provisions of Article 196 of the Company's Articles of Association. (1) the time, place and duration of the meeting; (2) matters and proposals for consideration and approval at the meeting; (3) containing an explicit statement that all ordinary shareholders and shareholders with special voting rights shares are entitled to attend and vote in the general meeting, and can appoint proxies to attend and vote on their behalf in the meeting; (4) the registration date for the shareholders entitled to attend the meeting; (5) name and telephone number of the contact person of the meeting; (6) meeting arrangements in times of bad weather; (7) the time and procedures for voting online or by other means.
~~**Article 66**~~ ~~The Company shall, based on the written replies which it receives from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to one half or more of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall, within five (5) days, notify the shareholders 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 meeting after publication of such announcement.~~	(Deleted)

~~A shareholders' general meeting shall not decide on any matter not stated in the notice for the meeting.~~	
~~**Article 67**~~ ~~A notice of a meeting of the shareholders of the Company shall include the following requirements:~~ (1) ~~be in writing;~~ (~~2~~) ~~specify~~ the ~~form~~, place~~, date~~ and ~~time~~of the meeting; (~~3~~) ~~state the~~ matters ~~to be discussed~~ at the meeting; (~~4~~) ~~provide such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be discussed at the meeting. Without limiting the generality of the foregoing, where a proposal is made to merge the Company with another, to repurchase the shares of the Company, to reorganise 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 copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;~~ (~~5~~) ~~include a disclosure of the nature and extent of the material interests (if any) of any director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer in the proposed transaction and explain the effect which the proposed transaction will have on them in their capacity as shareholders provided that it is different from the effect on other shareholders of the same class;~~ (~~6~~) ~~include the full text of any special resolution to be proposed at the meeting;~~ (~~7~~) ~~include a conspicuous~~ statement that ~~a~~shareholder entitled to attend and vote ~~at such~~ meeting~~ is entitled to~~appoint ~~one (1) or more~~ proxies to attend and vote ~~at such~~meeting ~~on his behalf and that a proxy need not be a shareholder~~; (~~8~~) ~~specify the time and place for lodging proxy forms for the relevant meeting;~~ (~~9~~) the registration date for the shareholders entitled to attend the meeting; (~~10~~) name and telephone number of the ~~standing~~ contact person of the meeting~~.~~	(Merged with Article 62)
(Newly Added)	**Article 63** For the proposal of election of directors in general meetings, the notice of such meetings shall include details of the candidate of directors for disclosure, and include at least the following: (1) personal details such as education, work experiences and concurrent positions;

	(2) whether there is any connected relationship with the Company or the controlling shareholder and de facto controller of the Company; (3) shareholding in the Company; (4) whether previously punished by CSRC or other relevant departments or stock exchange; (5) other contents as required by the laws, administrative regulations and securities regulatory rules of the places where the Company's shares are listed. Unless the cumulative voting system is adopted to elect directors, the election of each candidate for directors shall be proposed as a separate proposal.
(Newly Added)	**Article 64** After issuing the notice of the general meeting, the general meeting may not be postponed or cancelled and proposals listed therein shall not be cancelled without due cause. In the event that the general meeting has to be postponed or cancelled, the postponement shall be announced by the conveners not less than 2 working days before the original date for holding the general meeting with reasons.
Article 68 ~~Notice of shareholders' general meetings shall be sent to the shareholders (whether or not such shareholder is entitled to vote at the meetings) pursuant to Article 203 of the Company's Articles of Association. Where~~ a notice is sent by way of announcement, upon the publication of such announcement, all relevant persons shall be deemed to have received the notice.	**(Adjusted to Article 196)**
~~**Article 69**~~ ~~Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:~~ ~~(1) the shareholders' right to speak at the meeting;~~ ~~(2) the right to demand voting by poll individually or jointly with other persons;~~ ~~(3) the right to vote by hand or by poll, but a proxy of a shareholder who has appointed~~ more than one (1) proxy may only vote by poll. If the shareholder is a recognized clearing house defined by the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting or any creditors meeting; but, if one or more persons have such	(Deleted)

authority, the letter of authorization shall contain the number and class of the shares with respect to each of such authorized persons. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is an individual shareholder of the Company.	
~~**Article 70**~~ ~~The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly~~ authorised in writing, ~~or if the appointor is a legal entity, either under seal or under the hand of a director or a duly authorised attorney. The letter of authorization shall contain the number of the shares to be represented by~~ the attorney~~. If several persons are authorized as the~~ attorneys ~~of the shareholder, the letter of authorization shall specify the number of the shares to be represented by each attorney.~~	(Adjusted to Articles 66 - 68)
~~**Article 71**~~ ~~The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authorization documents shall be deposited~~ at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting, ~~not less than twenty-four (24) hours before the time for holding the meeting~~ at which the proxy proposes to vote or the time appointed for the passing of the resolution. ~~If the appointor is a legal person, its legal representative or such person as is authorised by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor.~~	(Adjusted to Articles 66 - 68)
~~**Article 72**~~ ~~Any form issued to a shareholder by the Company's board of 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.~~ ~~The Company has the right to request~~ a proxy ~~who attends a shareholders' meeting to provide evidence of his or its~~ identity~~.~~	(Adjusted to Articles 66 - 68)

~~If a shareholder which is a legal person appoints its legal representative to attend a meeting on its behalf, the Company has the right to request such legal representative to produce evidence of his identity and a notarially certified copy of the resolutions of such shareholder's board of directors in respect of the appointment of the proxy or the power of attorney executed by such other organisation which has the capacity to appoint the proxy.~~	
~~**Article 73**~~ ~~A vote given 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.~~	(Adjusted to Articles 66 - 68)
	Section 4 Convening of General Meetings
(Newly Added, adjusted from paragraph 2 of original Article 69)	**Article 65** All holders of ordinary shares, shareholders holding special voting shares and other shareholders recorded in the register as at the shareholding record date or their proxies shall have the right to attend, and speak at the general meeting and exercise the voting rights in accordance with the relevant provisions of laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and these Articles of Association (except for any shareholder who shall abstain from voting on certain matters according to the securities regulatory rules of the places where the Company's shares are listed). Shareholders may attend the general meeting in person or may appoint a proxy to attend, speak and vote on his/her behalf. If the shareholder is a recognized clearing house defined by the securities regulatory rules of the places where the Company's shares are listed, such shareholder is entitled to appoint any person as its proxy to attend on its behalf at a general meeting or any creditors meeting; but, if more than 1 person have such authority, the letter of authorization shall contain the number and class of the shares with respect to each of such authorized persons. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he/she/it is an individual shareholder of the Company.
(Adjusted from original Articles 70-73)	**Article 66** An individual shareholder who attends the meeting in person shall present his/her own ID card or other valid

	documents or proof evidencing his/her identity. If a proxy attending the meeting on behalf of the individual shareholder shall produce his/her own valid proof of identity and the power of attorney from the shareholder. Corporate shareholders shall attend the meeting by legal representatives or proxies appointed by legal representatives. When the legal representative attends the meeting, he/she shall present his/her identity card, the valid evidence that proves his/her qualification as the legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and the written power of attorney lawfully issued by the legal representative of the corporate shareholder.
(Adjusted from original Articles 70-73)	**Article 67** The power of attorney by which a shareholder appoints another person to attend a general meeting shall specify the following particulars: (1) the name or title of the principal, and the class and quantity of shares of the Company held; (2) the name or title of the proxy; (3) specific instructions from the shareholder, including instructions as to whether to cast affirmative, negative or abstention votes on each and every matter under consideration listed on the agenda of the general meeting; (4) the date of issue and validity period of the power of attorney; (5) the signatures (or seals) of the principal.
(Adjusted from original Articles 70-73)	**Article 68** If the power of attorney for proxy voting is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for proxy voting shall be maintained at the domicile of the Company or other place specified in the notice of the meeting.
(Newly Added)	**Article 69** The convener and the lawyer engaged by the Company shall jointly verify the qualification of the shareholders according to the register of shareholders provided by the securities depository and clearing institution and shall register the names of each shareholder and the number of shares with voting rights he/she holds. The meeting registration shall be terminated by the time the Chairman of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights held by them.

(Newly Added)	**Article 70** In annual general meetings the board of directors shall report on the work in the previous 1 year and each independent director shall report on their work. When general meeting requires the directors and senior management officers to attend the meeting, the directors and senior management officers shall so attend and answer shareholders' questions. Directors and senior officers shall provide explanations and clarifications regarding shareholders' questions during the general meeting.
(Adjusted from original Article 85)	**Article 71** The general meeting shall be presided over by the Chairman of the board of directors. When the Chairman is unable or fails to perform his duties, the Vice-chairman (where the Company has two (2) vice-chairmen, the Vice-chairman jointly elected by more than half of the directors) shall preside over the meetings. When the Vice-chairman is unable or fails to perform his duties, one (1) director jointly selected by more than half of the directors shall chair the meeting. At the general meeting convened by the audit and risk management committee, the Chairman of the audit and risk management committee shall preside over the meeting. When the Chairman of the audit and risk management committee is unable or fails to perform his/her duty, a member of the audit and risk management committee jointly elected by more than half of the members of audit and risk management committee shall preside over the meeting. If the general meeting is convened by shareholders, the convener or a representative elected by the convener shall preside over the meeting. When the general meeting is held, if the Chairman of the meeting violates the rules of procedure, making the continuance of the meeting impossible, with the consent of the shareholders holding more than half of the voting rights present at the meeting, the meeting may elect a person to serve as the Chairman of the meeting and the meeting shall continue.
(Newly Added)	**Article 72** The Company shall formulate rules of procedure for the general meeting and specify the holding, convening and voting procedures of the general meeting, including notification, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and signing and publication thereof, as well as the principle of authorization of the

	general meeting to the board of directors. The content of authorization shall be clear and specific.
(Newly Added)	**Article 73** The Chairman of the meeting shall declare the number of attending shareholders and proxies and the total number of shares with voting rights they hold prior to voting. To determine the number of shareholders and proxies present and the total number of shares with voting rights they hold, the meeting register shall prevail.
(Newly Added)	**Article 74** The general meeting shall have meeting minutes, and the secretary to the board of directors shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents: (1) the time, venue of, and the agenda for, the meeting, and the name or title of the convener; (2) names of the Chairman of the meeting and the directors and senior management officers attending the meeting as non-voting attendee; (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held and their respective proportions in the total number of shares of the Company; (4) the consideration process, summaries of speeches and voting result for each proposal; (5) the inquiries or suggestions of the shareholders and the corresponding answers or explanations; (6) names of lawyer, counting officer and scrutineer; (7) other contents that should be included in the meeting minutes as required by the Company's Articles of Association.
(Adjusted from original Articles 88 and 89)	**Article 75** The convener shall guarantee the authenticity, accuracy and integrity of the contents of the meeting minutes. The directors, secretary to the board of directors, convener or their representatives who attended the meeting or attended the meeting as non-voting attendee, and the Chairman of the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the meeting register, the power of attorney for proxy attendance, and the valid documents relating to the online voting and other forms of voting for a period of no less than 10 years.
(Newly Added)	**Article 76** The convener shall ensure that the general meeting is held continuously until the final resolution is made. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special

	causes, necessary measures shall be taken to resume the general meeting as soon as possible or directly terminate the general meeting, and an announcement shall be made promptly. Meanwhile, the convener shall report to CSRC Beijing Branch or Shanghai Stock Exchange. For any disturbance to the order of the general meeting and acts infringing the lawful interests of shareholders, preventive measures shall be taken, and such incidents shall be reported to the relevant authorities for regulative actions.
	Section 5 Voting and Resolutions of the General Meetings
Article 74 Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution must be passed by votes representing ~~one-half or more~~ of the voting rights represented by the shareholders ~~(including proxies)~~ present at the meeting. A special resolution must be passed by votes representing two-thirds or more of the voting rights represented by the shareholders ~~(including proxies)~~ present at the meeting.	**Article 77** Resolutions of general meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution must be passed by a majority of the voting rights represented by the shareholders present at the general meeting. A special resolution must be passed by votes representing two-thirds or more of the voting rights represented by the shareholders present at the general meeting.
Article 83 The following matters shall be resolved by a special resolution at a ~~shareholders'~~ general meeting: (1) increase or reduction in the share capital ~~of the Company and the issue of shares of any class, warrants and other similar securities~~ by the Company; ~~(2) issue of debentures of the Company;~~ (~~3~~) division, split, merger, dissolution ~~and~~ liquidation of the Company; (~~4~~) amendment of the Company's Articles of Association; (~~5~~) acquisition or disposal of major assets in one year or provision of securities for third parties which exceeds thirty per cent (30%) of the latest audited total assets of the Company; (~~6~~) stock incentive plans; (~~7~~) any other matters ~~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 a special resolution in accordance with the laws, administrative regulations ~~and~~ the Company's Articles of Association.	**Article 78** The following matters shall be resolved by a special resolution at a general meeting: (1) increase or reduction in the registered share capital by the Company; (2) division, split, merger, dissolution, liquidation or change of corporate form of the Company; (3) amendment of the Company's Articles of Association; (4) acquisition or disposal of major assets in one year or provision of securities by the Company for third parties which exceeds thirty per cent (30%) of the latest audited total assets of the Company; (5) stock incentive plans and employee stock ownership plans; (6) any other matters which shall be resolved at a general meeting determined 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 a special resolution in accordance with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's Articles of Association.
Article 82	**Article 79**

The following matters shall be resolved by an ordinary resolution at a ~~shareholders'~~ general meeting: (1) work reports of the board of directors~~ and the supervisory committee~~; (2) ~~annual~~ profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment or removal of members of the board of directors~~ and members of the supervisory committee~~, their remuneration and manner of payment; (4) ~~annual budgets and final accounts, 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, administrative regulations or the Company's Articles of Association to be adopted by a special resolution.	The following matters shall be resolved by an ordinary resolution at a general meeting: (1) work reports of the board of directors; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment or removal of members of the board of directors, their remuneration and manner of payment; (4) the Company's financial report; (5) the appointment or dismissal of the accounting firms of the Company engaged in the Company's audit business; (6) the change of the use of the raised funds; (7) the provision of financial assistance to others by the Company for the acquisition of shares of the Company or its parent company; (8) matters which shall be resolved at a general meeting other than those which are required by the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or the Company's Articles of Association to be adopted by a special resolution.
Article 75 A shareholder ~~(including a proxy), when voting at a shareholders' general meeting,~~ may exercise ~~such~~ voting rights as are attached to the voting shares which he/ represents~~. Except where the cumulative voting system is adopted for voting on the election of directors and supervisors under Article 76 hereof~~, each share shall have one (1) vote. No voting rights shall be attached to the Company's shares held by the Company, and such shares shall be excluded for the purpose of calculating the total number of voting shares held by the shareholders present at the ~~shareholders'~~ general meeting. ~~Where any shareholder, under the listing rules, is required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.~~	**Article 80** A shareholder may exercise the voting rights as are attached to the voting shares which he/she/it represents, and each share shall have one (1) vote, except for voting on the election of directors by cumulative voting in accordance with the provisions of the Company's Articles of Association. When a general meeting considers major matters affecting the interests of medium and small investors, the votes of medium and small investors shall be counted separately. The results of such separate vote counting shall be promptly disclosed to the public. No voting rights shall be attached to the Company's shares held by the Company, and such shares shall be excluded for the purpose of calculating the total number of voting shares held by the shareholders present at the general meeting. If a shareholder's acquisition of voting shares violates the first and second paragraphs of Article 63 of the Securities Law, the voting rights represented by the portion exceeding the required ratio must not be exercised within thirty-six (36) months from the acquisition date and these shares are not included in the total number of the voting shares held by the attendees of the general meeting. The board of directors, independent directors, shareholders holding 1% or more of the voting shares or investor protection agencies established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. The solicitation of

	shareholders' voting rights shall fully disclose to the solicited person information such as the specific voting intention. No payment or other form of de facto payment shall be made to the shareholders' voting rights for such solicitation. Save for the statutory conditions, the Company shall not impose any limitation related to minimum shareholding on the collection of voting rights.
(Newly Added)	**Article 81** When the matters relating to the connected transactions are being considered at the general meeting, the connected shareholders shall not participate in the voting, and the number of voting shares represented by them will not be counted in the total number of valid votes; the announcement of the general meeting resolutions shall fully disclose the voting by the non-connected shareholders.
(Adjusted from the original Article 62)	**Article 82** Unless the Company is in a crisis or other special circumstances, without the approval of the general meeting by way of special resolution, the Company may not conclude any contract with any person other than directors or senior officers whereby such a person is put in charge of the management of the whole or a substantial part of the Company's business.
Article 76 The voting on the election of directors ~~and supervisors~~ at the ~~shareholders'~~ general meeting shall apply the cumulative voting system, which means that each share held by a shareholder shall have the same number of voting rights as the number of directors ~~and supervisors~~ to be elected and the voting rights held by a shareholder can be collectively exercised. ~~In the event of any discrepancy between the relevant rules issued by regulatory authorities and the Articles of Association and its appendices, the shareholders' general meeting may decide to adopt an appropriate cumulative voting system subject to compliance with the laws and regulations.~~ Details on the implementation of the cumulative voting system are set out in the ~~r~~ules of ~~p~~rocedures of the ~~Shareholders' G~~eneral ~~M~~eeting.	**Article 83** The list of candidates for directors shall be submitted to the general meeting for voting by way of a proposal. The voting on the election of directors at the general meeting shall apply the cumulative voting system, which means that each share held by a shareholder shall have the same number of voting rights as the number of directors to be elected and the voting rights held by a shareholder can be collectively exercised. Details on the implementation of the cumulative voting system are set out in the Rules of Procedures of the General Meeting. If a general meeting approves the proposal for the election of directors, the new directors shall take office from the date of the general meeting's resolution.
Article 77 Except where the cumulative voting system is adopted, the shareholders' general meeting shall vote on all motions one by one. If there are different motions on the same issue, the motions shall be voted on in chronological order according to the sequence they are proposed. Except for the reasons of force majeure or other special reasons which cause the shareholders' general meeting to be adjourned or no resolutions can	**Article 84** Except where the cumulative voting system is adopted, the general meeting shall vote on all motions one by one. If there are different motions on the same issue, the motions shall be voted on in chronological order according to the sequence they are proposed. Except for the reasons of force majeure or other special reasons which cause the general meeting to be adjourned or no

be made, the ~~shareholders'~~ general meeting will not shelve or refuse to vote on any motions.	resolutions can be made, the general meeting will not shelve or refuse to vote on any motions.
(Newly Added)	**Article 85** No amendment shall be made to a proposal when it is considered at the general meeting; if changed, such amendments shall be deemed as a new proposal and shall not be voted at the current meeting.
(Newly Added)	**Article 86** Voting at a general meeting shall be taken by registered vote. The same voting right can only be exercised in only one form: onsite, over the network, or otherwise. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.
(Newly Added)	**Article 87** Before proposals are voted on at the general meeting, 2 shareholder representatives shall be elected to participate in vote counting and scrutinizing. When any shareholder has connection to any matter under consideration, the said shareholder and proxy thereof shall not participate in vote counting or scrutinizing. At the time of deciding on a proposal by voting at the general meeting, lawyers and shareholder representatives shall count and scrutinize the votes jointly and announce the voting results forthwith. The voting results in connection with the resolution shall be recorded in the meeting minutes. Shareholders or their proxies voting via the network or other means shall have the right to check their voting results via the corresponding voting system.
Newly Added	**Article 88** After voting on the motions, the general meeting shall announce how the votes were cast and the voting results in respect of each resolution. Prior to the formal announcement of voting results, the relevant parties involved in relation to the on-site voting, online voting or through other means at the general meeting, including the Company, the persons responsible for counting votes and scrutinizing the voting, the shareholders and the network provider, shall be obliged to keep the voting status confidential.
Newly Added	**Article 89** The shareholders attending the general meeting shall express one of the following opinions on the proposal to be voted on: for, against, or abstain, save for the

	circumstance under which the securities registration and settlement institution acting as the nominal holder of shares under the mutual stock market access between the Mainland and Hong Kong makes reporting in accordance with the instruction of the de facto holders of relevant shares. A blank, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as "abstain".
(Adjusted from original Article 87)	**Article 90** If the Chairman of the meeting has any doubts as to the result of a resolution which has been put to vote at the general meeting, he/she may have the votes counted. If the Chairman of the meeting has not counted the votes, any shareholder present in person or by proxy who objects to the result announced by the Chairman of the meeting may, immediately after the declaration, demand that the votes be counted, and the Chairman of the meeting shall have the votes counted immediately.
~~**Article 78**~~ ~~At any shareholders' general meeting, a resolution shall be decided on a show of hands unless voting by way of a poll is required under the listing rules or demanded by the following persons before or after any vote by a show of hands:~~ ~~(1) the chairman of the meeting;~~ ~~(2) at least two (2) shareholders present in person or by proxy entitled to vote thereat;~~ ~~(3) one (1) or more shareholders present in person or by proxy who represent(s), individually or in aggregate, 10% or more of all shares carrying the right to vote at the meeting.~~ ~~Unless voting by way of a poll is required under the listing rules or demanded by the persons, the chairman may declare 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.~~	(Deleted)
~~**Article 79**~~ ~~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~~	(Deleted)

~~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.~~	
~~**Article 80**~~ ~~On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes are not required to cast all his votes in the same way.~~	(Deleted)
~~**Article 81**~~ ~~In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a casting vote.~~	(Deleted)
Article 84 Where any shareholders request for ~~the convention of~~ an extraordinary ~~shareholders'~~ general meeting ~~or a class meeting~~ the following procedures shall be followed: ~~(1)~~ Shareholders who individually or in aggregate hold not less than ten per cent (10%) of the Company's shares ~~with voting right~~ shall have the right to request in writing the board of directors to convene an extraordinary general meeting ~~or a class meeting~~. The board of directors shall, according to the laws, administrative regulations and the Company's Articles of Association, give written feedback of consenting to or refusing the convening of such extraordinary ~~shareholders'~~ general meeting within ten (10) days after it has received the request. If the board of directors consents to convene an extraordinary general meeting ~~or a class meeting~~, it shall give notice for such ~~shareholders'~~ general meeting within 5 days after it has so resolved. The consent of the concerned shareholders shall be obtained if any change is to be made to the request in the notice. If the board of directors refuses to convene an extraordinary general meeting ~~or a class meeting~~, or it fails to give any feedback within ten (10) days after it has received the request, the shareholders who individually or in aggregate hold not less than ten per cent (10%) of the Company's shares shall have the right to request in writing the supervisory committee to convene the extraordinary general meeting ~~or class meeting~~. ~~(2)~~ If the ~~supervisory~~ committee consents to convene the extraordinary general meeting ~~or the class~~ meeting~~, it shall give the notice for such shareholders' general meeting~~ within ~~five (~~5~~)~~ days after ~~it has~~ receive~~d~~ the request. ~~The consent of the concerned shareholders shall be obtained if any change is to be made to the request in the notice~~	(Adjusted to Article 57 and Article 59)

If the ~~supervisory~~ committee fails to ~~give~~ notice of ~~convening the shareholders' general~~ meeting within the ~~provided time limit, the supervisory committee~~ shall be deemed ~~to have~~ failed to convene and preside ~~the shareholders'~~ general meeting~~,~~ and ~~the~~ shareholders ~~who individually or in aggregate hold not less than~~ ten per cent (10%) of the Company's shares for ~~more than ninety (~~90~~) consecutive~~ days may ~~at their own discretion~~ convene and preside such ~~a~~ meeting. ~~Any reasonable expenses incurred by the shareholders concerned by reason of failure by the board of directors to duly convene a meeting shall be repaid to shareholders concerned by the Company and any sum so repaid shall be set off against sums~~ owed by the Company ~~to the defaulting directors.~~	
Article 85 The chairman of the board of directors ~~shall preside over the shareholders'~~ general meetings. When the chairman is unable or fails to perform his duties, the vice-chairman ~~shall preside over the meetings~~. When the vice-chairman is unable or fails to perform his duties, ~~the director~~ jointly selected by half or more of the directors ~~shall preside over the meeting~~. ~~The chairman of the supervisory committee shall preside over the shareholders' general meeting convened by the supervisory committee. When the chairman of the supervisory committee is unable or fails to perform his duties, the supervisor jointly selected by half or more of the supervisors shall preside over the meeting.~~ The ~~shareholders'~~ general meeting ~~convened by shareholders shall be presided over by the~~ representative selected by the convener. If the ~~shareholders'~~ general meeting cannot proceed due to violation of the rules of procedures by the ~~chairman~~ during the meeting, another person selected by more than one-half of the shareholders with voting rights and present at the meeting may preside over the meeting, and then the meeting shall proceed.	(Adjusted to Article 71)
~~**Article 86**~~ ~~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 meeting minutes.~~	(Deleted)
~~**Article 87**~~ If the ~~c~~hairman 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 ~~c~~hairman of the meeting has not counted the	(Adjusted to Article 90)

votes, any shareholder ~~who is~~ present in person or by proxy ~~and~~ who objects to the result announced by the ~~c~~hairman of the meeting may, immediately after the ~~announcement of the result~~, demand that the votes be counted and the ~~c~~hairman of the meeting shall have the votes counted immediately.	
~~**Article 88**~~ ~~If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the meeting minutes.~~ The meeting minutes ~~shall be in the charge of the secretary to the board of directors. The chairman of the meeting and the~~ directors~~, supervisors~~, secretary to the board of directors, convener~~s~~ or their representatives who attend the meeting shall sign ~~on~~ the meeting minutes. The ~~minutes, shareholders' attendance lists and proxy forms shall be kept at the Company's place of residence for at least ten (~~10~~)~~ years.	(Adjusted to Article 75)
~~**Article 89**~~ The minutes, shareholders' attendance lists ~~and~~ proxy forms ~~shall be kept at the Company's place of residence~~.	(Adjusted to Article 75)
~~**Article 90**~~ ~~Copies of the minutes 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.~~	(Deleted)
Article 91 The resolution(s) of ~~shareholders'~~ general meeting shall be announced timely. The announcement shall set forth the following: the number of shareholders and proxies present at the meeting, the total number of voting shares held by attending shareholders (and proxies) and its proportion to the total voting shares of the Company, voting methods, voting outcome of each motion and the details of each resolution adopted. (Paragraph 2 of original Article 92 is adjusted to here)	**Article 91** The resolution(s) of general meeting shall be announced timely. The announcement shall set forth the following: the number of shareholders and proxies present at the meeting, the total number of voting shares held by attending shareholders (and proxies) and its proportion to the total voting shares of the Company, voting methods, voting outcome of each motion and the details of each resolution adopted. If a motion has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.
Article 92 If a motion is not passed or a resolution adopted at the previous ~~shareholders'~~ general meetings is changed at the current ~~shareholders'~~ general meeting, a specific	(Combined with Article 91)

explanation shall be made in the announcement of the resolution(s) of the ~~shareholders'~~ general meeting.	
CHAPTER ~~9~~: SPECIAL PROCEDURES FOR VOTING BY A CLASS OF SHAREHOLDERS	**CHAPTER 6: SPECIAL PROCEDURES FOR VOTING BY A CLASS OF SHAREHOLDERS**
Article 94 Rights conferred on any class of shareholders ("class rights") may not be varied or abrogated save with the approval of a special resolution of shareholders in a ~~shareholders'~~ general meeting by the class shareholders affected at a separate meeting conducted in accordance with Articles ~~95 to 100~~.	**Article 93** Rights conferred on any class of shareholders ("class rights") may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting by the class shareholders affected at a separate meeting conducted in accordance with Articles 94 to 99.
Article 96 Shareholders of the affected class, whether or not otherwise having the right to vote at ~~shareholders'~~ general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article ~~95~~, 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 26~~, a "controlling shareholder" ~~within the meaning of Article 56;~~ (2) in the case of a repurchase of shares by an off-market agreement ~~pursuant to Article 26~~, 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 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 different from the general interests of the other shareholders of that class. (Adjusted from original Article 56)	**Article 95** Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 94, 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 , a "controlling shareholder" means a shareholder who satisfies any of the following conditions: (i) a person who, acting alone or in concert with others, has the power to elect half or more of the board of directors. (ii) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company. (iii) a person who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company. (iv) a person who, acting alone or in concert with others, has de facto control of the Company in any other way. (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 assumes a 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 different from the general interests of the other shareholders of that class.
Article 99 Notice of class meetings is only required to be served on shareholders entitled to vote thereat.	**Article 98** Notice of class meetings is only required to 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 the Company's Articles of Association relating to the manner for convening ~~shareholders'~~ general meetings are also applicable to class meetings.	Class meetings shall be conducted in a manner which is as similar as possible to that of general meetings. The provisions of the Company's Articles of Association relating to the manner for convening general meetings are also applicable to class meetings.
Article 100 ~~In addition to holders of other classes of shares, the holders of the Domestic Invested 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 separate class shareholders shall not apply to the following circumstances: (1) where the Company issues, upon the approval by a special resolution of its shareholders in a ~~shareholders'~~ general meeting, ~~either separately or concurrently~~ once every twelve (12) months, not more than 20% of each of its existing issued ~~Domestic Invested Shares and Overseas Listed Foreign Invested~~ Shares; or (2) where the Company's plan to issue ~~Domestic Invested Shares and Overseas Listed Foreign Invested~~ Shares at the time of its establishment is implemented within fifteen (15) months from the date of approval of the securities authority of the State Council.	**Article 99** The special procedures for approval by separate class shareholders shall not apply to the following circumstances: (1) where the Company issues, upon the approval by a special resolution of its shareholders in a general meeting once every twelve (12) months, not more than 20% of each of its existing issued shares; or (2) where the Company's plan to issue shares at the time of its establishment is implemented within fifteen (15) months from the date of approval of the securities authority of the State Council.
CHAPTER 10: BOARD OF DIRECTORS	**CHAPTER 7: DIRECTORS AND BOARD OF DIRECTORS**
	Section 1 General Rules of Directors
(Adjusted from original Article 135)	**Article 100** The directors of the Company shall be natural persons. None of the following persons may serve as a director of the Company: (1) a person who does not have or who has limited capacity for civil conduct; (2) a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or other crimes which destroy the socialist market economic order, a person who has been deprived of his political rights and not more than five (5) years have lapsed since the sentence was served, or in case of a probation, less than 2 years have elapsed since the expiration of the probation period; (3) a person who is a former director or factory manager of a company or enterprise which has been insolvent and liquidated and who was personally liable for the bankruptcy 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 the business licence of which was revoked due to violation of laws, or which has been ordered to close down, and who is personally liable therefor, where less than three (3) years have elapsed since the date of the revocation of the business licence or the order for closure was imposed; (5) a person who has been listed by the court as a judgement defaulter due to a relatively large amount of debts which have become overdue; (6) a person who has been prohibited by the China Securities Regulatory Commission from access to the securities market and such penalty has not expired; (7) a person who has been publicly recognized by a stock exchange as unsuitable to serve as a director or senior management personnel of a listed company, and for whom the prescribed period has not yet expired; (8) Other circumstances as provided for under laws, administrative regulations, or securities regulatory rules of the place where the Company's shares are listed. If a director is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. If a director, during his/her term of office, falls under the circumstances of this Article, the Company shall remove him/her from his/her position and cease his/her performance of duties.
(Newly Added)	**Article 101** The directors shall comply with the relevant provisions of the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and these Articles of Association, and shall fulfill the fiduciary obligation to the Company and take measures to avoid conflicts of interest between their personal interests and the interests of the Company, and shall not use their authority to seek improper benefits. The directors shall fulfill the fiduciary obligation to the Company as follows: (1) not to misappropriate the property of the Company and the funds of the Company; (2) not to deposit the Company's funds in an account opened in his/her own name or in the name of any other individual; (3) not to take advantage of his/her functions and powers to accept bribes or other illegal income; (4) without reporting to the board of directors or the general meeting, and without being passed by the board of directors or general meeting by way of resolutions in accordance with the provisions of

	the Articles of Association, not to directly or indirectly enter into contracts or conduct transactions with the Company; (5) not to take advantage of his/her position to seek business opportunities that should belong to the Company for himself/herself or others, but except those which have been reported to the board of directors or in general meeting and passed by way of resolutions of the general meeting, or the Company shall not use the business opportunity in accordance with the provisions of laws, administrative regulations or the Articles of Association; (6) without reporting to the board of directors or in general meeting and being passed by resolutions of the general meeting, not to engage in business similar to that of the Company for himself/herself or others; (7) not to accept and embezzle commissions from transactions between other persons and the Company; (8) not to disclose the secrets of the Company without authorization; (9) not to damage the interests of the Company by taking advantage of his/her affiliation; (10) other fiduciary obligations stipulated in the laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the Company's Articles of Association. The income derived by the directors in violation of this Article shall be returned to the Company. If losses are caused to the Company, they shall be liable for compensation. The provisions of item (4) of paragraph 2 of this Article shall apply to the close relatives of directors and senior management officers, enterprises directly or indirectly controlled by directors or senior management officers or their close relatives, and related persons of other association relationships with directors or senior management officers, who enter contracts or conduct transactions with the Company.
(Newly Added)	**Article 102** The directors shall comply with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, and bear the responsibilities of diligence to the Company, perform duties with reasonable care that managers should ordinarily exercise in the best interests of the Company. The directors bear the following responsibilities of diligence to the Company:

	(1) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the requirements of PRC laws, administrative regulations, and relevant PRC economic policies and that are not beyond the business scope specified in the business license of the Company; (2) to be fair to all shareholders; (3) to timely understand the business operations and management of the Company; (4) to sign a written confirmation to the Company's periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete; (5) to provide the status reports and information to the audit and risk mangement committee honestly, and not to hinder the audit and risk management committee from exercising their powers; (6) other responsibilities of diligence stipulated in the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's Articles of Association.
(Newly Added)	**Article 103** If the director fails to attend the board of directors meeting in person or entrust any other directors to attend the meeting on his/her behalf for two consecutive times, it shall be deemed that he/she cannot perform his/her duties, and the board of directors shall advise the general meeting to remove or replace such director.
(Newly added, adjusted from original Article 118)	**Article 104** A director may resign prior to the expiration of his/her term of office. The director shall submit a written resignation report to the Company and the resignation shall take effect on the date of receipt of the resignation report by the Company unless a later date is expressly stated in the resignation report. The Company shall disclose the information in connection thereof within two (2) trading days. If the resignation of a director causes the members of the proportion of independent directors on the board of directors or its specialized committees does not comply with the requirements of regulatory authorities or the Articles of Association, or where there is a lack of accounting professionals among the independent directors, an independent director who intends to resign shall continue to perform his/her duties until the day on which a new independent director is appointed, at which time the resignation shall become effective.
(Newly Added)	**Article 105**

	The Company has established a management system for director resignations, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters. Upon a director resignation or at the expiry of his/her office, he/she shall complete all of the handover procedures with the board of directors, and his/her fiduciary obligations to the Company and the shareholders shall not necessarily cease after the termination of tenure and will still be effective for a reasonable period specified by the Company. The responsibility that a director bears during their term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.
(Newly Added)	**Article 106** A non-employee director may be removed by resolution of the general meeting, with such removal taking effect on the date the resolution is passed. Where a director is removed prior to the expiration of their term without proper cause, the director may claim against the Company for compensation.
(Adjusted from original Article 153)	**Article 107** Where a director causes damage to others when carrying out his or her duties, the Company shall be liable for compensation; where a director acts with willful or material default, they shall also be liable for compensation. If a director breaches the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or these Articles of Association when carrying out his duties and causes loss to the Company, he/she shall be liable for damages. The Company may take out liability insurance to cover the liability of the directors for the indemnity obligations arising from the performance of the Company's duties during the directors' tenure of office.
(Adjusted form original Article 105)	**Article 108** In the absence of relevant provisions in the Company's Articles of Association or without the legitimate authorization of the board of directors, a director shall not act in his own capacity on behalf of the Company or the board of directors. When a director is acting in his own capacity and a third party may reasonably deem that he is acting on behalf of the Company or the board of directors, the director shall clarify his position and status in advance.

	Section 2 Board of Directors
Article 101 The Company shall have a board of directors. The board of directors shall consist of eleven (11) to fifteen (15) directors. The board of directors shall have one (1) Chairman, one (1) to two (2) Vice-chairman. At least one third of the board directors should be independent ~~(non-executive)~~ directors which should include at least one (1) accounting professional.	**Article 109** The Company shall have a board of directors. The board of directors shall consist of eleven (11) to fifteen (15) directors. The board of directors shall have one (1) Chairman, one (1) to two (2) Vice-chairman and one (1) employee representative director. At least one third of the board directors should be independent directors which should include at least one (1) accounting professional.
Article 102 ~~D~~irectors shall be elected at the ~~shareholders'~~ general meeting ~~e~~ach a term of three (3) years~~. A director~~ may be re-elected upon the expiry of his/her term, and any independent director shall not serve as an independent director of the Company for a consecutive period of over six (6) years. The term of office of a director shall commence from the date ~~when the relevant resolution is passed at the shareholders' general meeting~~. Candidates other than candidates for ~~independent directors~~ shall be nominated by the Company's board of directors~~, supervisory committee~~ or shareholder(s) holding, individually or jointly, ~~more than~~ ~~three~~ per cent (~~3~~%) of the ~~total amount of voting~~ shares in the Company and elected at the general meeting. ~~Candidates for independent directors shall be nominated by the board of directors, supervisory committee or shareholder(s) holding, individually or jointly, more than one per cent (1%) of the total amount of issued shares of the Company and elected at the general meeting.~~The investor protection institutions legally established may publicly request the shareholders to entrust it to exercise the right to nominate an independent director. ~~The period for lodgement of notices in writing to the Company of the intention to propose a person for election as a director and of such person's willingness to be elected shall be at least seven (7) days, which shall commence no earlier than the day after the despatch of the notice of the shareholders' general meeting to be convened to consider such election and shall end no later than seven (7) days prior to the date of such general meeting.~~The Chairman and the Vice-chairman shall be elected ~~and removed~~ by more than ~~one-~~half of all of the members of the board of directors. If no re-election is timely carried out upon the expiration of a director's term of office, the original director shall perform his duties as a director in accordance with laws, administrative regulations, ~~department rules~~ and the Company's Articles of Association until a new director is elected and takes his position.	**Article 110** Non-employee representative directors shall be elected or changed at the general meeting and the employee representative director shall be elected and removed democratically by Company's employees, and can be removed before the expiry of their term. Each director has a term of three (3) years and may be re-elected upon the expiry of his/her term, and any independent director shall not serve as an independent director of the Company for a consecutive period of over six (6) years. The term of office of a director shall commence from the date of his/her appointment until the expiry of his/her term. Candidates other than candidates for the employee representative director shall be nominated by the Company's board of directors or shareholder(s) holding, individually or jointly, not less than one per cent (1%) of the shares in the Company and elected at the general meeting. The investor protection institutions legally established may publicly request the shareholders to entrust it to exercise the right to nominate an independent director. The Chairman and the Vice-chairman shall be elected by more than half of all of the members of the board of directors. If no re-election is timely carried out upon the expiration of a director's term of office, the original director shall perform his duties as a director in accordance with laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's Articles of Association until a new director is elected and takes his position. Senior officers may concurrently serve as a director, provided that the aggregate number of such directors and the employee representative director shall not exceed one half of all the directors of the Company.

~~President, senior vice presidents, vice presidents, chief financial officer or other s~~senior officers may concurrently serve as a director, provided that the aggregate number of such directors shall not exceed one half of all the directors of the Company. ~~Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office. However, the director's right to claim for damages which arises out of his removal under any agreement shall not be affected thereby.~~ ~~The Directors shall not be required to hold qualifying shares.~~	
Article 103 The board of directors ~~is accountable to the shareholders' general meeting and~~ exercises the following functions and powers: (1) to ~~be responsible for the convening of~~ the ~~shareholders'~~ general meeting and to report on its work to the shareholders in general meetings; (2) to implement the resolutions passed by the shareholders in general meetings; (3) to determine the Company's business plans and investment proposals; (4) to ~~formulate~~ the Company's annual final financial budgets ~~and final accounts~~;(5) (~~5~~) to formulate the Company's profit distribution proposal and loss recovery proposal; (~~6~~) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the ~~Company's~~ debentures or other securities as well as listing of securities ~~of the Company~~; (~~7~~) to draw up plans for the acquisition of the Company's stocks, merger, division, dissolution as well as change of corporate forms of the Company;(9) (~~8~~) to decide on the Company's internal management structure; (~~9~~) to ~~appoint or dismiss~~ the Company's president ; to ~~appoint or dismiss~~the senior vice presidents, vice presidents, chief financial officer and other senior officers of the Company based on the president's nomination, and to decide on their remuneration; (~~10~~) to formulate the Company's basic management system; (~~11~~) to formulate proposals for any amendment of the Company's Articles of Association; ~~(12)~~ to manage the disclosure of information of the Company; (~~13~~) to exercise any other powers conferred by the shareholders in general meetings.	**Article 111** The board of directors exercises the following functions and powers: (1) to <u>convene</u> the general meeting and to report on its work to the shareholders in general meetings; (2) to implement the resolutions passed by the shareholders in general meetings; (3) to determine the Company's business plans and investment proposals; (4) to <u>decide</u> the Company's annual final financial budgets ; (5) <u>to formulate the Company's annual financial report;</u> (6) to formulate the Company's profit distribution proposal and loss recovery proposal; (7) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the debentures or other securities as well as listing of securities ; (8)to draw up plans for <u>significant acquisitions,</u> the acquisition of the Company's stocks, merger, division, dissolution as well as change of corporate forms of the Company; (9) <u>to decide on the Company's external investments, acquisition and disposal of assets, asset mortgages, provision of security to others, entrustment of wealth management, connected transactions, external donations, etc. in accordance with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed;</u> (10) to decide on the Company's internal management structure; (11) to <u>decide the appointment or dismissal of</u> the Company's president <u>and the secretary to the board of directors and to decide their remuneration, rewards and disciplinary measures</u>; to <u>decide the appointment or dismissal</u> the senior vice presidents, vice presidents, chief financial officer<u>, chief geologist, chief engineer, chief safety officer, general counsel</u> and other senior

~~Other than the board of directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (11) of this Article which shall be passed by the affirmative votes of two thirds or more of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative votes of half or more of all the directors.~~ ~~The board of directors establishes five (5) committees: the nomination committee, the audit committee, the investment and development committee, the examination and remuneration committee and the sustainable development committee. All such committees shall be comprised of directors. The nomination committee shall be comprised of three (3) directors and chaired by the Chairman of the board of directors with the majority members being independent directors. The audit committee shall be comprised of three (3) to four (4) directors and chaired by an independent director with the majority members being independent directors. The investment and development committee shall be comprised of three (3) to four (4) directors. The examination and remuneration committee shall be comprised of three (3) to four (4) directors and chaired by an independent director with the majority members being independent directors. The sustainable development committee shall be comprised of three (3) to four (4) directors.~~ ~~The main responsibility of these committees is to provide support to the board of directors in decision-making. The directors participating in these committees focus on particular issues according to their division of labour and make recommendations on the improvement of the corporate governance of the Company. The board of directors is responsible for formulating rules of procedures of these committees and regulating their operation.~~	officers of the Company based on the president's nomination, and to decide on their remuneration, rewards and disciplinary measures; (12) to formulate the Company's basic management system; (13) to formulate proposals for any amendment of the Company's Articles of Association; (14) to manage the disclosure of information of the Company; (15) to propose to the general meeting the appointment or dismissal of the accounting firms of the Company engaged in the Company's audit business; (16) to listen to the work reports of the Company's president and inspect his/her work; (17) to exercise any other powers conferred by the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, the Company's Articles of Association and the shareholders in general meetings. (Paragraph 3 is adjusted to Article 132)
Article 104 The board of directors shall take the Party organization's advices before it determines the material matters, such as the orientations of the Company's reform and development, key objectives/tasks and major work arrangements. When the board of directors intends to appoint the ~~management personnel~~, the Party organizations shall consider and put forward their advices on the candidates nominated by the ~~board of directors~~ or the president, or nominate candidates to the ~~board of directors~~ and the president.	**Article 112** The board of directors shall take the Party organization's advices before it determines the material matters, such as the orientations of the Company's reform and development, key objectives/tasks and major work arrangements. When the board of directors intends to appoint the senior officers, the Party organizations shall consider and put forward their advices on the candidates nominated by the Chairman or the president, or nominate candidates to the Chairman and the president.
Article 105 In the absence of relevant provisions in the Company's Articles of Association or without the legitimate authorization of the board of directors, a director shall not act in his own capacity on behalf of the Company or the board of directors. When a director is acting in	**(Adjusted to Article 108)**

his own capacity and a third party may reasonably deem that he is acting on behalf of the Company or the board of directors, the director shall clarify his position and status in advance.	
Article 106 ~~In addition to the functions and powers conferred on the directors by the Company Law, other relevant laws, administrative regulations, the Company's Articles of Association and its annexes, t~~he independent directors shall ~~also~~ have the following special functions and powers: (1) independently engaging intermediaries to conduct audit, consultation or verification of specific matters of the Company; (2) proposing the board of directors to convene extraordinary general meetings; (3) proposing to convene meetings of the board of directors; (4) publicly soliciting shareholders' rights according to law; (5) expressing independent opinions on matters that may damage the rights and interests of the Company or its minority shareholders; (6) other functions and powers as prescribed by laws, administrative regulations, ~~rules of the China Securities Regulatory Commission~~ and the Company's Articles of Association. An independent director who exercises the functions and powers as prescribed in Items (1) to (3) of the preceding paragraphs shall obtain the consent of more than half of all the independent directors.	**(Adjusted to Article 129)**
~~**Article 107**~~ ~~The board of directors shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the proposed disposition and the total amount of all the dispositions of fixed assets of the Company that have been completed in the period of four (4) months immediately preceding the proposed disposition, exceeds thirty-three per cent. (33%) of the value of the Company's fixed assets as shown in the latest balance sheet which was tabled at a shareholders' general meeting.~~ ~~For the purposes of this Article, "disposition of fixed assets" includes an act involving the transfer of an interest in assets but does not include the usage of fixed assets for the provision of security.~~	(Deleted)

~~The validity of a disposition of fixed assets made by the Company shall not be affected by any breach of the first paragraph of this Article.~~	
~~**Article 108**~~ ~~Unless otherwise provided by applicable laws, regulations and/or relevant listing rules, the board of directors shall have the authority to decide on investment or acquisition projects with investment amount less than twenty five per cent (25%) of the latest audited total assets of the Company.~~	(Deleted)
(Newly Added)	**Article 113** The board of directors shall make explanations to the general meeting on the non-standard audit opinions issued by the certified public accountants on the Company's financial reports.
(Newly Added)	**Article 114** The board of directors shall formulate the rules of procedures for board of directors to standardize decision-making procedures, clarify authority-responsibility boundaries, enhance decision-making efficiency, ensure decision quality and effectively implement resolutions of the general meetings.
(Newly Added)	**Article 115** The board of directors shall decide the authority of external investments, acquisition and disposal of assets, asset mortgages, provision of security to others, entrustment of wealth management, connected transactions, external donations, etc. in accordance with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and establish stringent review and decision-making procedures. The detailed authorization shall be stipulated in the relevant policies regarding the board of directors authorization management.
Article 109 The Chairman of the board of directors shall exercise the following powers: (1) to preside over ~~shareholders'~~ general meetings and to convene and preside over meetings of the board of directors; (2) to check on the implementation of resolutions passed by the board of directors at directors' meetings; (3) to sign ~~the securities certificates issued by the Company;~~ (4) to exercise other powers conferred by the board of directors.	**Article 116** The Chairman of the board of directors shall exercise the following powers: (1) to preside over general meetings and to convene and preside over meetings of the board of directors; (2) to supervise and check on the implementation of resolutions passed by the board of directors at directors' meetings; (3) to sign documents that shall be executed by the Chairman of the board of directors according to the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and authorized by the board of directors;

When the Chairman is unable to exercise his/her ~~powers~~ , such ~~powers~~ shall be exercised by the Vice-chairman ~~who has been designated by the Chairman to exercise such powers on his behalf~~.	(4) to exercise special decision-making powers within the board of directors' authority in accordance with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's interest in emergency situations where force majeure or a major crisis prevents the timely convening of a meeting of the board of directors, and to report to the directors of the board and obtain retroactive ratification according to the Company's procedures subsequently; (5) to exercise other powers conferred by the board of directors. When the Chairman is unable to or fails to exercise his/her obligations, such obligations shall be exercised by the Vice-chairman (where a company has two (2) vice-chairmen, the Vice-chairman jointly elected by a majority of the directors shall perform the duties); when the Vice-chairman is unable to exercise or fails to his/her obligations, such obligations shall be exercised by the one (1) director jointly selected by a majority of the directors.
Article 110 Meetings of the board of directors shall be held at least ~~four~~ times every year and shall be convened by the Chairman of the board of directors. ~~Where there is an urgent matter, an extraordinary meeting of the board of directors may be held if it is so requested by one-third or more of the directors, the Chairman of the board of directors, s~~hareholders representing ten per cent (10%) or more of the voting rights, ~~the supervisory committee or the Company's president~~	**Article 117** Meetings of the board of directors shall be held at least five (5) times every year and shall be convened by the Chairman of the board of directors. Shareholders representing ten per cent (10%) or more of the voting rights, not less than one-third of the directors or the audit and risk management committee may propose to convene an extraordinary board meeting. The Chairman of the board of directors shall convene and chair a board meeting within 10 days after receiving such proposal.
Article 111 ~~Notice of meetings and extraordinary meetings of the board of directors shall be delivered in person, by facsimile, by electronic means, by express delivery service or by registered mail.~~ The time limit for the delivery of notice of meeting~~s~~ and extraordinary meetings of the board of directors shall be at least fourteen (14) days and ten (10) days respectively before the meetings. Where the circumstance is urgent and it is necessary to hold an extraordinary meeting of the board of directors as soon as possible, the notice of the meeting can be circulated at any time by phone or any other ~~verbal~~ means, but the convener shall make explanations at the meeting. A notice for a meeting of the board of directors shall set out the followings: (1) time and venue of the meeting; (2) duration of the meeting; (3) reasons and agenda; (4) the delivery date of the notice.	**Article 118** The time limit for the delivery of notice of any regular meeting and extraordinary meetings of the board of directors shall be at least fourteen (14) days and within ten (10) days respectively before the meetings. Where the circumstance is urgent and it is necessary to hold an extraordinary meeting of the board of directors as soon as possible, the notice of the meeting can be circulated at any time by phone or any other means, but the convener shall make explanations at the meeting. A notice for a meeting of the board of directors shall set out the followings: (1) time and venue of the meeting; (2) duration of the meeting; (3) reasons and agenda; (4) the delivery date of the notice.

Article 114 Meetings of the board of directors shall be held only if ~~half or more~~ of the directors ~~(including any director appointed as a representative of another director pursuant to Article 115 of the Company's Articles of Association)~~ are present. ~~Each director shall have one (1) vote. Unless otherwise provided for in the Company's Articles of Association, a~~ resolution of the board of directors must be passed by more than half of all of the directors of the Company. ~~A resolution of the board of directors relating to related party transactions shall be signed by independent (non-executive) directors before coming into effect. Where there is an equality of votes cast both for and against a resolution, the Chairman of the board of directors shall have a casting vote.~~ ~~A director shall not vote on any board resolution in which he or any of his associates or a substantial shareholder has a material interest nor shall he be counted in the quorum present at the same board meeting. The relevant transaction shall be dealt with by way of a board meeting and not by way of circulation of written meeting materials. If an independent non-executive director (and whose associates) has no material interests in the transaction, he should be present at such board meeting.~~ ~~In this Article, "substantial shareholder" and "associate" shall have the same meaning as defined in the listing rules. If any stock exchange where the shares of the Company are listed sets out more stringent rules in relation to the matters on which any director should abstain from voting, the directors should comply with the more stringent rules.~~	**Article 120** Meetings of the board of directors shall be held only if the majority of the directors are present. A resolution of the board of directors must be passed by more than half of all of the directors of the Company. For matters specified in Article 111 of these Articles of Association, resolutions shall be adopted with the approval of not less than half of all directors, except for Items (7), (8), and (13), which require the approval of not less than two-thirds of all directors. Where a higher approval threshold for the board resolutions is required by the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and these Articles of Association, such provisions shall prevail. Board resolutions shall be adopted through voting on a one-member, one-vote basis. If a director has a connected relationship with an enterprise or individual involved in a matter on which a resolution is to be made at a meeting of the board of directors, such director shall promptly submit a written report to the board of directors. Such related director may not exercise his/her right to vote regarding such resolution, nor may he/she exercise the voting right of another director as such director's proxy thereon. Such a board meeting may be held only if more than half of the directors without a connected relationship are present, and the resolutions made at such a board meeting shall require approval by a proportionate number of directors without a connected relationship. If the board meeting is attended by less than three (3) directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.
Article 115 Directors shall attend the meetings of the board of directors in person. ~~W~~here 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~~ scope of the authorisation. 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.	**Article 121** 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 matter for the proxy, the scope of the authorization and validity period, and shall be signed or stamped by the principal. 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.

Article 113 Any ~~regular or extraordinary~~ meeting of the board of directors may be held by way of telephone conferencing or ~~similar~~ communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other. All such directors shall be deemed to be present in person at the meeting.	**Article 122** Any meeting of the board of directors may be held by way of telephone conferencing or other communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other. All such directors shall be deemed to be present in person at the meeting.
Article 116 ~~In respect of~~ matters ~~which needs~~ to be ~~determined~~ by the board of directors at a~~n extraordinary~~ meeting of the board of directors, where the board of directors has already sent out written notice of matters to be decided at such meeting to all the directors and the number of directors who have given their written consent thereto reaches the amount set out in Article ~~114~~, a valid resolution shall be deemed to be passed ~~and there is no need to hold a board of directors' meeting~~.	**Article 123** For matters to be resolved by the board of directors at a meeting of the board of directors, where the board of directors has already sent out written notice of matters to be decided at such meeting to all the directors and the number of directors having the right to vote who have given their written consent thereto reaches the amount set out in Article 120 of the Company's Articles of Association, a valid resolution shall be deemed to be passed.
Article 117 The board of directors shall keep minutes of resolutions ~~passed~~ at meetings of the board of directors. The minutes shall be signed by the directors present at the meeting ~~and the person who recorded the minutes~~. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations, or the Company's Articles of Association and the Company suffers serious losses as a result thereof, the directors who participated in the passing of such resolution are liable to compensate the Company therefor. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability.	**Article 124** The board of directors shall keep minutes of resolutions at meetings of the board of directors. The minutes shall be signed by the directors present at the meeting. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or the Company's Articles of Association and the Company suffers serious losses as a result thereof, the directors who participated in the passing of such resolution are liable to compensate the Company therefor. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability. The minutes of meetings of the board of directors shall be kept as the Company's documents for at least ten (10) years. The minutes of meetings of the board of directors shall contain the following particulars: (1) the date and venue of the meeting and the name of the convenor; (2) the names of the attending directors and the names of the directors (proxies) attending the meeting upon appointment by other directors; (3) the meeting agenda; (4) the highlights of the statements of the directors; (5) the voting method for, and outcome of, each matter that was the subject of a resolution (the results of the vote shall state the number of votes for, votes against and abstentions).

~~**Article 118**~~ ~~A director may resign from his position prior to the expiration of his term of service. The resigning director shall submit a written resignation report to the board of directors. Except for special circumstances, the board of directors shall disclose the information in connection thereof within two (2) days.~~ ~~If the number of the members of the board of directors falls below the statutory minimum due to the resignation of a director, the resigning director shall perform his duties as a director in accordance with laws, administrative regulations, department rules and the Company's Articles of Association until a new director is elected and takes his position.~~ If the resignation of an independent director will lead to the situation that the proportion of independent directors in the board of directors or its committees fails to conform to rules of regulatory authorities or the Company's Articles of Association, or there is lack of accounting professionals among the independent directors, the independent director who plans to resign shall continue to perform his duties until the day when a new independent director is elected. ~~Except for the circumstance mentioned in the preceding paragraph, a director's resignation shall take effect upon the delivery of the resignation report with the board of directors.~~	(Adjusted to original Article 104 and wording is amended)
	Section 3 Independent Directors
(Newly Added)	**Article 125** An independent director shall conscientiously perform his/her duties in accordance with the laws and administrative regulations, securities regulatory rules of the places where the Company's shares are listed and these Articles of Association, play the roles of participating in decision-making, supervising checks and balances, and professional consulting in the board of directors, safeguard the Company's overall interests, and protect the legitimate rights and interests of small and medium shareholders.
(Adjusted from original Article 136)	**Article 126** Independent directors shall keep their independence. None of the following persons may be appointed as an independent director: (1) anyone who holds a position in the Company or its subsidiaries, or his spouse, parents, children or major social relations; (2) any natural-person shareholder who directly or indirectly holds not less than than one per cent (1%) of the shares issued by the Company or who

	ranks in the top ten (10) shareholders of the Company, or his spouse, parents or children; (3) anyone who holds a position in any of shareholder who directly or indirectly holds not less than than five per cent (5%) of the shares issued by the Company or of the top five (5) shareholders of the Company, or his spouse, parents or children; (4) anyone who holds a position in asubsidiary of the controlling shareholder or de facto controller of the Company, or his spouse, parents or children; (5) anyone who has significant business contacts with the Company or its controlling shareholder, de facto controller or their respective subsidiaries, or anyone who holds a position in entities that have significant business contacts with the Company or such entities' controlling shareholders or de facto controllers; (6) anyone who provides financial, legal, consulting, sponsoring or any other service for the Company, its controlling shareholder, de facto controller or their respective subsidiaries, including but not limited to the project team members of intermediary agencies that provide services, the reviewers at all levels, the persons who sign on the report, partners, directors, senior managers and main responsible persons; (7) anyone who has fallen under any of the circumstances listed in Items (1) to (6) in the past twelve (12) months; (8) any other person who has no independence as provided for in laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's Articles of Association. The subsidiaries of the controlling shareholder or de facto controller of the Company as mentioned in Items (4) to (6) of the preceding paragraphs shall not include the enterprises that are under the control of the same state-owned assets administration with the Company and have no related-party relationship with the Company according to relevant provisions. Independent directors shall conduct self-examinations on their independence every year and submit the self-examination results to the board of directors. The board of directors shall evaluate the independence of serving independent directors every year and give special opinions, which shall be disclosed simultaneously in the annual reports.
(Adjusted from original Article 137)	**Article 127** To act as an independent director of the Company, the following conditions shall be satisfied: (1) having the qualification for acting as an independent director of a listed company in

	accordance with laws, administrative regulations and other relevant provisions; (2) meeting the requirements for independence as provided in Article 136 of the Company's Articles of Association; (3) having the basic knowledge on the operation of the listed company and being familiar with relevant laws, regulations and rules; (4) having than five (5) or more years' work experience in law, accounting or economics which are necessary for performing the duties and responsibilities of an independent director; (5) having good personal morality and having no such bad records as major dishonesty; (6) other conditions as provided for in laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's Articles of Association.
(Newly Added)	**Article 128** The independent directors, as members of the board of directors, shall owe a duty of loyalty and diligence to the Company and all shareholders, and shall prudently perform the following duties: (1) to engage in board deliberations and provide clear opinions on matters under discussion; (2) to monitor potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors or senior management officers, safeguarding the legitimate rights and interests of minority shareholders; (3) to offer professional and objective recommendations on the Company's business development, thereby enhancing the quality board decision-making; (4) to fulfil any additional responsibilities stipulated by laws, administrative regulations, the requirements of the securities regulatory rules of the places where the Company's shares are listed and the provisions of the Company's Articles of Association.
(Adjusted from original Article 106)	**Article 129** The independent directors shall have the following special functions and powers: (1) independently engaging intermediaries to conduct audit, consultation or verification of specific matters of the Company; (2) proposing the board of directors to convene extraordinary general meetings; (3) proposing to convene meetings of the board of directors; (4) publicly soliciting shareholders' rights according to law;

	(5) expressing independent opinions on matters that may damage the rights and interests of the Company or its minority shareholders; (6) other functions and powers as prescribed by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's Articles of Association. An independent director who exercises the functions and powers as prescribed in Items (1) to (3) of the preceding paragraphs shall obtain the consent of more than half of all the independent directors. The Company shall make a disclosure in a timely manner if an independent director exercises the competences specified in paragraph 1. If an independent director is unable to exercise the aforesaid competences, the Company shall disclose the specific circumstances and reasons therefor.
(Newly Added)	**Article 130** The following matters shall be submitted to the Board for deliberation with the consent of more than half of all independent directors of the Company: (1) connected transactions that should be disclosed; (2) plans for the Company and relevant parties to change or waive commitments; (3) decisions made and measures taken by the board of directors in relation to the acquisition; (4) other matters specified by law, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.
(Newly Added)	**Article 131** The Company shall establish a special meeting mechanism attended by all independent directors. Matters to be reviewed by the Board of Directors, such as connected transactions, shall obtain prior approval from the special meeting of independent directors. The Company shall convene special meetings of independent directors on a regular or irregular basis. Matters listed in item (I) to item (III) of paragraph 1 of Article 120 and Article 121 shall be considered at a special meeting of independent directors. The special meeting of independent directors may study and discuss other matters of the Company as needed. A special meeting of independent directors shall be convened and presided over by 1 independent director jointly elected by a majority of the independent directors; in the event that the convener fails to or is unable to perform his/her duties, 2 or more independent

	directors may convene and elect 1 representative to preside over the meeting at their discretion. The special meeting of independent directors shall prepare meeting minutes in accordance with regulations, and the opinions of the independent directors shall be recorded in the minutes. Independent directors shall sign and confirm the minutes. The Company shall facilitate and support the convening of a special meeting of independent directors.
	Section 4 Committees of the Board of Directors
(Adjusted from paragraph 3 of original Article 103)	**Article 132** The board of directors shall establish a nomination committee, an audit and risk management committee, an investment and development committee, an examination and remuneration committee and a sustainable and development committee, which shall perform their duties in accordance with these Articles of Association and the authorization of the board of directors. Proposals made by the special committees shall be submitted to the board of directors for review and decision. The rules of procedures for special committees shall be formulated by the board of directors. All such committees shall be comprised of directors. The nomination committee shall be comprised of three (3) to four (4) directors and chaired by the Chairman of the board of directors with the majority members being independent directors. The audit and risk management committee shall be comprised of three (3) to four (4) directors not holding senior officer positions and chaired by an independent director who is the accounting professional with the majority members being independent directors. The investment and development committee shall be comprised of three (3) to four (4) directors. The examination and remuneration committee shall be comprised of three (3) to four (4) directors and chaired by an independent director with the majority members being independent directors. The sustainable development committee shall be comprised of three (3) to four (4) directors.
(Newly Added)	**Article 133** The nomination committee is responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing director and senior management candidates and their qualifications, and making recommendations to the Board of Directors on the following matters: (1) Nomination, appointment or removal of directors; (2) Engagement or removal of senior management;

	(3) Other matters stipulated by laws, administrative regulations, securities regulatory authorities of the places where the Company's shares are listed and the rules of procedures of board of directors. If the recommendations of the nomination committee are not adopted or fully adopted by the Board of Directors, the opinion of the nomination committee and the specific reasons for its non-adoption shall be recorded in the resolutions of the Board of Directors and disclosed accordingly.
(Newly Added)	**Article 134** The audit and risk management committee shall have the following primary responsibilities: review the financial information of the listed company and its disclosure; (1) supervise and evaluate the external audit work and propose the hiring or replacement of the auditing firm; (2) supervise and evaluate internal audit work and coordinating between internal and external audits; (3) supervise and evaluate the internal control of the Company; (4) exercise the powers and duties of the supervisory committee as stipulated in the Company Law; (5) other matters as prescribed by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and rules of procedures of board of directors.
(Newly Added)	**Article 135** The investment and development committee shall have the following primary responsibilities: (1) conducting research on the Company's strategic initiatives and submit recommendations to the board of directors; (2) conducting research on the Company's annual business development and investment plans, and any adjustments thereto, and providing advisory opinions to the board of directors; (3) reviewing feasibility studies and pre-feasibility reports for significant investments requiring the approval from the board of directors, and submitting recommendations to the board of directors; (4) other matters as prescribed by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and rules of procedures of board of directors.
(Newly Added)	**Article 136**

	The examination and remuneration committee is responsible for formulating the appraisal criteria for directors and senior management and conducting appraisals, formulating and reviewing the remuneration policies and schemes for directors and senior management, including compensation determination mechanisms, decision-making process, payment, termination payment and recourse arrangements, exercising such other functions and powers delegated by the board of directors, and making recommendations to the board of directors on the following matters: (1) Remuneration of directors and senior management; (2) Formulation or changes of incentive share option schemes and the employee stock ownership plans, grant of entitlements to scheme participants, and fulfillment of exercise conditions; (3) Arrangement of share ownership plans at subsidiaries proposed to be spin-off for directors and senior management; (4) Other matters stipulated by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the rules of procedures of the board of directors. If the recommendations of the examination and remuneration committee are not adopted or fully adopted by the Board of Directors, the opinion of the examination and remuneration committee and the specific reasons for its non-adoption shall be recorded in the resolutions of the Board of Directors and disclosed accordingly.
(Newly Added)	**Article 137** The sustainable development committee shall have the following primary responsibilities: (1) researching the Company's sustainability matters (including but not limited to environmental, social, and governance issues), identifying and assessing material sustainability risks and impacts of the Company, enhancing risk management in environmental, social, and governance areas; (2) supervising the Company's commitments and performance on key issues including climate change response, health, safety and environmental protection, social responsibility fulfilment; (3) evaluating the Company's sustainability strategies, objectives, initiatives, and key issues, and overseeing and assessing progress against sustainability targets;

	(4) to review the environmental, social, and governance report and the health and safety and environmental protection report of the Company; (5) to monitor important information concerning sustainable development, assess significant impacts of environmental, social and governance issues on relevant stakeholders, monitor the Company's relevant safety and environmental risks, formulate response measures, and make relevant proposals to the board of directors; (6) other matters as prescribed by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and rules of procedures of board of directors.
(Newly Added)	**Article 138** The specialty committees of the board of directors shall convene meetings regularly according to the rules of procedures of board of directors. The specialty committees of the board of directors shall prepare written minutes of meetings in accordance with applicable requirements, which minutes shall be signed by all committee members present at the meeting.
~~CHAPTER 11: SECRETARY OF THE BOARD OF DIRECTORS~~	
~~Article 119~~ ~~The Company shall have one (1) secretary of the board of directors. The secretary shall be a senior officer of the Company.~~	(Deleted)
~~Article 120~~ ~~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 appointed by the board of directors. His primary responsibilities are as follows:~~ ~~(1) to organise board meetings and shareholders' general meetings of the Company, and to ensure that the Company has complete organisation documents and records;~~ ~~(2) to ensure that minutes of the meetings of the board of directors shall be circulated to all directors for their review, signature and records within 14 days after the board meeting is held and to keep such minutes for inspection;~~ ~~(3) to ensure that the Company prepares and delivers, in accordance with laws, those reports and documents required by competent authorities entitled thereto;~~ ~~(4) to ensure that the Company's registers of shareholders are properly maintained and that persons entitled to receive the Company's records~~	(Deleted)

~~and documents are furnished therewith without delay.~~	
~~Article 121~~ ~~A director or other senior officers of the Company may also act as the secretary of the board of directors. Any accountant from the accounting firm which has been appointed by the Company to act as its auditors shall not act as the secretary of the board of directors.~~ ~~Where the office of secretary of the board of directors is held concurrently by a director and an act is required to be done by a director and a secretary separately, the person who holds the office of director and secretary of the board of directors may not perform the act in a dual capacity.~~	(Deleted)
CHAPTER ~~12~~: ~~PRESIDENT~~	**CHAPTER 8: SENIOR OFFICER**
Article 122 The Company shall have president, senior vice presidents, vice presidents and chief financial officer. The president shall be nominated by the Chairman of the board of directors and appointed or dismissed by the board of directors. Senior vice presidents, vice presidents, chief financial officer ~~and other senior officers~~ shall be nominated by the president and appointed or dismissed by the board of the directors. A member of the board of directors may act concurrently as the president, senior vice presidents, vice presidents, chief financial officer ~~or other senior officers~~.	**Articles 139** The Company shall have one (1) president, and shall have senior vice presidents, vice presidents and chief financial officer, secretary to the board of directors, chief geologist, chief engineer, chief safety officer, general counsel and other senior officers, to assist the president. The president and the secretary to the board of directors shall be nominated by the Chairman of the board of directors and appointed or dismissed by the board of directors. Senior vice presidents, vice presidents, chief financial officer, chief geologist, chief engineer, chief safety officer, general counsel and other senior officers shall be nominated by the president and appointed or dismissed by the board of the directors. A member of the board of directors may act concurrently as the president, senior vice presidents, vice presidents, chief financial officer, secretary to the board of directors, chief geologist, chief engineer, chief safety officer, general counsel or other senior officers.
(Newly Added)	**Article 140** The provisions of these Articles of Association regarding disqualifications for directorship and the resignation management system shall apply equally to senior officers. The provisions of these Articles of Association regarding directors' fiduciary duties of loyalty and duty of diligence shall apply equally to senior officers.
(Newly Added)	**Article 141** The president shall serve for a term of three (3) years, which is renewable upon re-election.

Article 123 The president shall be accountable to the board of directors and shall exercise the following functions and powers: (1) to be in charge of the Company's production, operation and management and to organise the implementation of the resolutions of the board of directors; (2) to organise 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 the Company's basic management system; (5) to organize the formulation of concrete rules and regulations of the Company; (6) to propose the appointment or dismissal by the board of directors of the Company's senior vice presidents, vice presidents, chief financial officer and other senior officers; (7~~8~~) other powers conferred by these Articles of Association ~~and~~ the board of directors ~~to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors~~;	**Articles 142** The president shall be accountable to the board of directors and shall exercise the following functions and powers: (1) to be in charge of the Company's production, operation and management and to organise the implementation of the resolutions of the board of directors, and report to the board of directors; (2) to organise 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 the Company's basic management system; (5) to organize the formulation of concrete rules and regulations of the Company; (6) to propose the appointment or dismissal by the board of directors of the Company's senior vice presidents, vice presidents, chief financial officer, chief geologist, chief engineer, chief safety officer, general counsel and other senior officers according to the Company's Articles of Association; (7) other powers conferred by these Articles of Association or the board of directors; The president shall attend meetings of the board of directors.
Article 124 The president shall attend meetings of the board of directors. ~~The president, who is not a director, does not have any voting rights at board meetings.~~	**(Adjusted to Article 142)**
(Newly Added)	**Article 143** The Company shall formulate detailed work rules for the president, which shall be implemented upon approval by the board of directors. Such rules shall include: (1) conditions and procedures for the President convening and participants of the meetings; (2) specific duties of the President and other senior officers; (3) the use of funds and assets of the Company, authority to enter into material contracts and systems for reporting to the Board of Directors; and (4) other matters as deemed necessary by the Board of Directors.
(Newly Added)	**Article 144**

	The President may resign prior to the expiration of his/her term of office. The detailed procedures and methods for the President's resignation shall follow the Company's relevant rules.
(Newly Added)	**Article 145** The Company shall have a secretary to the board of directors, who shall be responsible for matters such as preparing the Company's general meetings and meetings of board of directors, safekeeping documents, managing the information of the Company's shareholders and handling information disclosure. The secretary to the board of directors shall comply with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and these Articles of Association.
(Newly Added)	**Article 146** If a director or a senior officer causes damage to others in performing his/her duties for the Company, the Company shall be liable for compensation; and if a director or a senior officer commits willfully or has gross negligence shall also be liable for compensation. A senior officer who violates laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, or the provisions of the Company's Articles of Association while performing his/her duties for the Company and causes losses to the Company shall bear liability for compensation.
(Newly Added)	**Article 147** The senior officer of the Company shall faithfully perform his/her duties and protect the best interests of the Company and all shareholders. The senior officer of the Company who fails to faithfully perform his/her duties or violates its duty of good faith, causing damage to the interests of the Company and the public shareholders, shall bear liability for compensation in accordance with the law. The Company may purchase liability insurance for senior officers during their tenure to cover compensation liabilities arising from the execution of their corporate duties.
~~**Article 125**~~ ~~The president, senior vice presidents, vice presidents and chief financial officer, when performing their functions and powers, shall act honestly and diligently~~	(Deleted)

~~and in accordance with laws, administrative regulations and the Company's Articles of Association.~~	
~~**CHAPTER 13: SUPERVISORY COMMITTEE**~~	(Deleted)
~~**Article 126**~~ ~~The Company shall have a supervisory committee.~~	(Deleted)
~~**Article 127**~~ ~~The supervisory committee shall compose of nine (9) supervisors. One of the members of the supervisory committee shall act as the chairman. Each supervisor shall serve for a term of three (3) years, which is renewable upon re-election.~~ ~~The term of office of a supervisor shall commence from the date on which he takes his position.~~ ~~The election or removal of the chairman of the supervisory committee shall be determined by two-thirds or more of the members of the supervisory committee.~~ ~~The chairman shall serve for a term of three (3) years, which is renewable upon re-election.~~ ~~If the number of members of the supervisory committee falls below the statutory minimum due to a failure to timely elect a supervisor upon expiration of a supervisor's term of office or due to the resignation of a supervisor during his term of office, the original supervisor shall continue to perform his duties as a supervisor in accordance with laws, administrative regulations and the Company's Articles of Association until the newly elected supervisor takes his position.~~	(Deleted)
~~**Article 128**~~ ~~The supervisory committee shall comprise supervisors who shall represent the shareholders and who shall be elected or removed by the shareholders in general meetings, and supervisors representing not less than one-third of the total number of supervisors who shall represent the employees of the Company and who shall be elected or removed democratically thereby.~~	(Deleted)
~~**Article 129**~~ ~~The directors, president, senior vice presidents, vice presidents, chief financial officer shall not act concurrently as supervisor.~~	(Deleted)
~~**Article 130**~~ ~~The supervisory committee shall convene at least one meeting every six (6) months. The supervisors may~~	(Deleted)

~~propose to convene an extraordinary meeting of the supervisory board.~~ ~~Meetings of the supervisory committee shall be convened by the chairman of the supervisory committee. If the chairman is unable or fails to perform his duties, a supervisor jointly selected by half or more of the supervisors shall convene and preside over the meetings.~~	
~~**Article 131**~~ ~~The supervisory committee shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers in accordance with laws:~~ ~~(1) to review the Company's periodical reports prepared by the board of directors and issue written opinions;~~ ~~(2) to review the Company's financial position;~~ ~~(3) to supervise the execution of official duties by the directors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers; for any of them that acts in contravention of any laws, administrative regulations, the Company's Articles of Association or the resolutions of the shareholders' meetings, to propose to remove the person(s) concerned;~~ ~~(4) to demand any director, president, senior vice president, vice president, chief financial officer or any other senior officer who acts in a manner which is harmful to the Company's interest to rectify such behaviour;~~ ~~(5) to check 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 retain, in the Company's name, certified public accountant and practising auditors to assist in the re-examination of such information should any doubt arise in respect thereof;~~ ~~(6) to propose to convene a shareholders' extraordinary general meeting and to convene and preside over the shareholders' meeting when the board of directors fails to perform the duties of convening and presiding over the shareholders' meeting;~~ ~~(7) to make proposals to the shareholders' meeting;~~ ~~(8) to represent the Company in negotiations with directors or to bring actions against a director, president, senior vice president, vice president, chief financial officer or other senior officers on behalf of the Company according to the Company Law;~~ ~~(9) to conduct an investigation in the event of discovering any irregularities in the Company's operations;~~ ~~(10) to supervise the compliance of related party transactions;~~	(Deleted)

~~(11) other functions and powers specified in the Company's Articles of Association.~~ ~~Supervisors shall attend meetings of the board of directors and can raise queries or suggestions on matters decided by the board of directors.~~	
~~**Article 132**~~ ~~Meetings of the supervisory committee shall be held only if half or more supervisors are present. Resolutions of the supervisory committee shall be passed by the affirmative votes of two-thirds or more of all the supervisors.~~	(Deleted)
~~**Article 133**~~ ~~All reasonable fees incurred in respect of the engagement of professionals (such as, lawyers, certified public accountants or practising auditors) which are required by the supervisory committee in the exercise of its functions and powers shall be borne by the Company.~~	(Deleted)
~~**Article 134**~~ ~~A supervisor shall carry out his duties honestly and faithfully in accordance with laws, administrative regulations and the Company's Articles of Association.~~	(Deleted)
~~**CHAPTER 14: THE QUALIFICATIONS AND DUTIES OF THE DIRECTORS, SUPERVISORS, PRESIDENT, SENIOR VICE PRESIDENTS, VICE PRESIDENTS, CHIEF FINANCIAL OFFICER AND OTHER SENIOR OFFICERS OF THE COMPANY**~~	
~~**Article 135**~~ ~~A person may not serve as a director, supervisor, president, senior vice president, vice president, chief financial officer or any other senior officer of the Company if any of the following circumstances applies:~~ (1) a person who does not have or who has limited capacity for civil conduct; (2) a person who has been ~~sentenced for~~ corruption, bribery, infringement of property, misappropriation of property or other crimes which destroy the social economic order, where less than five (5) years have lapsed since the sentence was served, or a person who has been deprived of his political rights and not more than five (5) years have lapsed since the sentence was served; (3) ~~a person who is a~~ former director or factory manager of a company or enterprise which has been insolvent and liquidated ~~as a result of mismanagement~~ and who was personally liable	(**Adjusted to Article 100**)

for the bankruptcy 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 the business licence of which was revoked due to violation of laws and who is personally liable therefor, where less than three (3) years have elapsed since the date of the revocation of the business licence; (5) a person who has a relatively large amount of debts which have become overdue; (6) ~~a person who is currently under investigation by judicial organs for violation of criminal laws;~~ (7) ~~a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;~~ (8) ~~a person other than a natural person;~~ (9) ~~a person who has been convicted 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 less than five (5) years have lapsed from the date of such conviction;~~ (10) a person who has been prohibited by the China Securities Regulatory Commission from access to the securities market and such penalty has not expired.	
Article 136 Independent directors shall keep their independence. None of the following persons may be appointed as an independent director: (1) anyone who holds a position in the Company or its subsidiaries, or his spouse, parents, children or major social relations; (2) any natural-person shareholder who directly or indirectly holds ~~more~~ than one per cent (1%) of the shares issued by the Company or who ranks in the top ten (10) shareholders of the Company, or his spouse, parents or children; (3) anyone who holds a position in any of shareholder who directly or indirectly holds ~~more~~ than five per cent (5%) of the shares issued by the Company or of the top five (5) shareholders of the Company, or his spouse, parents or children; (4) anyone who holds a position in a subsidiary of the controlling shareholder or de facto controller of the Company, or his spouse, parents or children; (5) anyone who has significant business contacts with the Company or its controlling shareholder, de facto controller or their respective subsidiaries, or anyone who holds a position in entities that have significant business contacts with the Company or such entities' controlling shareholders or de facto controllers;	**(Adjusted to Article 126)**

(6) anyone who provides financial, legal, consulting, sponsoring or any other service for the Company, its controlling shareholder, de facto controller or their respective subsidiaries, including but not limited to the project team members of intermediary agencies that provide services, the reviewers at all levels, the persons who sign on the report, partners, directors, senior managers and main responsible persons; (7) anyone who has fallen under any of the circumstances listed in Items (1) to (6) in the past twelve (12) months; (8) any other person who has no independence as provided for in laws, administrative regulations, ~~rules of the China Securities Regulatory Commission, rules of the stock exchange~~ and the Company's Articles of Association. The subsidiaries of the controlling shareholder or de facto controller of the Company as mentioned in Items (4) to (6) of the preceding paragraphs shall not include the enterprises that are under the control of the same state-owned assets administration with the Company and have no related-party relationship with the Company according to relevant provisions.	
Article 127 To act as an independent director of the Company, the following conditions shall be satisfied: (1) having the qualification for acting as an independent director of a listed company in accordance with laws, administrative regulations and other relevant provisions; (2) meeting the requirements for independence as provided in Article 136 of the Company's Articles of Association; (3) having the basic knowledge on the operation of the listed company and being familiar with relevant laws, regulations and rules; (4) having ~~more~~ than five (5) years' work experience in law, accounting or economics which are necessary for performing the duties and responsibilities of an independent director; (5) having good personal morality and having no such bad records as major dishonesty; (6) other conditions as provided for in laws, administrative regulations, ~~rules of the China Securities Regulatory Commission, rules of the stock exchange~~ and the Company's Articles of Association.	**(Adjusted to Article 127)**
~~**Article 138**~~ ~~The validity of an act carried out by a director, president, senior vice president, vice president, chief financial officer or other senior officer of the Company on its behalf as against a bona fide third party shall not~~	(Deleted)

~~be affected by any non-compliance in respect of his office and election or any defect in his qualification.~~	
~~**Article 139**~~ ~~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, senior vice presidents, vice presidents, chief financial officer and other senior officers owes the following duties to each shareholder when exercising the functions and powers of the Company entrusted to him:~~ ~~(1) not to cause the Company to exceed the scope of business 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) usurpation of opportunities which are beneficial to the Company;~~ ~~(4) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights except for the restructuring of the Company which has been submitted to the shareholders' general meeting for approval in accordance with the Company's Articles of Association.~~	(Deleted)
~~**Article 140**~~ ~~Each of the Company's directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers 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.~~	(Deleted)
~~**Article 141**~~ ~~Each of the Company's directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers 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) discharging the following obligations:~~ ~~(1) to act honestly in the best interests of the Company;~~ ~~(2) to act within the scope of his powers and not to exceed such scope;~~ ~~(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of other persons 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 delegate the exercise of his discretion to other persons;~~	(Deleted)

~~(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;~~ ~~(5) unless otherwise provided for in the Company's Articles of Association 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 exploit his position to accept bribes or other illegal income or expropriate the Company's property in any way, including (without limitation) usurpation of opportunities which are beneficial to 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 the Company's Articles of Association, 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;~~ ~~(10) not to compete with the Company in any way without the informed consent of the shareholders given in a general meeting;~~ ~~(11) not to misappropriate the Company's funds or 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 any other name or use such assets to guarantee the debts of a shareholder of the Company or any other personal liabilities;~~ ~~(12) not to release any confidential information relating to the Company which he has obtained during his term of office without the informed consent of the shareholders in a general meeting and not to use such information other than for the Company's benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:~~ ~~(i) disclosure is made under compulsion of law;~~ ~~(ii) disclosure is required for public interests;~~ ~~(iii) disclosure is required for the interests of the relevant director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer;~~ ~~(13) to strictly comply with the relevant laws and regulations and the relevant rules of the stock exchanges on which the shares of the Company are listed in respect of dealings in the securities of the Company.~~	
~~**Article 142**~~ ~~Each director, supervisor, president, senior vice president, vice president, chief financial officer and other senior officer of the Company shall not direct the~~	(Deleted)

~~following persons or institutions ("associates") to act in a manner which he is prohibited from so acting:~~ ~~(1) the spouse or minor child of the director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer;~~ ~~(2) the trustee of the director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer or of any person described in sub-paragraph (1) above;~~ ~~(3) the partner of the director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer or any person referred to in sub-paragraphs (1) and (2) of this Article;~~ ~~(4) a company in which the director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer, whether alone or jointly with the persons referred to in sub-paragraphs (l), (2) and (3) of this Article or other directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers, has de facto control;~~ ~~(5) the directors, supervisors, president, senior vice presidents, vice presidents and other senior officers of a company which is being controlled in the manner set out in sub-paragraph (4) above.~~	
~~**Article 143**~~ ~~The fiduciary duties of the directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers of the Company do not necessarily cease with the expiry of their tenure. The duty of confidentiality in respect of trade secrets of the Company survives the expiry of their tenure. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the expiry of their tenure and the act concerned, and the circumstances and the terms under which the relationship between the relevant director, supervisor, president, senior vice president, vice president and the senior officer on one hand and the Company on the other hand was ended.~~	(Deleted)
~~**Article 144**~~ ~~Subject to Article 55, a director, supervisor, president, senior vice president, vice president, chief financial officer and other senior officer of the Company may be relieved from liabilities for specific breaches of his duty with the informed consent of the shareholders given at a general meeting.~~	(Deleted)
~~**Article 145**~~ ~~Where a director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer of the Company is in any way,~~	(Deleted)

~~directly or indirectly, materially interested in a contract, transaction, 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.~~ ~~Unless the interested director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer discloses his interests to the board of directors 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 interested director, supervisor, president, senior vice president, vice president or other senior officer is not counted as part of the quorum and abstain from voting, a contract, transaction or arrangement in which that director, supervisor, president, vice president or other senior officer is materially interested is voidable at the discretion of the Company except as against a bona fide party thereto who does not have knowledge of the breach of duty by the interested director, supervisor, president, vice president, chief financial officer or other senior officer.~~ ~~For the purposes of this Article, a director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.~~	
~~**Article 146**~~ ~~Where a director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer 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 entered into by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient declaration 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.~~	(Deleted)
~~**Article 147**~~ ~~The Company shall not pay taxes for a director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer in any manner.~~	(Deleted)

~~**Article 148**~~ ~~The Company shall not directly or indirectly make a loan to or provide any security for a director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer of the Company or of the Company's holding company or any of their respective associates.~~ ~~The foregoing prohibition shall not apply to the following circumstances:~~ ~~(1) the provision by the Company of a loan to or a security for its subsidiary;~~ ~~(2) the provision by the Company of a loan or a security or any other funds to any of its directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers to meet expenditure incurred or to be incurred by him for the sake 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 business scope of the Company includes the provision of loans and security, the Company may make a loan to or provide a security to any of the relevant directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers or their respective associates on normal commercial terms.~~	(Deleted)
~~**Article 149**~~ ~~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.~~	(Deleted)
~~**Article 150**~~ ~~A security for the repayment of a loan which has been provided by the Company acting in breach of Article 148(1) shall not be enforceable against the Company, save in the following circumstances:~~ ~~(1) the security was provided in connection with a loan which was made to an associate of any of the directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers of the Company or of the Company's holding company and the lender did not know of the relevant circumstances when providing 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.~~	(Deleted)
~~**Article 151**~~	(Deleted)

~~For the purposes of the foregoing provisions of this Chapter, a "security" includes an undertaking or property provided to secure the obligor's performance of his obligations.~~	
~~**Article 152**~~ ~~In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, president, senior vice president, vice president, chief financial officer and other senior officer of the Company breaches the duties which he owes to the Company, the Company has a right:~~ ~~(1) to demand such director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer to compensate 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 director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer, or between the Company and a third party (where such third party knows or should have known that such director, supervisor, president, senior vice president, vice president or other senior officer representing the Company has breached his duties owed to the Company);~~ ~~(3) to demand such director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer to account for profits made as result of the breach of his duties;~~ ~~(4) to recover any monies which should have been received by the Company and which were received by such director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer instead, including (without limitation) commissions; and~~ ~~(5) to demand repayment of interest earned or which may have been earned by such director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer on monies that should have been paid to the Company.~~	(Deleted)
Article 153 The Company may purchase liability insurance for directors, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers.	(Adjusted to Articles 107 and 147)
~~**Article 154**~~ ~~The Company shall, with the prior approval of shareholders in a general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated. The aforesaid emoluments include:~~ ~~(1) emoluments in respect of his service as director, supervisor or senior officer of the Company;~~	(Deleted)

~~(2) emoluments in respect of his service as director, supervisor or senior officer 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 contract mentioned above.~~	
~~**Article 155**~~ ~~The contract concerning the emoluments between the Company and its directors and 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 all the shareholders;~~ ~~(2) an offer made by any person with a view to making the offeror become a "controlling shareholder" within the meaning of Article 56.~~ ~~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 the acceptance 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.~~	(Deleted)
CHAPTER ~~15~~: FINANCIAL AND ACCOUNTING SYSTEMS AND PROFIT DISTRIBUTION	**CHAPTER 9: FINANCIAL AND ACCOUNTING SYSTEMS AND PROFIT DISTRIBUTION**
Article 156 The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and ~~PRC accounting standards formulated by the finance regulatory~~ departments of the State ~~Council~~.	**Article 148** The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and rules of the relevant departments of the State.
Article 158 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 ~~regulatory documents promulgated by competent local governments and the~~	**Article 150** 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 securities regulatory

~~governmental authorities in charge~~ require the Company to prepare.	rules of the places where the Company's shares are listed require the Company to prepare.
Article 159 The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every ~~shareholders'~~ annual general meeting. Each shareholder shall be entitled to obtain 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 the aforesaid reports together with the report of the board of directors not later than twenty-one (21) days before the date of every annual general meeting according to Article ~~203~~.	**Article 151** The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter. The Company shall deliver or send to each shareholder of H Shares the aforesaid reports together with the report of the board of directors not later than twenty-one (21) days before the date of every annual general meeting according to Article 196.
Article 162 ~~The Company shall publish its financial reports four (4) times every fiscal year.~~ The Company shall submit ~~an annual financial and accounting report to the securities regulatory authority under the State Council~~ within four (4) months after the end of each fiscal year, submit ~~an interim financial and accounting report to the securities regulatory authority under the State Council and the~~ stock exchange within two (2) months after the end of the first ~~six (6) months~~ of each fiscal year~~ and submit a quarterly financial and accounting report to the securities regulatory authority under the State Council and stock exchange within one (1) month after the end of the first three (3) and the first nine (9) months of each fiscal year respectively.~~	**Article 154** The Company shall submit and disclose the annual report within four (4) months after the end of each fiscal year to the CSRC Beijing Branch and the stock exchange, submit and disclose the interim report to the CSRC Beijing Branch and stock exchange within two (2) months after the end of the first half of each fiscal year The above annual reports and interim reports shall be formulated in according to the laws, administrative regulations and securities regulatory rules of the places of stock exchange listing.
Article 163 The Company shall not keep any other accounts other than those required by law.	**Article 155** The Company shall not keep any other accounts other than those required by law. The funds of the Company shall not be deposited in any accounts under the name of an individual.
Article 164 When the Company distributes its after-tax profits for a given year, it shall allocate ten per cent (10%) of profits to its statutory common reserve fund. The Company shall no longer be required to make allocations to its statutory common reserve fund once the aggregate amount of such reserve reaches fifty per cent (50%) or more of its registered capital. If the Company's statutory common reserve fund is insufficient to make up its losses of the previous years, such losses shall be made up from the profit for the current year before the Company makes allocations to	**Article 156** When the Company distributes its after-tax profits for a given year, it shall allocate ten per cent (10%) of profits to its statutory common reserve fund. The Company shall no longer be required to make allocations to its statutory common reserve fund once the aggregate amount of such reserve reaches fifty per cent (50%) or more of its registered capital. If the Company's statutory common reserve fund is insufficient to make up its losses of the previous years, such losses shall be made up from the profit for the current year before the Company makes allocations to

the statutory common reserve fund pursuant to the preceding paragraph. The Company may, if so resolved by the ~~shareholders'~~ meeting, make allocations to the discretionary common reserve fund from after-tax profits after making allocations to the statutory common reserve fund from the after-tax profits. The Company's after-tax profits remaining after it has made up its losses and made allocations to its common reserve fund shall be distributed in proportion to the shareholdings of its shareholders. If the ~~shareholders'~~ meeting violates the ~~preceding paragraph by~~ distributing profits to shareholders ~~before the Company has made up its losses and made allocations to the statutory common reserve fund~~, the profits distributed in violation of laws ~~must~~ be returned to the Company by the shareholders. The shares held by the Company shall not be entitled to profit distribution.	the statutory common reserve fund pursuant to the preceding paragraph. The Company may, if so resolved by the general meeting, make allocations to the discretionary common reserve fund from after-tax profits after making allocations to the statutory common reserve fund from the after-tax profits. The Company's after-tax profits remaining after it has made up its losses and made allocations to its common reserve fund shall be distributed in proportion to the shareholdings of its shareholders. If the general meeting violates the Company Law when distributing profits to shareholders, the profits distributed in violation of laws shall be returned to the Company by the shareholders. Shareholders, directors, and senior officers who cause losses to the Company shall be liable for compensation. The shares held by the Company shall not be entitled to profit distribution.
~~Article 165~~ ~~Capital common reserve fund includes the following items:~~ ~~(1) premium on shares issued at a premium price;~~ ~~(2) any other income prescribed by the finance regulatory department of the State Council as capital common reserve fund.~~ ~~The capital common reserve fund may not be used to make up the losses of the Company.~~	(Deleted)
Article 166 The common reserve fund of the Company shall be applied for the following purposes: (1) to make up losses; (2) to expand the Company's production and operation; (3) to be converted into capital of the Company. The Company ~~may convert its common reserve fund into capital with the approval of shareholders in a general meeting. When such conversion takes place, the Company shall either distribute new shares in proportion to the existing shareholding percentages, or increase the par value of each share, provided, however, that w~~hen the statutory common reserve fund is converted to capital, the balance of the statutory common reserve fund may not fall below 25% of the registered capital.	**Article 157** The common reserve fund of the Company shall be applied for the following purposes: (1) to make up losses of the Company; (2) to expand the Company's production and operation; (3) to be converted into registered capital of the Company. The Company shall apply its surplus reserves to cover losses using discretionary reserves and statutory reserves firstly; and if the losses cannot be covered, the Company may apply the capital reserves according to rules. When the statutory common reserve fund is converted to increase registered capital, the balance of the statutory common reserve fund may not fall below 25% of the registered capital prior to the conversion.
Article 167	**Article 158**

Dividend shall be paid twice a year. The annual dividends of the Company shall be decided by the shareholders by way of an ordinary resolution. The shareholders may by way of an ordinary resolution authorize the board of directors to decide on the interim dividends.	Dividend shall be paid twice a year. The annual dividends of the Company shall be decided by the shareholders by way of an ordinary resolution at a general meeting. The shareholders may by way of an ordinary resolution in an annual general meeting authorize the board of directors to decide on the interim dividends.
Article 168 (1) The Company shall give full consideration to the reasonable investment returns for its investors and seek to protect the long-term interests of the Company, the overall interests of all of its shareholders as well as sustainable development of the Company itself. It shall also strive to maintain the consistency and stability of its policy on distribution of profits. (2) The Company may pay any dividends in cash, shares or otherwise in such other way as permitted by laws and regulations. The Company will tend to pay any such dividends in cash over other methods of payment. (3) The Company shall pay cash dividends for the year in which both the net profit attributable to the parent company and the cumulative undistributed profit are positive and so long as the cash flows of the Company may support its normal course of operation and sustainable development. Any such cash dividends shall not be less than 30% of the net profit attributable to the parent company for that year. (4) If, for any special reason, the Company will have to revise or modify the profit distribution policy as provided in (2) and (3) under this article, any such revision or modification, having been appraised by independent directors of the Company, shall be adopted by the board of directors prior to consideration for approval at a ~~shareholders'~~ meeting. The general meeting shall be held in such a manner which satisfies the regulatory requirements of the jurisdiction in which the Company is listed. The ~~shareholders'~~ general meeting passes motions in connection with the distribution of dividend~~, allotment of bonus shares, or conversion of capital common reserve fund into share capital,, the Company shall implement detailed plans thereof within two (2) months after the conclusion of such shareholders' general meeting~~. If a shareholder has not claimed his dividends six years after such dividends has been declared in accordance with the Articles of Association, such shareholder is deemed to forfeit his right to claim such dividends. The Company shall not exercise its power to forfeit the unclaimed dividends until after the expiry of the applicable limitation period.	**Article 159** The Company shall distribute its profits in accordance with the following principles: (1) The Company shall give full consideration to the reasonable investment returns for its investors and seek to protect the long-term interests of the Company, the overall interests of all of its shareholders as well as sustainable development of the Company itself. It shall also strive to maintain the consistency and stability of its policy on distribution of profits. (2) The Company may pay any dividends in cash, shares or otherwise in such other way as permitted by laws and regulations. The Company will tend to pay any such dividends in cash over other methods of payment. (3) The Company shall pay cash dividends for the year in which both the net profit attributable to the parent company and the cumulative undistributed profit are positive and so long as the cash flows of the Company may support its normal course of operation and sustainable development. Any such cash dividends shall not be less than 30% of the net profit attributable to the parent company for that year. (4) If, for any special reason, the Company will have to revise or modify the profit distribution policy as provided in (2) and (3) under this article, any such revision or modification, having been appraised by independent directors of the Company, shall be adopted by the board of directors prior to consideration for examination and approval at a general meeting. The general meeting shall be held in such a manner which satisfies the regulatory requirements of the jurisdiction in which the Company is listed. The Company shall complete the distribution of dividends (or shares) within two (2) months after the general meeting passes motions in connection with the distribution of dividend or after the board of directors formulates a specific interim dividend distribution plan based on the conditions and caps for the next year's interim dividend approved by the annual general meting. If a shareholder has not claimed his dividends six years after such dividends has been declared in accordance with the Company's Articles of Association, such

	shareholder is deemed to forfeit his right to claim such dividends. The Company shall not exercise its power to forfeit the unclaimed dividends until after the expiry of the applicable limitation period.
Article 169 The Company shall calculate~~,~~ declare~~ and pay~~ dividends and other amounts which are payable to ~~The Company shall calculate and declare dividends and other payments which are payable to~~ holders ~~of Domestic Invested Shares~~ in Renminbi ~~holders of Overseas Listed Foreign Invested Shares in Renminbi, and shall pay such amounts in the local currency of the place in which such Overseas Listed Foreign Invested Shares are listed (if such shares are listed in more than one place, then the currency of the principal place on which such shares are listed as determined by the board of directors shall be adopted).~~	**Article 160** The Company shall calculate and declare dividends and other amounts which are payable to shareholders in Renminbi and pay such dividends and other amounts to shareholders in accordance with the laws, administrative regulations and securities regulatory rules of the places where the Company's shares are listed.
Article 170 The Company shall pay dividends and other amounts to holders of ~~Foreign Invested~~ Shares in accordance with the relevant foreign exchange control regulations of the State. If there is no applicable regulation, the applicable exchange rate shall be the average closing rate for the relevant foreign currency announced by the People's Bank of China during the week prior to the announcement of payment of dividend and other amounts.	**Article 161** The Company shall pay dividends and other amounts to holders of H Shares in accordance with the relevant foreign exchange control regulations of the State. If there is no applicable regulation, the applicable exchange rate shall be the average closing rate for the relevant foreign currency announced by the People's Bank of China during the week prior to the announcement of payment of dividend and other amounts.
Article 171 The Company shall appoint receiving agents for holders of the ~~Overseas Listed Foreign Invested~~ Shares. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts which the Company should pay to holders of ~~Overseas Listed Foreign Invested~~ Shares on such shareholders' behalf. The receiving agents appointed by the Company shall meet the relevant requirements of laws ~~of the places where the Company's shares are listed or~~ the relevant regulations of the stock exchange. The receiving agent appointed for holders of ~~Overseas Listed Foreign Invested~~ Shares~~ listed in Hong Kong~~ shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.	**Article 162** The Company shall appoint receiving agents for holders of the H Shares. Such receiving agents shall receive dividends 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 laws and regulations and the relevant regulations of the stock exchange. The receiving agent appointed for holders of H Shares shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.
	CHAPTER 10: INTERNAL AUDIT
(Newly Added)	**Article 163** The Company implements an internal audit system, clarifying the leadership system, responsibility authorities, personnel allocation, funding assurance,

	audit result application, and accountability of internal audit work.
(Newly Added)	**Article 164** The internal audit institution of the Company shall supervise and inspect the business activities, risk management, internal control, financial information, and other matters of the Company.
(Newly Added)	**Article 165** The internal audit institution is accountable to the board of directors. During the process of supervising and inspecting the Company's business activities, risk management, internal control, and financial information, the internal audit institution shall accept the supervision and guidance of the audit and risk management committee. The internal audit institution shall immediately report directly to the audit and risk management committee when discovering relevant material issues or leads.
(Newly Added)	**Article 166** The internal audit institution is responsible for the specific organization and implementation of the Company's internal control evaluation. The Company issues an annual internal control evaluation report based on evaluation reports and relevant information issued by the internal audit institution and reviewed by the audit and risk management committee.
	Article 167 When the audit and risk management committee communicates with external audit firms such as accounting firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.
(Newly Added)	**Article 168** The audit and risk management committee shall participate in the appraisal of the person in charge of internal audit.
CHAPTER ~~16~~: APPOINTMENT OF ACCOUNTING FIRMS	**CHAPTER 11: APPOINTMENT OF ACCOUNTING FIRMS**
Article 172 The Company ~~shall~~ appoint an ~~independent~~ accounting firm which meets the ~~relevant~~ requirements of ~~the State to audit the Company's annual financial report and review the Company's other financial reports~~. ~~The first accounting firm of the Company may be appointed at the inaugural meeting prior to the first~~	**Article 169** The Company appoints an accounting firm which meets the requirements of the Securities Law to perform services such as financial statement audits, net asset verification, and other related consulting services. The appointment term is one (1) year and can be renewed.

~~annual general meeting of the Company. The accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.~~ ~~If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the board of directors.~~	
Article 173 The accounting firm appointed by the Company shall hold its office from the conclusion of the annual general meeting ~~of shareholders~~ at which it was appointed until the conclusion of the next annual general meeting ~~of shareholders~~.	**Article 170** The accounting firm appointed by the Company shall hold its office from the conclusion of the annual general meeting at which it was appointed until the conclusion of the next annual general meeting.
(Newly Added)	**Article 171** The appointment or dismissal of an accounting firm by the Company shall be approved by the general meeting. The Board shall not appoint an accounting firm before the approval of the general meeting. The Company guarantees that the accounting documents, account books, financial and accounting reports, and other accounting materials provided to the accounting firm are authentic and complete. The Company shall not refuse to provide or conceal information and shall not provide false information.
Article 174 The accounting firm appointed by the Company shall enjoy the following rights: (1) the right to review to the books, records and vouchers of the Company at any time and the right to require the directors, president, senior vice presidents, vice presidents, chief financial officer and other senior officers of the Company to supply relevant information and make explanations; (2) the 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) the 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.	**Article 172** The accounting firm appointed by the Company shall enjoy the following rights: (1) the right to review to the books, records and vouchers of the Company at any time and the right to require the directors, president, senior vice presidents, vice presidents, chief financial officer, secretary to the board of directors, chief geologist, chief engineer, chief safety officer, general counsel, and other senior officers of the Company to supply relevant information and make explanations; (2) the 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) the right to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company's accounting firm.
~~**Article 175**~~ ~~If there is a vacancy in the position of the accounting firm of the Company, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting.~~	(Deleted)

~~Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.~~	
Article 176 The shareholders in a general meeting may by an ordinary resolution remove the Company's accounting firm before the expiration of its term of office~~, irrespective of the provisions in the contract between the Company and the accounting firm~~. ~~However, the~~ accounting firm's right to claim for damages which arise from its removal shall not be affected ~~thereby~~.	**Article 173** The shareholders in a general meeting may by an ordinary resolution remove the Company's accounting firm before the expiration of its term of office. The accounting firm's right to claim for damages which arise from its removal shall not be affected.
~~**Article 177**~~ ~~The remuneration of an accounting firm or the manner to determine its remuneration shall be determined by the shareholders in a general meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.~~	(Deleted)
~~**Article 178**~~ ~~The Company's appointment, removal or non-renewal of the appointment 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 as the Company's accounting firm a firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, to reappoint as the Company's accounting firm a retiring accounting firm who was appointed by the board of directors to fill a casual vacancy or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:~~ ~~(1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposing to leave its post or the accounting firm which has left its post in the relevant fiscal year (leaving includes leaving by removal, resignation and retirement).~~ ~~(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:~~ ~~(a) in any notice regarding the adoption of resolutions given to shareholders, state the fact of the representations having been made; and~~ ~~(b) attach a copy of the representations to the notice and deliver it to the shareholders in the manner~~	(Deleted)

~~stipulated in the Company's Articles of Association.~~ ~~(3) If the Company fails to send out the representations made by the accounting firm in the manner set out in sub-paragraph (2) above, such accounting firm may (in addition to his right to be heard) require that the representations be read out at the meeting.~~ ~~(4) The accounting firm which is leaving its post shall be entitled to attend the following shareholders' general meetings:~~ ~~(a) the shareholders' general meeting at which its term of office would otherwise have expired;~~ ~~(b) the shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; and~~ ~~(c) the shareholders' general meeting which is convened as a result of its resignation,~~ ~~and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which it attends on any part of the business of the meeting which concerns it as former accounting firm of the Company.~~	
~~**Article 179**~~ ~~Prior notice should be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position as the Company's auditor, it shall make clear to the shareholders 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 legal address 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 notify each shareholder of Overseas Listed Foreign Shares of a copy of such statement pursuant to Article 203 of the Company's Articles of Association.~~	(Deleted)

~~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.~~	
~~**CHAPTER 17: INSURANCE**~~	
~~**Article 180**~~ ~~The various types of insurance of the Company's insurance shall be decided at a meeting of the board of directors in accordance with the relevant insurance laws in China.~~	(Deleted)
CHAPTER ~~18~~: LABOUR AND PERSONNEL MANAGEMENT SYSTEM	**CHAPTER 12: LABOUR AND PERSONNEL MANAGEMENT SYSTEM**
Article 184 The Company ~~shall provide medical, retirement and unemployment insurance for its employees and put in place a labour insurance~~ system in accordance with the relevant laws and regulations ~~of the State~~.	**Article 177** The Company, in accordance with relevant national laws and regulations, legally contributes to social insurance programs, including basic pension, basic medical insurance, work-related injury insurance, unemployment insurance, and maternity insurance, and establishes supplementary corporate insurance systems such as enterprise annuities and supplementary medical insurance as required.
~~**CHAPTER 19: TRADE UNIONS**~~	
Article 185 The Company's employees may form trade unions, carry on trade union activities and protect their legal rights. The Company shall provide the necessary conditions for such activities.	(Adjusted to Article 13)
CHAPTER ~~20~~: MERGER AND DIVISION OF THE COMPANY	**CHAPTER 13: MERGER AND DIVISION OF THE COMPANY**
~~**Article 186**~~ ~~In the event of the merger or division of the Company, a plan shall be presented by the Company's board of directors and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then go through the relevant approval process. 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 to acquire his shares at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company.~~	(Deleted)
Article 187 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.	**Article 178** 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 ten (10) days commencing from the date of the Company's merger resolution and shall publish a public announcement in a ~~newspaper~~ within thirty (30) days commencing from the date of the Company's merger resolution. Creditors may, within a period of thirty (30) days commencing from the date of receipt of the written notification, or within a period of forty-five (45) days commencing from the date of the announcement for those who do not receive written notification, claim full repayment or require the provision of a corresponding security from the Company. After the merger, rights and liabilities of each party to the merger shall be assumed by the company which survives the merger or the newly established company.	If the payment for the merger of the Company does not exceed 10% of the Company's net assets, it may not require a resolution by a general meeting but must be resolved by the board of directors. 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 notifies its creditors within ten (10) days commencing from the date of the Company's merger resolution and shall publish a public announcement in a designated media platform or on the National Enterprise Credit Information Publicity System within thirty (30) days commencing from the date of the Company's merger resolution. Creditors may, within a period of thirty (30) days commencing from the date of receipt of the written notification, or within a period of forty-five (45) days commencing from the date of the announcement for those who do not receive written notification, claim full repayment or require the provision of a corresponding security from the Company. After the merger, rights and liabilities of each party to the merger shall be assumed by the company which survives the merger or the newly established company.
Article 188 Where there is a division of the Company, its assets shall be divided up accordingly. 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 ten (10) days commencing from the date of the Company's division resolution and shall publish a public announcement in a ~~newspaper~~ within thirty (30) days commencing from the date of the Company's division resolution. Liabilities incurred by the Company prior to the division shall be borne by the companies surviving the division jointly and severally, unless the Company and its creditors have entered into a written agreement on payment of debts prior to the division and the agreement stipules otherwise.	**Article 179** Where there is a division of the Company, its assets shall be divided up accordingly. In the event of division of the Company, a balance sheet and an inventory of assets shall be prepared. The Company notifies its creditors within ten (10) days commencing from the date of the Company's division resolution and shall publish a public announcement in a designated media platform or on the National Enterprise Credit Information Publicity System within thirty (30) days commencing from the date of the Company's division resolution. Liabilities incurred by the Company prior to the division shall be borne by the companies surviving the division jointly and severally, unless the Company and its creditors have entered into a written agreement on payment of debts prior to the division and the agreement stipules otherwise.
CHAPTER ~~21~~: DISSOLUTION AND LIQUIDATION	**CHAPTER 14: DISSOLUTION AND LIQUIDATION**
Article 190 The Company shall be dissolved ~~and liquidated upon the occurrence of any of the following events~~: (1) a resolution for dissolution is passed by shareholders at a general meeting;	**Article 181** The Company shall be dissolved due to the following reasons: (1) a resolution for dissolution is passed by shareholders at a general meeting;

(2) dissolution is required as a result of a merger or division of the Company; (3) its business licence has been revoked, or it is ordered to close down or is dissolved in accordance with laws; or (4) where there are serious difficulties in the operation and management of the Company and the continual existence would cause major losses to the interests of the shareholders, and the matter cannot be resolved through other means, shareholders representing 10% or more of the voting rights of the Company may petition to the court for dissolution of the Company~~.~~	(2) dissolution is required as a result of a merger or division of the Company; (3) its business licence has been revoked, or it is ordered to close down or is dissolved in accordance with laws; or (4) where there are serious difficulties in the operation and management of the Company and the continual existence would cause major losses to the interests of the shareholders, and the matter cannot be resolved through other means, shareholders representing 10% or more of the voting rights of the Company may petition to the court for dissolution of the Company; (5) when other dissolution events specified in the Company's Articles of Association occurs. If the Company encounters the cause of dissolution as stipulated in the preceding paragraph, it shall announce the reasons of dissolution through the National Enterprise Credit Information Publicity System within 10 days.
	Article 182 When the Company falls under Items (1) and (5) of Article 181 of these Articles of Association and has not yet distributed its assets to the shareholders, it may continue to exist by amending the Articles of Association or a resolution of the general meeting. Any amendment to the Company's Articles of Association or a resolution made at the general meeting in accordance with the preceding paragraph must be approved by at least two-thirds of the voting rights represented at the general meeting.
Article 191 ~~A liquidation committee shall be set up so as to commence the liquidation procedures within fifteen (15) days of~~ the Company ~~being~~ dissolved pursuant to sub-paragraphs (1), (3) ~~and~~ (4) of the Article ~~190~~ of ~~the Company's~~ Articles of Association. ~~The liquidation committee shall be composed of directors or of the persons determined by the shareholders' general meeting. If the Company fails to establish liquidation committee to carry out the liquidation within the time limit, its creditors may make an application to the court for its designation of relevant persons to form a liquidation committee to carry out the liquidation.~~	**Article 183** The Company shall be liquidated if the Company is dissolved pursuant to sub-paragraphs (1), (3), (4) and (5) of the Article 181 of these Articles of Association. The directors are the Company's liquidators and shall establish a liquidation committee to carry out the liquidation within 15 days after the occurrence of the cause for dissolution. The liquidation committee shall be composed of directors, except where otherwise resolved by the general meeting. If the liquidators fail to fulfill the liquidation obligations in a timely manner, causing losses to the Company or creditors, they shall be liable for compensation.
~~**Article 192**~~	(Deleted)

~~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 of convening a shareholders' general meeting stating 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 for the liquidation of the Company, all functions 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.~~	
Article 193 The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a ~~newspaper~~. A creditor shall, within thirty (30) days of receipt of the notice, or for creditors who have not ~~personally~~ received such notice, within forty-five (45) days of the date of the public announcement, report its rights to the liquidation committee. When reporting his rights, the creditor shall provide an explanation of matters which are relevant thereto and shall provide evidential material in respect thereof. The liquidation committee shall register the creditor's rights.	**Article 184** The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a designated media platform or on the National Enterprise Credit Information Publicity System. A creditor shall, within thirty (30) days of receipt of the notice, or for creditors who have not received such notice, within forty-five (45) days of the date of the public announcement, report its rights to the liquidation committee. When reporting his rights, the creditor shall provide an explanation of matters which are relevant thereto and shall provide evidential material in respect thereof. The liquidation committee shall register the creditor's rights. During the period of the claim for creditors' rights, the liquidation committee shall not repay the creditors.
Article 195 After it has sorted out the Company's assets and has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a ~~shareholders'~~ general meeting or to the ~~relevant governmental~~ ~~authority~~ for confirmation. The Company's assets shall be distributed ~~in accordance with the sequence stipulated by laws and regulations. If there is no applicable law, such distribution shall be carried out in accordance with a~~	**Article 186** After it has sorted out the Company's assets and has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a general meeting or to the court for confirmation. The Company's residual assets, after sequentially covering liquidation expenses, employee wages, social insurance contributions, statutory compensation, paying all outstanding taxes, and settling company

~~fair and reasonable procedure determined by the liquidation committee.~~ ~~Any residual assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding paragraph shall be distributed to its shareholders according to the class of shares and the proportion of shares held.~~ During the liquidation period, the Company shall not commence any ~~new~~ business activities.	debts, shall be distributed to shareholders in proportion to their respective shareholdings. During the liquidation period, the Company shall continue to exist but shall not commence any business activities unrelated to the liquidation. No distribution to shareholders shall be made until the company's assets have been fully allocated in accordance with the preceding provisions.
Article 196 ~~For a liquidation arising from the Company's dissolution, i~~f after ~~liquidating~~ the Company's assets and preparing 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 ~~immediately~~ apply to the people's court for a declaration of bankruptcy. ~~After the Company is declared bankrupt by a ruling of~~ the court~~, the liquidation committee shall transfer all matters arising from the liquidation to the court~~.	**Article 187** If after sorting out the Company's assets and preparing 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 for a declaration of bankruptcy and liquidation. After the court accepts the bankruptcy application, the liquidation committee shall transfer the liquidation matters to the bankruptcy administrator appointed by the court.
Article 197 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report~~, a statement of income received and expenses incurred during the liquidation period and a financial report, which shall be verified by a PRC certified public accountant~~ and submit~~ted~~ to the ~~shareholders'~~ general meeting or the ~~relevant governmental authority~~ for confirmation. ~~The liquidation committee shall, within thirty (30) days after such confirmation,~~ submit ~~the documents referred to in the preceding paragraph~~ to the companies registration authority apply for cancellation of registration of the Company~~, and publish a public announcement relating to the termination of the Company~~.	**Article 188** Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report and submit it to the general meeting or the court for confirmation and submit to the companies registration authority and apply for cancellation of registration of the Company.
Article 198 Members of a liquidation committee shall ~~be faithful in the discharge of their duties and perform the liquidation obligations in accordance with laws. Members of a liquidation committee may not abuse their authority to accept bribes or other illegal income and may not seize the Company's property. If m~~embers of the liquidation committee ~~wilfully or by gross negligence cause loss to the Company or its creditors, they~~ shall be liable for compensation.	**Article 189** Members of a liquidation committee shall perform liquidation duties and bear the obligations of fiduciary and diligence. Members of the liquidation committee who fail to fulfill their liquidation duties and cause losses to the Company shall be liable for compensation, and are liable to indemnify any loss caused to the Company or creditors arising from their wilful or material default.
(Newly Added)	**Article 190**

	If the company is declared bankrupt in accordance with the law, it shall undergo bankruptcy liquidation in compliance with relevant enterprise bankruptcy legislation.
CHAPTER ~~22: PROCEDURES FOR~~ AMENDMENT OF THE ~~COMPANY'S~~ ARTICLES OF ASSOCIATION	**CHAPTER 15: AMENDMENT OF THE ARTICLES OF ASSOCIATION**
Article 199 The Company ~~may~~ amend ~~its~~ Articles of Association in ~~accordance with the requirements of laws, administrative regulations and the Company's Articles of Association~~	**Article 191** The Company will amend the Articles of Association in the following circumstances: (1) provisions of these Articles of Association conflict with the Company Law, related laws or administrative regulations or securities regulatory rules of the places where the Company's shares are listed after being amended; (2) a change occurs in the Company's situation and such change is inconsistent with the matters stated herein; or (3) the general meeting decides to amend the Articles of Association.
Article 200 ~~The Company's Articles of Association shall be amended in the following manner:~~ ~~(1)~~ The board of directors shall ~~propose amendments to the Company's Article of Association;~~ ~~(2) The foregoing proposal shall be furnished to the shareholders in writing and a shareholders' meeting shall be convened;~~ ~~(3) The amendments shall be approved by votes representing two thirds or more of the voting rights represented by the shareholders present at the meeting.~~	**Article 192** The board of directors shall amend the Articles of Association in accordance with the resolution of the general meeting on amending these Articles of Association and the opinion provided upon examination by the competent authorities.
Article 201 ~~Amendment of the Company's Articles of Association which involves the content of the Mandatory Provisions of Overseas Listed Companies' Articles of Association (signed by the Securities Committee of the State Council and the Economic Reform Committee of the State on 27 August 1994) ("Mandatory Provisions") shall become effective upon receipt of approvals from the companies approving department authorised by the State Council and the securities authority of the State Council.~~ 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.	**Article 193** Any amendment to the Articles of Association adopted by a resolution of a general meeting that requires regulatory approval 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.
(Newly Added)	**Article 194** If an amendment to the Articles of Association involves a matter which is required by laws and

	regulations to be disclosed, an announcement shall be made in accordance with regulations.
CHAPTER ~~23~~: NOTICE	**CHAPTER 16: NOTICE AND ANNOUNCEMENT**
Article 202 ~~Unless otherwise provided, the Company shall, where it is making a public announcement in the prescribed or approved manner, issue any notice or announcement in at least one (1) media which has been designated by the securities authority of the State Council, and, where possible, to publish such notice or announcement on the same day in the forms required, from time to time, by overseas regulatory authorities where the Company's shares are listed.~~	**Article 195** Notice of the Company shall be given by the following means: (1) in person; (2) by mail; (3) by announcement; (4) other means as stipulated in the Articles of Association.
Article 203 Corporate communication such as notices, information or written statements shall be issued by the Company to holders of ~~Overseas Listed Foreign Invested~~ Shares by announcement, electronic means or other methods according to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Notices to be issued to holders of ~~Domestic Invested~~ Shares shall be ~~released in any one or more media appointed by the securities authority of the State Council. All holders of Domestic Invested Shares shall be deemed to have received such notices once they are published~~	**Article 196** Corporate communication such as notices, information or written statements shall be issued by the Company to holders of H Shares by announcement, electronic means or other methods according to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Notices to be issued to holders of A Shares shall be made by announcement and deemed to be received by all relevant persons once such announcement is published.
Newly Added	**Article 197** The notices of meetings of the board of directors convened by the Company shall be delivered by courier, electronic mail, mail, facsimile, etc.
Article 204 ~~All notices which are to be sent by mail shall be clearly addressed with postage pre-paid, and shall be put in envelopes before being posted. Such letters of notice shall be deemed to have been received by shareholders five (5) days after the date of despatch.~~	**Article 198** For a Company notice given in person, the person on whom it is served shall sign (of affix his/her seal to) the acknowledgement slip, and the date on which he/she signed in receipt shall be the date of service. For a Company notice given by mail, the date of service shall be the fifth business day from the date of consignment to the post office. For a Company notice given by way of announcement, the first day of publication shall be the date of service. Where laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed otherwise stipulate, those rules prevail.
Newly Added	**Article 199** A meeting and the resolutions adopted thereat shall not be invalidated due to the accidental omission to give

	notice of the meeting to, or the non-receipt of notice of the meeting by, a person entitled to receive notice.
Newly Added	**Article 200** The Company designates media satisfying the requirements prescribed by the CSRC as the media to publish the announcements and other information of the Company.
Article 205 Any notice, document, information or written statement from the shareholders or directors to the Company shall be delivered personally or sent by ~~registered~~ mail to the ~~legal address of the~~ Company.	**Article 201** Any notice, document, information or written statement from the shareholders or directors to the Company shall be delivered personally or sent by mail to the Company.
CHAPTER ~~24~~: SUPPLEMENTARY	**CHAPTER 17: SUPPLEMENTARY**
Article 208 The Company's Articles of Association are written in Chinese and English. Both text shall be equally valid. If there is any discrepancy between the two versions, ~~the Chinese version shall prevail~~.	**Article 204** The Company's Articles of Association are written in Chinese and English. Both text shall be equally valid. If there is any discrepancy between the two versions, the latest Chinese version of the Articles of Association as registered by Beijing Market Regulation Administration shall prevail.
Newly Added	**Article 205** For the purposes of the Articles of Association, the terms "not less than", "or more" (以上), "within" (以內) shall include the number itself; and the terms "over", "exceeding" (過), "other than" (以外), "below" (低於) and "more than" (多於) shall not include the number itself.
Article 209 The right to interpret the Company's Articles of Association shall vest with the board of director of the Company. ~~Any outstanding matters not covered in the Company's Articles of Association or any conflicts between the Company's Articles of Association and the laws and regulations and the relevant rules of the stock exchanges shall be handled in accordance with the laws and regulations and the relevant rules of the stock exchanges and the actual situation of the Company.~~	**Article 206** The right to interpret the Company's Articles of Association shall vest with the board of director of the Company.

Following the above amendments, the number of articles of the Articles of Association will be decreased from 209 to 206 and other articles will be renumbered accordingly.

II. Proposed Amendments to the Rules of Procedures of the General Meeting

The proposed amendments to the Rules of Procedures of the General Meeting are set out as follows:

Original Articles	Revised Articles after the Proposed Amendments
Article 1 In order to rationalise acts of the Company, ensure that the shareholders legally exercise the shareholders' rights through shareholders' general meetings, these Procedural Rules are formulated in accordance with the provisions of the Company Law of PRC (the "Company Law"), ~~Prerequisite Clauses of the Articles of Association of Companies Seeking a Listing Outside the PRC,~~ Guidelines for Articles of Association of Listed Companies, Rules for the ~~Shareholders'~~ General Meetings of Listed Companies ~~rules and regulations of the security regulatory authority~~ and, listing rules in places where the Company's shares are listed, and the Articles of Association of ("Articles of Association") of PetroChina Company Limited.	**Article 1** In order to rationalise acts of PetroChina Company Limited (the "Company"), ensure that the shareholders legally exercise the shareholders' rights through general meetings, these Procedural Rules are formulated in accordance with the provisions of the Company Law of PRC (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), Guidelines for Articles of Association of Listed Companies, Rules for the General Meetings of Listed Companies and other laws, administrative regulations, listing rules in places where the Company's shares are listed, and the Articles of Association of ("Articles of Association") of PetroChina Company Limited.
(Newly Added)	**Article 2** Matters pertaining to the convening, proposal submission, notification, and conduct of the Company's general meetings shall be governed by these rules.
Article ~~2~~ The Company shall convene ~~shareholders'~~ general meetings in strict compliance with the relevant requirements of the laws~~, these rules~~, the Articles of Association, and shall ensure that shareholders can exercise their rights according to laws. ~~The board of directors shall duly perform its duties, and shall organise shareholders' general meetings in a serious and timely manner. All the directors of the Company shall exercise their diligence to ensure the due convention of shareholders' general meetings and its lawful exercise of functions and powers.~~	**Article 3** The Company shall convene general meetings in strict compliance with the relevant requirements of the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, the Articles of Association and these rules, and shall ensure that shareholders can exercise their rights according to laws.
Article ~~3~~ The ~~shareholders'~~ general meeting shall exercise its functions and powers within the scope specified by the ~~Company Law,~~ the Articles of Association and other laws, ~~administrative regulations and rules set by governmental bodies~~ .	**Article 4** The general meeting shall exercise its functions and powers within the scope specified by the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association and other laws, and according to these rules.

Article 4 The board of directors shall appoint lawyers to issue opinions on the following which shall be announced: (1) whether the procedures for the convening and the holding of the shareholders' general meeting comply with the requirements of laws, administrative regulations, these rules and the Articles of Association; (2) the legality and validity of the qualifications of the persons attending the meeting and the qualifications of the convenor; (3) the legality and validity of the voting procedures and results of the shareholders' general meeting; (4) the issue of legal opinions on other issues upon the request of the Company.	(Adjusted to Article 26)
CHAPTER 2: THE POWERS OF THE ~~SHAREHOLDERS'~~GENERAL MEETING	**CHAPTER 2: THE POWERS OF THE GENERAL MEETING**
Article 5 The ~~shareholders'~~ general meeting shall have the following functions and powers: ~~(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 who represent the shareholders 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 proposed annual financial budget and final accounts;~~ (7) to examine and approve the Company's ~~annual~~ profit distribution plans and loss recovery plans; (8) to decide on the increase or reduction of the Company's registered capital; (9) to decide on ~~matters such as~~ merger, division, dissolution, liquidation of the Company, or changes in the form of the Company; (10) to decide on the issue of debentures by the Company; (11) to decide on the appointment~~,~~ dismissal ~~or non-renewal~~ of the ~~appointment of the~~ accounting firms of the Company; (12) to amend the Articles of Association;	**Article 5** The general meeting shall have the following functions and powers: (1) to elect and replace directors and to decide on matters relating to the remuneration of directors; (2) to examine and approve the board of directors' reports; (3) <u>to examine and approve the Company's financial report;</u> (4) to examine and approve the Company's profit distribution plans and loss recovery plans; (5) to decide on the increase or reduction of the Company's registered capital; (6) to decide on merger, division, dissolution, liquidation of the Company, or changes in the form of the Company; (7) to decide on the issue of debentures by the Company; (8) to decide on the appointment <u>or</u> dismissal of the accounting firms of the Company <u>engaged in the Company's audit business</u>; (9) to amend the Articles of Association; (10) to examine and approve the security-related matters that are subject to the approval of shareholders in general meetings according to laws, administrative regulations<u>, securities regulatory rules of the places where the Company's shares are listed,</u> the Articles of Association <u>or Article 6 of these Rules</u>;

~~(13) to consider motions raised by shareholders who represent three per cent (3%) or more of the total number of voting shares of the Company;~~ (14) to examine and approve the security-related matters that are subject to the approval of shareholders in general meetings according to laws, administrative regulations ~~or~~ the Articles of Association; (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 ~~or~~, Articles of Association, are subject to shareholders' approval in general meetings. ~~The shareholders in a general meeting may authorise the board of directors to carry out matters on their behalf or which they may delegate to the board of directors. Such authorization shall be clear and specific.~~ An ordinary resolution of the ~~shareholders'~~ general meeting shall be passed by affirmative votes representing at least fifty per cent (50%) of the voting rights represented by the shareholders (including shareholders' proxies) present at the meeting. A special resolution of the shareholders' general meeting shall be passed by affirmative votes representing at least two-thirds of the voting rights represented by the shareholders (including shareholders' proxies) present at the meeting.	(11) to examine <u>and approve</u> 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; (12) to examine and approve the change of the use of the raised funds; (13) to examine <u>and approve</u> stock incentive plans <u>and employee stock ownership plans</u>; (14) <u>to examine and approve the provision of financial assistance to others by the Company for the acquisition of shares of the Company or its parent company in accordance with the relevant provisions under these Articles of Association;</u> (15) to <u>examine and approve</u> other matters which, according to laws, administrative regulations, <u>securities regulatory rules of the places where the Company's shares are listed or these</u> Articles of Association, are subject to shareholders' approval in general meetings. <u>The Company's annual general meeting may authorize the board of directors to decide on the issuance of shares to specific investors, with a total financing amount not exceeding RMB300 million and not exceeding 20% of the net assets as at the end of the most recent fiscal year. This authorization shall expire on the date of the next annual general meeting.</u> <u>The general meeting may authorise the board of directors to resolve on the issue of corporate bonds.</u> <u>An authorization to the board of directors by the general meeting in relation to matters to be decided by ordinary resolutions</u> shall be passed by affirmative votes representing at least fifty per cent (50%) of the voting rights represented by the shareholders (including shareholders' proxies) present at the meeting. A special resolution of the shareholders' general meeting shall be passed by affirmative votes representing at least two-thirds of the voting rights represented by the shareholders (including shareholders' proxies) present at the meeting.
<u>Article 6</u> The Company's following activities of providing security for a third party shall be examined and approved by the ~~shareholders'~~ general meeting: (1) Any security provided after the total amount secured by the Company and its controlled subsidiaries for third parties ~~reaches or~~ exceeds	**<u>Article 6</u>** The Company's following activities of providing security for a third party shall be examined and approved by the general meeting: (1) Any security provided after the total amount secured by the Company and its controlled

fifty per cent (50%) of the latest audited net assets ~~of the Company~~; (2) Any security provided after the total amount secured ~~by the Company~~ for third parties ~~reaches or~~ exceeds thirty per cent (30%) of the latest audited total assets ~~of the Company~~; (3) The amount guaranteed to others ~~by the Company~~ within one (1) year exceeds thirty per cent (30%) of the latest audited total assets ~~of the Company~~; (4) Any security provided for the beneficiary whose debt-to-asset ratio exceeds seventy per cent (70%); (5) Any security provided with its amount exceeding ten per cent (10%) of the latest audited net assets; (6) Any security provided for a shareholder, de facto controller and their affiliated parties.	subsidiaries for third parties exceeds fifty per cent (50%) of the latest audited net assets; (2) Any security provided after the total amount secured for third parties exceeds thirty per cent (30%) of the latest audited total assets; (3) The amount guaranteed to others within one (1) year exceeds thirty per cent (30%) of the latest audited total assets ; (4) Any security provided for the beneficiary whose debt-to-asset ratio exceeds seventy per cent (70%); (5) Any security provided with its amount exceeding ten per cent (10%) of the latest audited net assets; (6) Any security provided for a shareholder, de facto controller and their affiliated parties.
CHAPTER 3: CALLING OF ~~SHAREHOLDERS'~~ GENERAL MEETING	**CHAPTER 3: CALLING OF GENERAL MEETING**
Article 7 ~~Shareholders' g~~eneral meetings are divided into annual general meetings and extraordinary general meetings. ~~Shareholders' general meetings shall be convened by the board of directors.~~ Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. ~~The board of directors shall convene an extraordinary general meeting within two (2) months of 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 of the number specified in the Articles of Association;~~ ~~(2) where the unrecovered losses of the Company amount to one third of the total amount of its share capital;~~ ~~(3) where shareholder(s) who individually or jointly holds 10% or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting;~~ ~~(4) whenever the board of directors deems necessary or the supervisory committee so requests;~~ ~~(5) other circumstances specified in laws, administrative regulations, departmental regulations or the Articles of Association.~~	**Article 7** General meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. An extraordinary general meeting shall be convened on an ad hoc basis. When circumstances specified in the Company Law or the Articles of Association requiring the convening of an extraordinary general meeting arise, such meeting shall be held within 2 months. If the Company is unable to convene a general meeting within the aforementioned time frame, it shall report to the China Securities Regulatory Commission ("CSRC") Beijing Branch and the stock exchange where the Company's shares are listed, providing explanations for the delay and making a public announcement.

~~**Article 8**~~ ~~The supervisory committee shall have the right to propose to the board of directors to convene an extraordinary shareholders' general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply as to whether it agrees to hold the extraordinary shareholders' general meeting or not within 10 days of the receipt of the proposal.~~ ~~If the board of directors agrees to convene the extraordinary shareholders' general meeting, it shall serve a notice of such meeting within 5 days after the resolution of the board of directors is made. In the event of the notice making any change to the original motion, the consent of the supervisory committee shall be obtained.~~ ~~If the board of directors does not agree to convene the extraordinary shareholders' general meeting or fails to give a reply within 10 days of the receipt of the proposal, the board of directors shall be deemed to be unable or to have failed in performing its duty of convening a shareholders' general meeting, and the supervisory committee may convene and preside over the meeting by itself.~~	(Deleted)
(Newly Added)	**Article 8** The board of directors shall convene a general meeting on time and within the prescribed period. Subject to the consent of more than half of all the independent directors, an extraordinary general meeting shall be convened with proposal by more than half of the independent directors to the board of directors. The board of directors shall, in accordance with the requirements of the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within 5 days after resolution of the board of directors is passed; any modifications to the original proposal in the notice shall require the

	approval of a majority of all independent directors. If the board of directors does not agree to convene the extraordinary general meeting, it shall make an announcement with relevant explanations.
(Newly Added)	**Article 9** The audit and risk management committee shall propose to the board of directors in writing to convene an extraordinary general meeting. The board of directors shall give a written response as to whether or not it agrees to convene such extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and these Articles of Association. If the board of directors agrees to convene the extraordinary general meeting, a notice of meeting shall be issued within 5 days after the relevant resolution of the board of directors is passed. Any change made to the original proposal in the notice shall be approved by the audit and risk management committee. If the board of directors does not agree to convene the extraordinary general meeting, or fails to give a response within 10 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening the general meeting, and the audit and risk management committee may itself convene and preside over such meeting by itself.
Article ~~9~~ Where any shareholders request for the convention of an extraordinary general meeting ~~or a class meeting~~ the following procedures shall be followed: Shareholders who individually or in aggregate hold not less than ten per cent (10%) of the Company's shares with voting right shall have the right to request in writing the board of directors to convene an extraordinary general meeting ~~or a class meeting~~. The board of directors shall, according to the laws, administrative regulations and the Company's Articles of Association, give written feedback of consenting to or refusing the convening of such extraordinary ~~shareholders'~~ general meeting within ten (10) days after it has received the request.	**Article 10** Where any shareholders request for the convention of an extraordinary general meeting, the following procedures shall be followed: Shareholders who individually or in aggregate hold not less than ten per cent (10%) of the Company's shares (including preferred shares with restored voting rights) with voting right shall have the right to request in writing the board of directors to convene an extraordinary general meeting. The board of directors shall, according to the laws, administrative regulations and the Company's Articles of Association, give written feedback of consenting to or refusing the convening of such extraordinary general meeting within ten (10) days after it has received the request.

If the board of directors ~~consents~~ to convene an extraordinary general meeting ~~or a class meeting~~, it shall give notice for such ~~shareholders'~~ general meeting within 5 days after it has so resolved. The consent of the concerned shareholders shall be obtained if any change is to be made to the request in the notice. If the board of directors refuses to convene an extraordinary general meeting ~~or a class meeting~~, or it fails to give any feedback within ten (10) days after it has received the request, the shareholders who individually or in aggregate hold not less than ten per cent (10%) of the Company's shares shall have the right to request in writing the ~~supervisory committee~~ to convene the extraordinary general meeting or class meeting. If the ~~supervisory~~ committee ~~consents~~ to convene ~~the~~ extraordinary general meeting ~~or the class~~ meeting~~, it shall give the notice for such shareholders' general meeting~~ within ~~five (~~5~~)~~ days after ~~it has~~ receive~~d~~ the request~~. The consent of the concerned shareholders shall be obtained if any change is to be made to the request in the notice.~~ If the ~~supervisory~~ committee fails to ~~give~~ notice of ~~convening the shareholders' general~~ meeting within the ~~provided time limit, the supervisory committee~~ shall be deemed ~~to have~~ failed to convene and preside ~~the shareholders'~~ general meeting~~,~~ and ~~the~~ shareholders ~~who individually or in aggregate hold not less than~~ ten per cent (10%) of the Company's shares for ~~more than ninety (~~90~~) consecutive~~ days may ~~at their own discretion~~ convene and preside such ~~a~~ meeting. ~~Any reasonable expenses incurred by the shareholders concerned by reason of failure by the board of directors to duly convene a meeting shall be repaid to shareholders concerned by the Company and any sum so repaid shall be set off against sums owed by the Company to the defaulting directors.~~	If the board of directors agrees to convene an extraordinary general meeting, it shall give notice for such general meeting within 5 days after it has so resolved. The consent of the concerned shareholders shall be obtained if any change is to be made to the request in the notice. If the board of directors refuses to convene an extraordinary general meeting, or it fails to give any feedback within ten (10) days after it has received the request, the shareholders who individually or in aggregate hold not less than ten per cent (10%) of the Company's shares (including preferred shares with restored voting rights) shall have the right to request in writing the audit and risk management committee to convene the extraordinary general meeting or class meeting. If the audit and risk management committee agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within 5 days after receiving the requests; any modifications to the original proposal in the notice shall require the approval of the relevant shareholders. If the audit and risk management committee fails to issue a notice of meeting within the required period, it shall be deemed that the audit and risk management committee failed to convene and preside over general meeting and a shareholder alone or shareholders together holding not less than ten per cent (10%) of the Company's shares (including preferred shares with restored voting rights) for not less than 90days in succession may convene and preside over such meeting.
Article 10 ~~Where any shareholders' general meeting is convened by the shareholders as a result of the directors' failure to convene a meeting at shareholders' request the procedure of convention shall as far as possible follow the case where the board of directors convenes a shareholders' general meeting, and all reasonable~~	(Adjusted to Article 12)

expenses ~~so incurred~~ shall be borne by the Company, ~~and any sum so borne shall be set off against sums owed by the Company to the defaulting directors.~~	
Article 11 In the event that the ~~supervisory~~ committee or the shareholders intend to convene a ~~shareholders'~~ general meeting, the ~~supervisory~~ or the shareholders concerned shall issue a written notice to the board of directors and, at the same time, notify the ~~accredited representative's offices of China Securities Regulatory Commission ("CSRC") at the locality of the Company and the s~~tock ~~e~~xchange. Before announcing the decision to convene the ~~shareholders'~~ general meeting, the shareholding of those shareholders who convened the meeting shall not be ~~less than~~ 10%. The ~~supervisory~~ and the shareholders convening the ~~shareholders'~~ general meeting shall, at the time of issuing the notice of ~~shareholders'~~ general meeting and the announcement to convene the ~~shareholders'~~ general meeting, submit relevant materials to the ~~accredited representative's offices of China Securities Regulatory Commission ("CSRC") at the locality of the Company~~ and the ~~s~~tock ~~e~~xchange.	**Article 11** In the event that the audit and risk management committee or the shareholders intend to convene a general meeting, the audit and risk management committee or the shareholders concerned shall issue a written notice to the board of directors and, at the same time, notify the Shanghai Stock Exchange. Before announcing the decision to convene the general meeting, the shareholding of those shareholders (including preferred shares with restored voting rights) who convened the meeting shall not be below 10%. The audit and risk management committee and the shareholders convening the general meeting shall, at the time of issuing the notice of general meeting and the announcement to convene the general meeting, submit relevant materials to the and the Shanghai Stock Exchange.
Article 12 With regard to the ~~shareholders'~~ general meeting convened by the ~~supervisory~~ or shareholders on its/their own initiative, the board of directors and its secretary shall offer cooperation. The board of directors shall provide the register of shareholders as of the shareholding record date. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the ~~shareholders'~~ general meeting. The register of shareholders obtained by the convener shall not be used for other purposes except for convening the ~~shareholders'~~ general meeting.	**Article 12** With regard to the general meeting convened by the audit and risk management committee or shareholders on its/their own initiative, the board of directors and its secretary shall offer cooperation, and the necessary expenses of the meeting shall be borne by the Company. The board of directors shall provide the register of shareholders as of the shareholding record date. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the general meeting. The register of shareholders obtained by the convener shall not be used for other purposes except for convening the general meeting.
CHAPTER 4: PROPOSAL AND NOTICE OF THE ~~SHAREHOLDERS'~~ GENERAL MEETING	**CHAPTER 4: PROPOSAL AND NOTICE OF THE GENERAL MEETING**

Article 15	**Article 13**
The contents of motions shall fall within the function and powers of the ~~shareholders'~~ general meeting, shall contain clear subjects for discussion and specific matters to be resolved and shall comply with relevant provisions of the laws, administrative regulations and the Articles of Association.	The contents of motions shall fall within the function and powers of the general meeting, shall contain clear subjects for discussion and specific matters to be resolved and shall comply with relevant provisions of the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.
Article 16	**Article 14**
~~S~~hareholders individually or together holding ~~3~~% of the total shares of the Company may put forward interim motions by written proposals to convener ~~10~~days before the ~~shareholders'~~ general meeting. Within ~~two (2)~~ days upon receipt thereof, the convener shall issue a supplemental notice of the general meeting to announce the content of such interim motions~~. The Company shall not increase the shareholding threshold of shareholders who may put forward interim motions.~~ In addition to the provisions of the preceding paragraph, the convenor shall not, after issuing the notice of the general meeting, modify the motions already specified in the notice of the ~~shareholders'~~ general meeting or add new motions. The general meeting shall not vote and approve a resolution on any motion that is not listed in the notice of the ~~shareholders'~~ general meeting or does not comply with Article ~~15~~ of these Rules.	The board of directors, the audit and risk management committee and the shareholders individually or together holding not less than 1% of the total shares of the Company (including preferred shares with restored voting rights) shall have the right to make proposals to the general meeting. Shareholders individually or together holding not less than 1% of the total shares of the Company (including preferred shares with restored voting rights) may put forward interim motions by written proposals to convener 12 working days before the general meeting. Within ten (10) days upon receipt thereof, the convener shall issue a supplemental notice of the general meeting to announce the content of such interim motions, and submit such interim motions to the general meeting for consideration, however, except for those that violate the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or these Articles of Association, or fall outside the scope of terms of reference of a general meeting. In addition to the provisions of the preceding paragraph, the convenor shall not, after issuing the notice of the general meeting, modify the motions already specified in the notice of the general meeting or add new motions. The general meeting shall not vote and approve a resolution on any motion that is not listed in the notice of the general meeting or does not comply with Article 13 of these Rules.
Article 17	**Article 15**
~~When the Company convenes a general meeting, a written notice of the meeting shall be given forty-five (45) days before the date of the meeting to notify all of~~	The convener shall notify the shareholders forty-five (45) days before the date of the general meeting

~~the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting.~~ ~~Notice of shareholders' general meetings shall be sent to the shareholders (whether or not such shareholder is entitled to vote at the meetings) pursuant to Article 203 of the Articles of Association. Where a notice is sent by way of announcement, upon the publication of such announcement, all relevant persons shall be deemed to have received the notice.~~	according to the relevant provisions of the Articles of Association. A notice of a general meeting of the Company shall include the following contents: (1) the time, place and duration of the meeting; (2) matters and proposals to be approved at the meeting; (3) containing an explicit statement that all ordinary shareholders and shareholders with special voting rights shares are entitled to attend and vote in the general meeting, and can appoint proxies to attend and vote on their behalf in the meeting; (4) the registration date for the shareholders entitled to attend the meeting; (5) name and telephone number of the standing contact person of the meeting; (6) meeting arrangements in times of bad weather; (7) the time and procedures for voting online or by other means.
Article ~~18~~ A notice of ~~shareholders'~~ general meeting of the Company shall ~~meet the following requirements:~~ . ~~(1) be in writing;~~ ~~(2) specify the form, place, date and time of the meeting;~~ ~~(3) state the matters to be discussed at the meeting;~~ ~~(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be discussed at the meeting. Without limiting the generality of the foregoing, where a proposal is made to merge the Company with another, to repurchase the shares of the Company, to reorganise 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 copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;~~ ~~(5) include a disclosure of the nature and extent of the material interests (if any) of any director, supervisor, president, senior vice president, vice president, chief financial officer or other senior officer in the proposed transaction and explain the effect which the proposed transaction will have on them in their capacity as shareholders provided that it is different from the effect on other shareholders of the same class;~~	**Article 16** A notice of general meeting of the Company shall fully and completely disclose the specific content of all proposed resolutions, as well as all necessary information or explanations required to enable shareholders to make reasonable judgments on the matters to be discussed.

~~(6) include the full text of any special resolution to be proposed at the meeting;~~ ~~(7) include a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder;~~ ~~(8) specify the time and place for lodging proxy forms for the relevant meeting;~~ ~~(9) the registration date for the shareholders entitled to attend the meeting;~~ ~~(10) name and telephone number of the standing contact person of the meeting;~~ ~~(11) the time and procedure of such online voting or other means of voting.~~ ~~Where matters to be discussed require opinions from independent directors, the Company shall disclose the options and reasons of independent directors when issuing the notice or supplemental notice of the meeting.~~	
Article ~~19~~ For proposal of election of directors ~~and the supervisors~~ in ~~shareholders'~~ general meetings, the notice of such meetings shall include details of the candidate of directors ~~or supervisors~~ for disclosure, and include at least the followings: (1) personal details such as education, work experiences and part time work; (2) whether connected with the Company or the controlling shareholders and de facto controllers of the Company; (3) ~~disclosing~~ shareholding interests in the Company; (4) whether punished by CSRC or other relevant departments or stock exchange; Unless the cumulative voting system is adopted to elect directors~~ and supervisors~~, the election of each candidate for directors ~~and supervisors~~ shall be proposed as a separate proposal.	**Article 17** For proposal of election of directors in general meetings, the notice of such meetings shall include details of the candidate of directors for disclosure, and include at least the followings: (1) personal details such as education, work experiences and part time work; (2) whether connected with the Company or the controlling shareholders and de facto controllers of the Company; (3) shareholding interests in the Company; (4) whether punished by CSRC or other relevant departments or stock exchange; (5) other contents as required by the laws, administrative regulations and securities regulatory rules of the places where the Company's shares are listed. Unless the cumulative voting system is adopted to elect directors, the election of each candidate for directors shall be proposed as a separate proposal.
~~**Article 20**~~ ~~The Company shall, based on the written replies which it receives from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by~~	(Deleted)

~~the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to one half or more of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall, within five (5) days, notify the shareholders 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 meeting after publication of such announcement.~~ ~~A shareholders' general meeting shall not decide on any matter not stated in the notice for the meeting.~~	
(Newly Added)	**Article 18** The notice of general meetings shall specify the meeting time and venue, and determine the share record date. The interval between the share record date and the meeting date shall not exceed 7 business days. Once confirmed, the share record date may not be altered. Where the securities regulatory rules of the places where the Company's shares are listed contain special provisions regarding record dates, such provisions shall prevail.
Article ~~2~~1 After issuing the notice of the ~~shareholders'~~ general meeting, the meeting may not be postponed or cancelled and proposals listed therein shall not be cancelled without due cause. In the event that the ~~shareholders'~~ general meeting has to be postponed or cancelled, the postponement shall be announced by the conveners not less than ~~2~~ working days before the original date for holding the ~~shareholders'~~ general meeting with reasons. If the ~~shareholders'~~ general meeting needs to be postponed by the Company, the shareholding record date of the shareholder who are entitled to attend such meeting as indicated in the original notice may not be changed .	**Article 19** After issuing the notice of the general meeting, the meeting may not be postponed or cancelled and proposals listed therein shall not be cancelled without due cause. In the event that the general meeting has to be postponed or cancelled, the postponement shall be announced by the conveners not less than ten (10) working days before the original date for holding the general meeting with reasons. If the general meeting needs to be postponed by the Company, the shareholding record date of the shareholder who are entitled to attend such meeting as indicated in the original notice may not be changed unless otherwise regulated by the securities regulatory rules of the places where the Company's shares are listed.
CHAPTER 5: CONVENING ~~REGISTRATION OF SHAREHOLDERS'~~GENERAL MEETING	**CHAPTER 5: CONVENING OF GENERAL MEETING**
Article ~~2~~2	**Article 20**

The ~~shareholders'~~ general meeting shall be held at a meeting place in the form of a site meeting. ~~The Company may use the network or any other means for its shareholders to conveniently participate in the shareholders' general meetings. The shareholders that participate the shareholders' general meeting by any aforesaid means shall be regarded as having attended the meeting.~~ Shareholders may attend ~~shareholders'~~ general meeting in person or may appoint proxies to attend and vote on ~~their~~ behalf in the appointed scopes.	The general meeting shall be held at a meeting place in the form of a site meeting. The general meeting shall be held in person at a designated venue. The Company shall, in compliance with laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, or the Articles of Association, provide shareholders with secure, cost-effective, and convenient remote participation options such as online voting or other appropriate means. A general meeting may be convened by means of electronic communication in addition to being held on-site at a meeting place. Shareholders may attend general meeting in person or may appoint proxies to attend, speak and vote on his/her behalf in the appointed scopes. If the shareholder is a recognized clearing house defined by the securities regulatory rules of the places where the Company's shares are listed, such shareholder is entitled to appoint any person as its proxy to attend on its behalf at a general meeting or any creditors meeting; but, if more than 1 person have such authority, the letter of authorization shall contain the number and class of the shares with respect to each of such authorized persons. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he/she/it is an individual shareholder of the Company.
Article 2~~3~~ ~~If voting of the shareholders' general meeting can be done online or through other methods, t~~he notice of ~~shareholders'~~ general meeting shall clearly specify the time of voting and the procedures for voting online or through other methods. The voting by online or other means for the ~~shareholders'~~ general meeting shall start no earlier than 3:00 p.m. on the day before the site meeting of the ~~shareholders'~~ general meeting is held and no later than 9:30 a.m. on the day when the site meeting of the ~~shareholders'~~ general meeting is held, and shall be concluded no earlier than 3:00 p.m. on the day when the live ~~shareholders'~~ general meeting ends.	**Article 21** The notice of general meeting shall clearly specify the time of voting and the procedures for voting online or through other methods. The voting by online or other means for the general meeting shall start no earlier than 3:00 p.m. on the day before the site meeting of the general meeting is held and no later than 9:30 a.m. on the day when the site meeting of the general meeting is held, and shall be concluded no earlier than 3:00 p.m. on the day when the live general meeting ends.
Article 24 ~~Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to~~	(Second paragraph is adjusted to Article 20)

~~appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:~~ ~~(1) the shareholders' right to speak at the meeting;~~ ~~(2) the right to demand voting by poll individually or jointly with other persons;~~ ~~(3) the right to vote by hand or by poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote by poll.~~ If the shareholder is a recognized clearing house defined by the ~~S~~ecurities ~~and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)~~, such shareholder is entitled to appoint ~~one or more~~ person~~s~~ as ~~his proxies~~ to attend on ~~his~~ behalf at a general ~~meeting or at any class~~ meeting or any creditors meeting; but, if ~~one or~~ more person~~s~~ have such authority, the letter of authorization shall contain the number and class of the shares with respect to each of such authorized persons. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is an individual shareholder of the Company.	
Article 25 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or under the hand of a director or a duly authorised attorney. The letter of authorization shall contain the number of the shares to be represented by the attorney. If several persons are authorised as the attorney of the shareholder, the letter of authorization shall specify the number of the shares to be represented by each attorney.	(Adjusted to Articles 24 and 25)
Article 26 The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding	(Adjusted to Articles 24 and 25)

the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution. If the appointor is a legal person, its legal representative or such person as is authorised by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor.	
Article 27 Any form issued 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. The Company has the right to request a proxy who attends a shareholders' meeting to provide evidence of his or its identity. If a shareholder which is a legal person appoints its legal representative to attend a meeting on its behalf, the Company has the right to request such legal representative to produce evidence of his or its identity and a notarially certified copy of the resolutions of such shareholder's board of directors in respect of the appointment of the proxy or the power of attorney executed by such other organisation which has the capacity to appoint the proxy.	(Adjusted to Articles 24 and 25)
~~**Article 28**~~ ~~A vote given 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.~~	(Deleted)
Article ~~29~~ The board of directors and other conveners shall take necessary measures to ensure the normal order of	(Adjusted to Article 48)

shareholders' general meeting. ~~The board of directors and other conveners shall~~ prevent and report to relevant authorities any activity that may disrupt the ~~shareholders'~~ general meeting, cause troubles or infringe upon the lawful rights and interests of shareholders.	
Article ~~30~~ All shareholders who appear in the register of shareholders at the date for the registration of rights attaching to shares in the Company or their proxies shall be entitled to attend the ~~shareholders'~~ general meeting, and the Company or the convener shall not refuse them under any pretext.	**Article 22** All shareholders who appear in the register of shareholders at the date for the registration of rights attaching to shares in the Company or their proxies shall be entitled to attend the general meeting, and the Company or the convener shall not refuse them under any pretext.
Article ~~31~~ A shareholder shall attend the ~~shareholders'~~ general meeting with his ~~stock account certificate~~, identification card or any other valid certificates or proof that can prove his identity, and a proxy shall also submit the letter of attorney issued by the shareholder as well as his own valid identification card.	**Article 23** A shareholder shall attend the general meeting with his identification card or any other valid certificates or proof that can prove his identity, and a proxy shall also submit the letter of attorney issued by the shareholder as well as his own valid identification card.
(Adjusted from original Articles 25 - 28)	**Article 24** The power of attorney by which a shareholder appoints another person to attend a general meeting shall specify the following particulars: (1) the name or title of the principal, and the class and quantity of shares of the Company held; (2) the name or title of the proxy; (3) specific instructions from the shareholder, including instructions as to whether to cast affirmative, negative or abstention votes on each and every matter under consideration listed on the agenda of the general meeting; (4) the date of issue and validity period of the power of attorney; (5) the signatures (or seals) of the principal.
(Adjusted from original Articles 25-28)	**Article 25** If the power of attorney for proxy voting is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for proxy voting shall be maintained

	at the domicile of the Company or other place specified in the notice of the meeting.
Article ~~3~~2 The convener and lawyer shall jointly verify the validity of the shareholders' qualifications in light of the shareholders' register provided by the securities clearing and settlement institution, and shall register the names of the shareholders as well as the amount of their voting shares. The registration for attendance shall be terminated before the chairperson of the meeting announces the number of shareholders and proxies that attend the meeting and the total amount of their voting shares. (**Original Article 4 is moved here**)	**Article 26** The convener and lawyer shall jointly verify the validity of the shareholders' qualifications in light of the shareholders' register provided by the securities clearing and settlement institution, and shall register the names of the shareholders as well as the amount of their voting shares. The registration for attendance shall be terminated before the chairperson of the meeting announces the number of shareholders and proxies that attend the meeting and the total amount of their voting shares. The lawyers should issue an opinion on matters such as whether the procedures for the convening and the holding of the general meeting comply with the requirements of laws, administrative regulations, and the Articles of Association; the legality and validity of the qualifications of the persons attending the meeting and the qualifications of the convenor; the legality and validity of the voting procedures and results of the general meeting; and express opinions and announce on other related issues according to the Company's requirements.
~~**CHAPTER 6: CONVENING OF THE SHAREHOLDERS' GENERAL MEETING**~~	(Deleted)
Article ~~3~~3 ~~Directors, supervisors, secretary to the Board shall~~ attend ~~shareholders'~~ general meeting~~s, president, senior vice presidents, vice presidents and senior officers of the Company shall sit thereat~~. (Adjusted from original Article 35)	**Article 27** Where directors and senior officers are required to attend a general meeting, such directors and senior officers shall be present and respond to shareholders' inquiries. Directors and senior officers shall provide explanations and clarifications regarding shareholders' questions during the general meeting. In annual general meetings the board of directors shall report on the work in the previous year and each independent director shall report on their work.
Article ~~1~~3 The chairman of ~~the board of directors~~ shall ~~be present at~~ the annual general meeting ~~and cause the director of Audit Committee and Appraisal and Remuneration~~	**Article 28** The chairman of the nomination committee, the audit and risk management committee, the investment and development committee, the examination and

~~Committee~~, or in the absence of such ~~director~~, another member of the relevant committee (~~or~~ in the absence of such member, a representative ~~duly~~ appointed by it) to give answers to the questions at the annual general meeting.	remuneration committee and the sustainable development committee shall attend the annual general meeting, or in the absence of such chairman of the committee, another member of the relevant specialty committee (in the absence of such member, a representative appointed by it) to give answers to the questions at the annual general meeting.
Article ~~14~~ With regards to the matters concerning connected transactions or any other matters requiring the approval by the special committees of the board of directors, the ~~director~~ of relevant special committee shall ~~be present~~ the general meeting and answer the questions.	**Article 29** With regards to the matters concerning connected transactions or any other matters requiring the approval by the special committees of the board of directors, the chairman of relevant special committee shall attend the general meeting and answer the questions.
Article 3~~4~~ The chairman of the board of directors shall ~~preside over~~ the ~~shareholders'~~ general meetings. When the chairman is unable or fails to perform his duties, the vice-chairman shall ~~preside over~~ the meetings. When the vice-chairman is unable or fails to perform his duties, ~~the~~ director jointly selected by a majority of the directors shall ~~preside over~~ the meetings. The chairman of the ~~supervisory~~ shall ~~preside over~~ the ~~shareholders'~~ general meeting convened by the ~~supervisory~~. When the chairman of the ~~supervisory~~ is unable or fails to perform his duties, ~~the supervisor~~ jointly selected by a majority of the ~~supervisors~~ shall ~~preside over~~ the meeting. The ~~shareholders'~~ general meeting convened by shareholders shall be ~~presided over~~ by the representative selected by the convener. If the ~~shareholders'~~ general meeting can not proceed due to violation of ~~the~~ rules of procedures by the chairman during the meeting, another person selected by the majority of the shareholders with voting rights and at the meeting may ~~preside over~~ the meeting, and then the meeting shall proceed.	**Article 30** The chairman of the board of directors shall chair the general meetings. When the chairman is unable or fails to perform his duties, the vice-chairman shall chair the meetings. When the Company has two (2) vice-chairmen, the vice-chairman jointly selected by a majority of the directors shall chair the meetings. When the vice-chairman is unable or fails to perform his duties, one (1) director jointly selected by a majority of the directors shall chair the meetings. The chairman of the audit and risk management committee shall chair the general meeting convened by the audit and risk management committee. When the chairman of the audit and risk management committee is unable or fails to perform his duties, one (1) member jointly selected by a majority of the members of the audit and risk management committee shall chair the meeting. The general meeting convened by shareholders shall be chaired by the representative selected by the convener. If the general meeting can not proceed due to violation of these rules of procedures by the chairman during the meeting, another person selected by the majority of the shareholders with voting rights and at the meeting may chair the meeting, and then the meeting shall proceed.
Article 35 In annual general meetings the board of directors and the ~~supervisory~~ committee shall report on the work in	(Adjusted to Article 27)

the previous year and each independent director shall report on their work.	
Article 36 The directors~~, supervisors, president, senior vice presidents, vice presidents, chief financial officer and other~~ senior officers of the Company shall explain and answer questions from shareholders at the shareholders' general meeting.	(Adjusted to Article 27)
CHAPTER 7: RESOLUTION AND DECISION OF THE ~~SHAREHOLDERS'~~ GENERAL MEETING	**CHAPTER 6: RESOLUTION AND DECISION OF THE GENERAL MEETING**
Article 3~~8~~ A shareholder ~~(including a proxy), when voting at a shareholders' general meeting,~~ may exercise such voting rights as are attached to the voting shares which he represents. Except where the cumulative voting system is adopted for voting on the election of directors ~~and supervisors~~ under the Articles of Association and the provisions hereof, each share shall ~~have~~ one (1) vote. No voting rights shall be attached to the Company's shares held by the Company, and such shares shall be excluded for the purpose of calculating the total number of voting shares held by the shareholders present at the ~~shareholders'~~ general meeting. ~~Where any shareholder, under the listing rules, is required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.~~	**Article 32** A shareholder may exercise such voting rights as are attached to the voting shares which he represents. Except where the cumulative voting system is adopted for voting on the election of directors under the Articles of Association and the provisions hereof, each share shall be entitled to one (1) vote. When the general meeting deliberates on matters related to connected transactions, connected shareholders shall abstain from voting, and the voting shares they represent shall not be counted in the total number of valid votes. The announcement of the general meeting's resolutions shall fully disclose the voting results of non-connected shareholders. When a general meeting considers major matters affecting the interests of medium and small investors, the votes of medium and small investors shall be counted separately. The results of such separate vote counting shall be promptly disclosed to the public. No voting rights shall be attached to the Company's shares held by the Company, and such shares shall be excluded for the purpose of calculating the total number of voting shares held by the shareholders present at the general meeting. If a shareholder's acquisition of voting shares violates the first and second paragraphs of Article 63 of the Securities Law, the voting rights represented by the portion exceeding the required ratio must not be exercised within thirty-six (36) months from the acquisition date and these shares are not included in the total number of the voting shares held by the attendees of the general meeting.

	The board of directors, independent directors, shareholders holding 1% or more of the voting shares or investor protection agencies established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose to the solicited person information such as the specific voting intention. No payment or other form of de facto payment shall be made to the shareholders' voting rights for such solicitation. Save for the statutory conditions, the Company shall not impose any limitation related to minimum shareholding on the collection of voting rights.
Article 3~~9~~	**Article 33**
The voting on the election of directors ~~and supervisors~~ at the ~~shareholders'~~ general meeting shall apply the cumulative voting system according to the Articles of Association, which means that each share held by a shareholder shall have the same number of voting rights as the number of directors ~~and supervisors~~ to be elected and the voting rights held by a shareholder can be collectively exercised. The main content of the cumulative voting system is as follows: (1) the cumulative voting system shall be implemented when there are ~~two~~ or more directors ~~or supervisors~~ to be elected; (2) when applying the cumulative voting system, each share held by a shareholder shall have the same number of voting rights as the number of directors ~~and supervisors~~ to be elected; (3) the notice of the ~~shareholders'~~ general meeting shall notify shareholders of the implementation of the cumulative voting system for election of directors ~~or supervisors~~. The meeting convener shall prepare ballot papers which are suitable for carrying out the cumulative voting system and specify and explain, in written form, the method for casting cumulative votes, completing the ballot papers and calculating the votes; (4) when voting on the candidates for directors ~~or supervisors~~ at a ~~shareholders'~~ general meeting, the voting rights may be exercised separately to give each candidate for director ~~or supervisor~~ the same number of voting rights as the number of shares held by a shareholder; the voting rights may also be exercised collectively to give certain candidate for director ~~or supervisor~~ all voting rights represented by each share that is the same as the number of the	The voting on the election of directors at the general meeting shall apply the cumulative voting system according to the Articles of Association, which means that each share held by a shareholder shall have the same number of voting rights as the number of directors to be elected and the voting rights held by a shareholder can be collectively exercised. The main content of the cumulative voting system is as follows: (1) the cumulative voting system shall be implemented when there are 2 or more directors to be elected; (2) when applying the cumulative voting system, each share held by a shareholder shall have the same number of voting rights as the number of directors to be elected; (3) the notice of the general meeting shall notify shareholders of the implementation of the cumulative voting system for election of directors. The meeting convener shall prepare ballot papers which are suitable for carrying out the cumulative voting system and specify and explain, in written form, the method for casting cumulative votes, completing the ballot papers and calculating the votes; (4) when voting on the candidates for directors at a general meeting, the voting rights may be exercised separately to give each candidate for director the same number of voting rights as the number of shares held by a shareholder; the voting rights may also be exercised collectively to give certain candidate for director all voting rights represented by each share that is the same as the number of the candidates for directors held by a shareholder or give several candidates for directors each part of the voting rights represented by each share that is the

candidates for directors ~~or supervisor~~ held by a shareholder or give several candidates for directors ~~or supervisor~~ each part of the voting rights represented by each share that is the same as the number of the candidates for directors ~~or supervisor~~ held by a shareholder;	same as the number of the candidates for directors held by a shareholder;
(5) where a shareholder has exercised collectively all the voting rights represented by each share that is the same as the number of the candidates for directors ~~and supervisor~~ held by him on one or more candidates for directors ~~or supervisors~~, such shareholder shall have no voting rights in respect of other candidates for directors ~~or supervisors~~;	(5) where a shareholder has exercised collectively all the voting rights represented by each share that is the same as the number of the candidates for directors held by him on one or more candidates for directors, such shareholder shall have no voting rights in respect of other candidates for directors;
(6) where the aggregate number of the voting rights cast collectively by a shareholder for one or more candidates for directors ~~or supervisors~~ is ~~more than~~ the voting rights of the shares held by such shareholder, the votes cast by such shareholder shall become void and such shareholder shall be deemed to have waived his voting rights; where the aggregate number of the voting rights cast collectively by a shareholder for one or more candidates for directors ~~or supervisors~~ is less than the voting rights of the shares held by such shareholder, the votes cast by such shareholder shall be effective, and the outstanding voting rights shall be deemed to be waived;	(6) where the aggregate number of the voting rights cast collectively by a shareholder for one or more candidates for directors is <u>above</u> the voting rights of the shares held by such shareholder, the votes cast by such shareholder shall become void and such shareholder shall be deemed to have waived his voting rights; where the aggregate number of the voting rights cast collectively by a shareholder for one or more candidates for directors is less than the voting rights of the shares held by such shareholder, the votes cast by such shareholder shall be effective, and the outstanding voting rights shall be deemed to be waived;
(7) in the event that the number of affirmative votes received by a candidate for director ~~or supervisor~~ exceeds half of the total number of shares with voting rights represented by the shareholders attending the ~~shareholders'~~ general meeting (based on the total number of shares if cumulative voting is not adopted), such candidate shall be elected. In the event that the number of the elected candidates exceeds the number of directors ~~or supervisors~~ required to be elected at the ~~shareholders'~~ general meeting, the candidates who win the more number of affirmative votes shall be elected as directors ~~or supervisors~~ (where elected candidates receiving fewer affirmative votes win the same number of affirmative votes, and the number of candidates so elected would exceed the number of directors ~~or supervisors~~ required to be elected, then such candidates and other candidates behind them shall be treated as having not been elected); in the event that the number of elected candidates is smaller than the number of directors ~~or supervisors~~ required to be elected, another ~~shareholders'~~ general meeting shall be convened after the current	(7) in the event that the number of affirmative votes received by a candidate for director exceeds half of the total number of shares with voting rights represented by the shareholders attending the general meeting (based on the total number of shares if cumulative voting is not adopted), such candidate shall be elected. In the event that the number of the elected candidates exceeds the number of directors required to be elected at the general meeting, the candidates who win the more number of affirmative votes shall be elected as directors (where elected candidates receiving fewer affirmative votes win the same number of affirmative votes, and the number of candidates so elected would exceed the number of directors required to be elected, then such candidates and other candidates behind them shall be treated as having not been elected); in the event that the number of elected candidates is smaller than the number of directors required to be elected, another general meeting shall be convened after the current general meeting for the election of the remaining vacancies of directors. In the event that directors are elected by cumulative voting system at the general meeting, independent directors and other directors shall be elected separately.

~~shareholders'~~ general meeting for the election of the remaining vacancies of directors ~~or supervisors~~. In the event that directors ~~and supervisors~~ are elected by cumulative voting system at the ~~shareholders'~~ general meeting, ~~directors and supervisors shall be elected separately, and~~ independent directors and other directors shall be elected separately.	If a general meeting approves the proposal for the election of directors, the new directors shall take office in accordance with the Articles of Association.
Article ~~40~~ Except where the cumulative voting system is adopted, the ~~shareholders'~~ general meeting will vote on all motions one by one. If there are different motions on the same issue, the motion will be voted in chronological order according to the sequence they are proposed. Except for the reasons of force majeure or other special reasons which cause the ~~shareholders'~~ general meeting to be adjourned or no resolutions can be made, the ~~shareholders'~~ general meeting will not shelve or refuse to vote any motions.	**Article 34** Except where the cumulative voting system is adopted, the general meeting will vote on all motions one by one. If there are different motions on the same issue, the motion will be voted in chronological order according to the sequence they are proposed. Except for the reasons of force majeure or other special reasons which cause the general meeting to be adjourned or no resolutions can be made, the general meeting will not shelve or refuse to vote any motions.
Article ~~41~~ The ~~shareholders'~~ general meeting shall not amend a proposal while it is being considered thereat, ~~and any proposal to amend the same~~ will be deemed a new proposal and it shall not be voted on at that ~~shareholders'~~ general meeting.	**Article 35** The general meeting shall not amend or change a proposal while it is being considered thereat, otherwise it will be deemed a new proposal and it shall not be voted on at that general meeting.
Article ~~42~~ A same voting right can only be exercised on either of voting at the spot, online or other methods. The first voting result shall prevail where one voting right is repeatedly exercised.	**Article 36** General meetings shall conduct voting by ballot in registered form. A same voting right can only be exercised on either of voting at the spot, online or other methods. The first voting result shall prevail where one voting right is repeatedly exercised.
Article 43 The shareholders attending the ~~shareholders'~~ general meeting shall deliver any of the following kinds of opinions about the proposals put forward for voting: for, against or abstain. Where there are ballots on which the words are not filled in, are wrongly filled in or illegible or the ballots that are not cast, the voters shall be regarded as having	**Article 37** The shareholders attending the general meeting shall deliver any of the following kinds of opinions about the proposals put forward for voting: for, against or abstain. The securities registration and clearing organization shall be the nominal holder of shares on the Mainland-Hong Kong Stock Connect, except where declaration is made in accordance with the actual intent of such shareholder.

abandoned their voting rights and the voting results of their shares shall be regarded as "abstain".	Where there are ballots on which the words are not filled in, are wrongly filled in or illegible or the ballots that are not cast, the voters shall be regarded as having abandoned their voting rights and the voting results of their shares shall be regarded as "abstain".
~~Article 44~~ ~~At any shareholders' general meeting, a resolution shall be decided on a show of hands unless voting by way of a poll is required under the listing rules or demanded by the following persons before or after any vote by a show of hands:~~ ~~(1) the chairman of the meeting;~~ ~~(2) at least two (2) shareholders present in person or by proxy entitled to vote thereat;~~ ~~(3) one (1) or more shareholders present in person or by proxy who represent(s), individually or in aggregate, 10 % or more of all shares carrying the right to vote at the meeting.~~ ~~Unless voting by way of a poll is required under the listing rules or demanded by the persons, the chairman may declare 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.~~ ~~In the event of voting online or through other means in the shareholders' general meeting, the voting by showing hands shall not apply and the chairman of meeting needs to make it clear that voting by way of a poll is required.~~	(Deleted)
Article ~~45~~ The ~~chairman of meeting~~ shall ensure that explanation on the following matters have been given at the commencement of the meeting: (1) procedure for shareholders ~~to demand a poll~~ before the voting on the resolution; (2) procedures for answering any question raised by shareholders ~~after the voting by way of poll (if voting by way of poll is required)~~.	**Article 38** The Company shall ensure that explanation on the following matters have been given at the commencement of the general meeting: (1) procedure and requirements for shareholders before the voting on the resolution; (2) procedures for answering any question raised by shareholders.

~~**Article 46**~~ ~~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.~~	(Deleted)
~~**Article 47**~~ ~~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.~~	(Deleted)
~~**Article 48**~~ ~~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.~~	(Deleted)
Article 49 Two shareholder representatives shall be elected to participate in vote counting and to supervise the counting process before any voting takes place at the ~~shareholders'~~ general meeting, but shareholders (and their proxies) who have an interest in the matters under consideration shall not participate in vote counting and the supervision of the counting process. During the voting, the vote counting and scrutinizing shall be conducted by the lawyer representatives of the shareholders ~~or the supervisors, or other personnel meeting the requirement of Listing Rules of the place where the Company is listed~~. ~~In counting the voting, the votes of all proxies shall be included, and unless a poll is required, the proportion of the votes by the proxies and the votes or against the resolution adopted at the meeting shall be announced by the chairman~~ The shareholders or their proxies of the Company that vote by online or other methods shall have the right to consult their voting results through the corresponding voting system.	**Article 39** Two (2) shareholder representatives shall be elected to participate in vote counting and to supervise the counting process before any voting takes place at the general meeting, but shareholders (and their proxies) who have an interest in the matters under consideration shall not participate in vote counting and the supervision of the counting process. During the voting, the vote counting and scrutinizing shall be conducted by the lawyer and representatives of the shareholders, and shall be announced on the spot. The voting results of the resolution shall be recorded in the meeting minutes. The shareholders or their proxies of the Company that vote by online or other methods shall have the right to consult their voting results through the corresponding voting system.
Article ~~50~~	**Article 40**

~~The closing time of the shareholders' general meeting at the venue where such meeting is physically held shall not be earlier than that for attending such meeting by online or by other methods. T~~he chairman of the meeting shall announce how the votes were cast and the voting results in respect of each resolution~~, and announce whether such resolution has been passed according to the voting results~~. Before the official announcement of the voting results, the Company, the counting officers, the voting observers, the ~~major~~ shareholders and the online service providers and other relevant parties involved in the on-site general meeting, online and other voting methods shall be obliged to keep confidential the way the votes were cast.	After the voting at the general meeting, the chairman of the meeting shall announce how the votes were cast and the voting results in respect of each resolution. Before the official announcement of the voting results, the Company, the counting officers, the voting observers, the shareholders and the online service providers and other relevant parties involved in the on-site general meeting, online and other voting methods shall be obliged to keep confidential the way the votes were cast.
Article ~~51~~ Resolutions of ~~shareholders'~~ general meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution must be passed by ~~votes representing one half or more of~~ the voting rights represented by the shareholders ~~(including proxies)~~ present at the meeting. A special resolution must be passed by votes representing two-thirds or more of the voting rights represented by the shareholders ~~(including proxies)~~ present at the meeting.	**Article 41** Resolutions of general meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution must be passed by a majority of the voting rights represented by the shareholders present at the meeting. A special resolution must be passed by votes representing two-thirds or more of the voting rights represented by the shareholders present at the meeting.
Article ~~53~~ The following matters shall be resolved by a special resolution at a ~~shareholders'~~ general meeting: (1) increase or reduction in the share capital ~~of the Company and the issue of shares of any class, warrants and other similar securities~~ by the Company; (~~2~~) ~~issue of debentures of the Company;~~ (3) division, split, merger, dissolution ~~and~~ liquidation of the Company; (~~4~~) amendment of the Articles of Association; (5) acquisition or disposal of major assets in one year or provision of securities ~~for third parties~~ which exceeds thirty per cent (30%) of the latest audited total assets of the Company; (~~6~~) stock incentive plans ;	**Article 42** The following matters shall be resolved by a special resolution at a general meeting: (1) increase or reduction in the registered share capital by the Company; (2) division, split, merger, dissolution, liquidation or change of corporate form of the Company; (3) amendment of the Articles of Association; (4) acquisition or disposal of major assets in one (1) year or provision of securities by the Company or to others which exceeds thirty per cent (30%) of the latest audited total assets of the Company; (5) stock incentive plans and employee stock ownership plans; (6) any other matters which shall be resolved at a general meeting determined by the shareholders

(~~7~~) any other matters ~~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 a special resolution in accordance with the laws, administrative regulations and the Articles of Association.	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 a special resolution in accordance with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.
Article ~~52~~ The following matters shall be resolved by an ordinary resolution at a ~~shareholders'~~ general meeting: (1) work reports of the board of directors ~~and the supervisory committee~~; (2) ~~annual~~ profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment or removal of members of the board of directors~~ and members of the supervisory committee~~, their remuneration and manner of payment; (4) ~~annual budgets and final accounts, 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, administrative regulations or the Articles of Association to be adopted by a special resolution.	**Article 43** The following matters shall be resolved by an ordinary resolution at a general meeting: (1) work reports of the board of directors; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment or removal of members of the board of directors, their remuneration and manner of payment; (4) the Company's financial report; (5) the appointment or dismissal of the accounting firms of the Company engaged in the Company's audit business; (6) the change of the use of the raised funds; (7) the provision of financial assistance to others by the Company for the acquisition of shares of the Company or its parent company; (8) matters which shall be resolved at a general meeting other than those which are required by the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association to be adopted by a special resolution.
(Newly Added)	**Article 44** Where the Company repurchases ordinary shares to reduce its registered capital by issuing preferred shares to non-specific parties or repurchases ordinary shares from specific shareholders using preferred shares issued to specific parties as consideration, any resolution on such ordinary share repurchase adopted at a general meeting shall require approval by not less than two-thirds of the voting rights held by shareholders present at the meeting. The Company shall announce such repurchase resolution on the next business day following the general meeting approval.
~~Article 55~~	(Deleted)

~~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 minute book.~~	
~~Article 56~~ ~~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.~~	(Deleted)
Article ~~57~~ The resolution of ~~shareholders'~~ general meeting shall be announced timely ~~according to the relevant rules~~. The announcement shall set forth the following: the number of shareholders and proxies present at the meeting, the total number of voting shares held by attending shareholders (and proxies) and its proportion to the total voting shares of the Company, voting methods, voting outcome of each motion and the details of each resolution adopted. (Adjusted from original Article 58)	**Article 46** The resolution of general meeting shall be announced timely. The announcement shall set forth the following: the number of shareholders and proxies present at the meeting, the total number of voting shares held by attending shareholders (and proxies) and its proportion to the total voting shares of the Company, voting methods, voting outcome of each motion and the details of each resolution adopted. If a motion is not passed or a resolution adopted at the previous general meetings is changed at the current general meeting, a specific explanation shall be made in the announcement of the resolution of the general meeting.
Article ~~58~~ If a motion is not passed or a resolution adopted at the previous shareholders' general meetings is changed at the current shareholders' general meeting, a specific explanation shall be made in the announcement of the resolution of the shareholders' general meeting.	(Adjusted to Article 46)
Article ~~59~~ The ~~shareholders'~~ general meeting shall keep minutes and the secretary to the board of directors shall be responsible for keeping minutes of the ~~shareholders'~~	**Article 47** The general meeting shall keep minutes and the secretary to the board of directors shall be responsible for keeping minutes of the general meetings. The minutes shall set out the following:

general meetings. The minutes shall set out the following: (1) the time, venue of, and the agenda for, the meeting, and the name or title of the convener; (2) names of the chairman of the meeting and the directors~~, supervisors, senior vice president, vice president, chief financial officer and other~~ senior management officers ~~attending or~~ attending the meeting as non-voting attendee; (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held and their respective proportions in the total number of shares of the Company; (4) the consideration process, summaries of speeches and voting result for each proposal; (5) the inquiries or suggestions of the shareholders and the corresponding answers or explanations; (6) names of lawyer, counting officer and scrutineer; (7) other contents that should be included in the meeting minutes as required by the Company's Articles of Association.	(1) the time, venue of, and the agenda for, the meeting, and the name or title of the convener; (2) names of the chairman of the meeting and the directors and senior management officers attending the meeting as non-voting attendee; (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held and their respective proportions in the total number of shares of the Company; (4) the consideration process, summaries of speeches and voting result for each proposal; (5) the inquiries or suggestions of the shareholders and the corresponding answers or explanations; (6) names of lawyer, counting officer and scrutineer; (7) other contents that should be included in the meeting minutes as required by the Company's Articles of Association. The directors, secretary to the board of directors, convener or their representatives who attended the meeting or attended the meeting as non-voting attendee, and the chairman of the meeting shall sign the meeting minutes, and guarantee the authenticity, accuracy and integrity of the contents of the meeting minutes. The meeting minutes shall be maintained together with the meeting register, the power of attorney for proxy attendance, and the valid documents relating to the online voting and other forms of voting for a period of no less than ten (10) years.
~~**Article 60**~~ ~~If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minute book.~~ ~~The meeting minutes shall be in the charge of the secretary to the board of directors. The chairman of the meeting, the directors, supervisors, secretary to the board of directors, conveners or their representatives shall sign on the meeting minutes. The minutes, shareholders' attendance lists and proxy forms shall be kept at the Company's place of residence for at least ten (10) years.~~	(Deleted)
~~**Article 61**~~ ~~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~~	(Deleted)

~~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.~~	
Article ~~62~~ The conveners shall ensure that the ~~shareholders'~~ general meeting continues within a reasonable period of time until final resolutions were reached. Where the meeting cannot be convened or no resolution can be made due to force majeure or other extraordinary causes, all necessary steps shall be taken to resume the general meeting or to terminate the general meeting and publish timely announcements. In addition, the conveners shall report to ~~the accredited representative's offices of CSRC or stock exchanges where the Company is listed as required~~. (Adjusted from original Article 29)	**Article 48** The board of directors and other conveners shall take necessary measures to ensure the normal order of general meeting and prevent and report to relevant authorities any activity that may disrupt the general meeting, cause troubles or infringe upon the lawful rights and interests of shareholders. The conveners shall ensure that the general meeting continues within a reasonable period of time until final resolutions were reached. Where the meeting cannot be convened or no resolution can be made due to force majeure or other extraordinary causes, all necessary steps shall be taken to resume the general meeting or to terminate the general meeting and publish timely announcements. In addition, the conveners shall report to relevant regulatory bodies.
Article ~~63~~ Directors ~~and supervisors~~ proposed and passed at the ~~shareholders'~~ general meeting shall be newly appointed in accordance with the Articles of Association.	(Adjusted from Article 33)
~~**Article 64**~~ ~~Resolutions of cash dividend, bonus shares or capital reserves transferring to shares shall be carried out by the Company within 2 months of the adjournment of the shareholders' general meeting.~~	(Deleted)
Article ~~65~~ Resolutions of ~~shareholders'~~ general meeting which violate the laws and regulations shall be rendered void. In the event that the convening procedures of the ~~shareholders'~~ general meeting, or the voting procedures thereof contravene any law or administrative regulation or the Articles of Association, or the content of any resolution adopted at the ~~shareholders'~~ general meeting contravenes the Articles of Association , the shareholders may, within 60 days of the date of adoption of the relevant	**Article 49** Resolutions of general meeting which violate the laws and regulations shall be rendered void. The controlling shareholder and de facto controller of the Company shall not restrict or obstruct medium and small investors from exercising their voting rights in accordance with the law, nor shall they impair the lawful rights and interests of the Company or medium and small investors.

resolution, apply to the court for rescission of such resolution.	In the event that the convening procedures of the general meeting, or the voting procedures thereof contravene any law or administrative regulation or the Articles of Association, or the content of any resolution adopted at the general meeting contravenes the Articles of Association , the shareholders may, within 60 days of the date of adoption of the relevant resolution, apply to the court for rescission of such resolution, except for where there are insignificant defects only in the procedures for convening a meeting of, or the method of voting at, a general meeting or meeting of board of directors that do not in substance affect the resolution of the meeting. Where relevant parties such as the board of directors or the shareholders dispute the validity of the qualification of the convener, convening procedures, legality of proposed contents and validity of a resolution passed at the general meeting, they should file a lawsuit with the people's court in a timely manner. The relevant parties shall implement the resolution of the general meeting before the court makes a judgement or ruling, such as revocation of the resolution. The Company, its directors and senior management shall diligently perform their duties to ensure the normal operation of the Company. In the event that the court makes a judgement or ruling on the relevant incidents, the Company shall fulfill its obligation of information disclosure in accordance with the laws, administrative regulations, and the securities regulatory rules of the places where the Company's shares are listed, fully explain the impacts, and actively cooperate with the enforcement of the judgement or ruling after it has become effective. Corrections to prior events shall be handled in a timely manner and the disclosure obligations shall be fulfilled.
CHAPTER ~~8~~: SUPPLEMENTARY PROVISIONS	**CHAPTER 7: SUPPLEMENTARY PROVISIONS**
Article ~~66~~ For the purpose of these rules, "~~more than~~ not less than", "or more" (以上) and "within (內)" shall include the number itself; "exceeds (過)", "below (低於)" or "above (多於)" shall not include the number itself.	**Article 50** For the purpose of these rules, " not less than", "or more" (以上) and "within (以內)" shall include the number itself; "over (超過)", "exceeds (過)", "below (低於)" or "above (多於)" shall not include the number itself.
Article ~~68~~	**Article 52**

These rules shall be implemented after approval by the ~~shareholders'~~ general meeting. ~~In case of a difference between the stipulations of these rules and laws, administrative regulations, other relevant regulatory documents promulgated from time to time and the Articles of Association, such laws, administrative regulations, other relevant regulatory documents and the Articles of Association shall prevail.~~	These rules shall be implemented after approval by the general meeting.

Following the above amendments, the number of articles of the Rules of Procedures of the General Meeting will be decreased from 68 to 52 and relevant articles will be renumbered accordingly.

** The Rules of Procedures of the General Meeting is written in Chinese without an official English version. Therefore, the English translation above is for reference only. In case of inconsistency, the Chinese version shall prevail.*

III. Proposed Amendments to the Rules of Procedures of Board of Directors

The proposed amendments to the Rules of Procedures of Board of Directors are set out as follows:

Original Articles	Revised Articles after the Proposed Amendments
Article 1 To ~~further~~ standardize the discussion method and decision-making procedure of the board of directors of PetroChina Company Limited (the "Company") to promote the board of directors to effectively perform their duties ~~and improve the norms of the board of directors, the level of operation and scientific decision-making~~, these rules are formulated according to the Company Law of the People's Republic of China (the "Company Law"), ~~Governance Standards for Listed Company,~~ the Guidelines on the Articles of Association of Listed Companies, and other laws, regulations ~~and~~ securities regulatory rules of the places where the Company ~~is~~ listed and the Articles of Association of PetroChina Company Limited (the "Articles of Association"), taking into account of the actual situation of the Company.	**Article 1** To standardize the discussion method and decision-making procedure of the board of directors of PetroChina Company Limited (the "Company") to promote the board of directors and directors to effectively perform their duties, these rules are formulated according to the Company Law of the People's Republic of China (the "Company Law"), the Guidelines on the Articles of Association of Listed Companies, and other laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the regulations of the Articles of Association of PetroChina Company Limited (the "Articles of Association"), taking into account of the actual situation of the Company.
(Newly Added)	**Article 2** These rules shall apply to the gathering, proposal, notification and convening of the board of directors of the Company.
(Newly Added)	**Article 3** The Company shall convene the board of directors' meetings in strict accordance with the relevant provisions of the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, the Articles of Association and these rules to ensure that the directors are able to exercise their rights in accordance with the law.
(Newly Added)	**Article 4** The board of directors shall exercise its powers and functions within the scope provided for in laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association and in accordance with these rules.
CHAPTER 2: DUTIES OF THE BOARD OF DIRECTORS	**CHAPTER 2: DUTIES OF THE BOARD OF DIRECTORS**

Article ~~2~~	**Article 5**
The board of directors of the Company ~~is accountable to the shareholders' general meeting and~~ exercises the following functions and powers: (1) ~~To determine the major decisions of the Company~~ (~~i~~) to determine the Company's business plans and investment proposals; (~~ii~~) to ~~formulate~~ the Company's annual ~~preliminary and~~ final financial budgets; (~~iii~~) to formulate the Company's profit distribution proposal and loss recovery; (~~iv~~) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the ~~Company's~~ debentures or other securities as well as listing of ~~shares of the Company;~~ (~~v~~) to draw up plans for the acquisition of the Company's stocks, merger, division ~~or~~, dissolution as well as change of corporate forms of the Company; (~~vi~~) to decide on the Company's ~~in~~ternal ~~management structure;~~ (~~vii~~) to ~~formulate~~ the Company's ~~basic~~ management ~~system;~~ ~~(viii) to exercise any other powers conferred by the shareholders in general meetings.~~ (~~2~~) ~~Appointment, removal and supervision of members of~~the Company's ~~execution authority~~ ~~(i) to appoint or remove the Company's president;~~ ~~(ii) based on the recommendations of the president, to appoint or remove the senior vice presidents, vice presidents, chief financial officer and other senior officers of the Company and, to decide on their remuneration;~~ ~~(iii) to review, assess and supervise the performance of the execution authority and give the awards and punishment to the members of the execution authority in accordance with relevant provisions.~~ ~~(3) Communication with the shareholders~~ (~~i~~) to formulate proposals for any amendment of the Articles ~~(ii) to be responsible for the convening of the shareholders' general meeting and to report on its work to the shareholders in general meetings;~~ ~~(iii) to implement the resolutions passed by the shareholders in general meetings;~~ (~~iii~~) to manage the disclosure of information of the	The board of directors of the Company exercises the following functions and powers: (1) to convene of the general meeting and to report on its work to the shareholders in general meetings; (2) to implement the resolutions passed by the shareholders in general meetings; (3) to determine the Company's business plans and investment proposals; (4) to decide the Company's annual final financial budgets; (5) to formulate the Company's annual financial report; (6) to formulate the Company's profit distribution proposal and loss recovery proposal; (7) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the debentures or other securities as well as listing of securities; (8) to draw up plans for significant acquisitions, the acquisition of the Company's stocks, merger, division, dissolution as well as change of corporate forms of the Company; (9) to decide on the Company's external investments, acquisition and disposal of assets, asset mortgages, provision of security to others, entrustment of wealth management, connected transactions, external donations, etc. in accordance with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed; (10) to decide on the Company's internal management structure; (11) to decide the appointment or dismissal of the Company's president and the secretary to the board of directors and to decide their remuneration, rewards and disciplinary measures; to decide the appointment or dismissal the senior vice presidents, vice presidents, chief financial officer, chief geologist, chief engineer, chief safety officer, general counsel and other senior officers of the Company based on the president's nomination, and to decide on their remuneration, rewards and disciplinary measures; (12) to formulate the Company's basic management system; (13) to formulate proposals for any amendment of the Articles of Association; (14) to manage the disclosure of information of the Company;

~~(iv) to be responsible for other matters concerning the communication with shareholders.~~ ~~(4) Management of the board of directors~~ ~~(i) to nominate members of the board of directors;~~ ~~(ii) to provide training to members of the board of directors;~~ ~~(iii) to determine convening, date and agenda of board meetings;~~ ~~(iv) to establish committees under the board of directors;~~ ~~(v) to establish offices of the board of directors.~~	(15) to propose to the general meeting regarding the appointment or dismissal of the accounting firms of the Company engaged in the Company¡¯s audit business; (16) to listen to the work reports of the Company's president and inspect his/her work; (17) to exercise any other powers conferred by the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, these Articles of Association and the shareholders in general meetings.
Article ~~3~~ The board of directors shall listen to the opinions of the party organization in advance when deciding on major issues such as the direction of the Company's reform and development, major objectives and tasks, and the arrangement of key works. The party organization shall make preparations for and give advice and suggestions on the candidates nominated by the ~~board of directors~~ or the president, or recommend the nominees to the ~~board of directors~~ or the president when the board of directors is appointing the management personnel of the Company.	**Article 6** The board of directors shall listen to the opinions of the party organization in advance when deciding on major issues such as the direction of the Company's reform and development, major objectives and tasks, and the arrangement of key works. The party organization shall make preparations for and give advice and suggestions on the candidates nominated by the chairman or the president, or recommend the nominees to the chairman or the president when the board of directors is appointing the senior management personnel of the Company.
CHAPTER 3: COMPOSITION OF THE BOARD OF DIRECTORS AND ITS SUBORDINATE BODIES	**CHAPTER 3: COMPOSITION OF THE BOARD OF DIRECTORS AND ITS SUBORDINATE BODIES**
Article ~~4~~ The board of directors of the Company is composed of eleven to fifteen directors, with one chairman, one to two vice-chairman. Independent ~~non-executive~~ directors account for at least one-third, and at least one of them is an accounting professional. The board of directors shall have a secretary. The Company has a board of directors office, ~~and~~ the secretary ~~of~~ the board ~~of directors is responsible for its work~~.	**Article 7** The board of directors of the Company is composed of eleven (11) to fifteen (15) directors, with one chairman, one (1) to two (2) vice-chairman and one (1) employee representative director. Independent directors account for at least one-third, and at least one of them is an accounting professional. The board of directors shall have a secretary. The Company has a board of directors office, which is responsible to the secretary to the board.
Article ~~5~~ ~~D~~irectors shall be elected at the ~~shareholders'~~ general meeting ~~e~~ach ~~for~~ a term of three (3) years~~. A director~~ may be re-elected upon the expiry of his term, and any	**Article 8** Non-employee representative directors shall be elected or changed at the general meeting and the employee representative director shall be elected and removed

independent director shall not serve as an independent director of the Company for a consecutive period of over six (6) years. ~~Directors shall act in the interest of shareholders as a whole, earnestly perform duties and strictly adhere to the principle of diligence, integrity and pragmatism.~~ ~~The directors' working principles are:~~ ~~(1) to safeguard the interests of the Company and all its shareholders;~~ ~~(2) to maintain an objective and independent business view and evaluation of the management;~~ ~~(3) to maintain strategic thinking and long term consideration of the Company's development; guarantee to participate in the research and decision making of the Company's major issues with a certain sufficient amount of time and energy and assume responsibility;~~ ~~(4) Directors shall have the right to obtain relevant information and materials from the Company to perform their duties, and the executive body and management of the Company shall have the obligation to cooperate with them. Directors are also obliged to perform the duty of confidentiality;~~ ~~(5) to abide by the corresponding provisions of the law, the "Company's Articles of Association" and the relevant provisions of the Company.~~	democratically by Company's employees, and can be removed before the expiry of their term. Each director has a term of three (3) years and may be re-elected upon the expiry of his/her term, and any independent director shall not serve as an independent director of the Company for a consecutive period of over six (6) years. Directors owe a duty of loyalty to the Company and shall take measures to avoid any conflict between their own interests and the interests of the Company, and shall not use their office to gain improper advantage. Directors owe a duty of diligence to the Company and shall exercise the reasonable care normally expected of a manager in the best interests of the Company in the performance of his or her duties. Directors shall comply with the laws, administrative regulations, the rules of the securities regulatory authorities of the places where the Company's shares are listed and the provisions of the Articles of Association.
Article ~~6~~ The term of office of a director shall commence from the date ~~when the relevant resolution is passed at the shareholders' general meeting~~. If no re-election is timely carried out upon the expiration of a director's term of office, the original director shall perform his duties as a director in accordance with laws, administrative regulations, ~~department rules~~ and the Company's Articles of Association until a new director is elected and takes his position. ~~President, senior vice presidents, vice presidents, chief financial officer or other s~~enior officers may concurrently serve as a director, provided that the aggregate number of such directors shall not exceed half of all the directors of the Company.~~ The period for lodgement of notices in writing to the Company of the intention to propose a person for election as a director and of such person's consent to be elected shall be at least seven (7) days and which shall commence no	**Article 9** The term of office of a director shall commence from the date of his/her appointment until the expiry of his/her term. If no re-election is timely carried out upon the expiration of a director's term of office, the original director shall perform his duties as a director in accordance with laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Company's Articles of Association until a new director is elected and takes his position. Senior officers may concurrently serve as a director, provided that the aggregate number of such directors and the employee representative director shall not exceed half of all the directors of the Company. The chairman and the vice-chairman shall be elected by more than one-half of all of the members of the board of directors.

~~earlier than the day after the despatch of the notice of the general meeting convened to consider such election and shall end no later than seven (7) days prior to the date of such general meeting.~~ The chairman and the vice-chairman shall be elected ~~and removed~~ by more than one-half of all of the members of the board of directors.	
Article ~~7~~ A director may resign from his/her position prior to the expiration of his/her term of office. The resigning director shall submit a written resignation report to ~~the board of directors. Except for special circumstances, the board of directors~~. shall disclose the information in connection thereof within two (2) days. If the number of the members of the board of directors falls below the statutory quorum due to the resignation by a director from the board of directors, the incumbent director shall perform his ~~or~~ her duties as director in accordance with laws, administrative regulations, ~~department rule~~ and the Articles of Association until a substitute director is elected and takes his or her position. ~~Except in the circumstance mentioned in the preceding paragraph, the director's resignation shall take effect upon the delivery of the resignation report with the board of directors.~~	**Article 10** A director may resign from his/her position prior to the expiration of his/her term of office. The resigning director shall submit a written resignation report to the Company and the resignation shall take effect on the date of receipt of the resignation report by the Company unless a later date is expressly stated in the resignation report. The Company shall disclose the information in connection thereof within two (2) trading days. If the number of the members of the board of directors falls below the statutory quorum due to the resignation by a director from the board of directors, the incumbent director shall perform his/her duties as director in accordance with laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association until a substitute director is elected and takes his or her position.
Article ~~8~~ **~~Chairman of the board of directors~~** The chairman of the board of directors shall be legal representative of the Company~~. According to the Articles, the chairman of the board of directors~~ shall exercise the following powers: (1) to preside over ~~shareholders'~~ general meetings and to convene and preside over meetings of the board of directors; (2) to check the implementation of resolutions passed by the board of directors at directors' meetings; (3) ~~to sign the securities certificates issued by the Company;~~ (4) to exercise other powers conferred by the Articles of Association and the board of directors. ~~When check the implementation of resolutions passed by the board of directors at directors' meetings, the chairman of the board of directors may obtain all information concerning the implementation of~~	**Article 11** The chairman of the board of directors shall be legal representative of the Company, and shall exercise the following powers according to the Articles: (1) to preside over general meetings and to convene and preside over meetings of the board of directors; (2) to supervise and check on the implementation of resolutions passed by the board of directors at directors' meetings; (3) documents that shall be executed by the chairman of the board of directors according to the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and authorized by the board of directors; (4) to exercise special decision-making powers within the board of directors' authority in accordance with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and

~~resolutions passed by the board of directors, inquire the president and other management personnel about such implementation and make investigation into such implementation. If any deviation in such implementation is found, the chairman of the board of directors may cause the president to rectify. If the chairman of the board of directors believes that such deviation may make the implementation of resolutions passed by the board of directors impossible, the chairman of the board of directors may propose to convene an extraordinary meeting of the board of directors to examine the implementation of relevant resolutions.~~	the Company's interest in emergency situations where force majeure or a major crisis prevents the timely convening of a meeting of the board of directors, and to report to the directors of the board and obtain retroactive ratification according to the Company's procedures subsequently; (5) to exercise other powers conferred by the Articles of Association and the board of directors. When the chairman is unable to exercise or fails to his/her obligations, such obligations shall be exercised by the vice-chairman; when the Company has two (2) vice-chairmen, such obligations shall be exercised by the vice-chairman jointly selected by a majority of the directors; when the vice-chairman is unable to exercise or fails to his/her obligations, such obligations shall be exercised by the director jointly selected by a majority of the directors.
Article ~~9~~	**Article 12**
The board of directors established five committees: the nomination committee, ~~the audit committee~~, the investment and development committee, the examination and remuneration committee and the sustainable development committee. All such committees shall be comprised of directors. The nomination committee shall be comprised of three (3) to four (4) directors and chaired by the chairman of the board of directors. The ~~audit committee~~ shall be comprised of three (3) to four (4) directors and chaired by an independent ~~non-executive~~ director. The investment and development committee shall be comprised of three (3) to four (4) directors. The examination and remuneration committee shall be comprised of three (3) to four (4) directors and chaired by an independent ~~non-executive~~ director. The sustainable development committee shall be comprised of three (3) to four (4) directors. The main responsibility of the special committees of the board of directors is to provide support for the decision-making of the board of directors. The directors who participate in the special committee focus on studying certain aspects according to the division of labor, and make suggestions for the improvement of the ~~management~~ level of the Company.	The board of directors established five (5) special committees: the nomination committee, the audit and risk management committee, the investment and development committee, the examination and remuneration committee and the sustainable development committee. All such committees shall be comprised of directors. The nomination committee shall be comprised of three (3) to four (4) directors and chaired by the chairman of the board of directors with the majority members being independent directors. The audit and risk management committee shall be comprised of three (3) to four (4) directors not holding senior officer positions and chaired by an independent director who is the accounting professional with the majority members being independent directors. The investment and development committee shall be comprised of three (3) to four (4) directors. The examination and remuneration committee shall be comprised of three (3) to four (4) directors and chaired by an independent director with the majority members being independent directors. The sustainable development committee shall be comprised of three (3) to four (4) directors. The main responsibility of the special committees of the board of directors is to provide support for the decision-making of the board of directors. The directors who participate in the special committee focus on studying certain aspects according to the

~~No organization shall be established under~~ the special committee of the board of directors~~, and daily affairs~~ may be entrusted to the board of directors office, and the relevant business departments of the Company shall be responsible for the business support related to the work and responsibilities of the committee.	division of labor, and make suggestions for the improvement of the governance level of the Company. Daily affairs of the special committee of the board of directors may be entrusted to the board of directors office, and the relevant business departments of the Company shall be responsible for the business support related to the work and responsibilities of the committee.
Article 10 ~~Main responsibilities of the nomination committee~~ ~~(1) to review and discuss the structure, size and composition of the board of directors regularly (including skills, knowledge, and experience), and make recommendations on changes to the board of directors to follow the Company's corporate strategy;~~ ~~(2) to consider the criteria and procedures for selection of directors, president and other senior officers, and make recommendations to the board of directors;~~ ~~(3) to consider the Board Diversity Policy and the training systems for directors and management;~~ ~~(4) to extensively select qualified candidates for directorship and members of senior officers, review the qualifications of candidates for directorship and the president and other members of senior officers nominated by the president, and make recommendations;~~ ~~(5) to hear the proposals on candidates nominated by the nominators who have the nominating rights under the "Company's Articles of Association";~~ ~~(6) to review and make assessment on the independence of independent non-executive directors;~~ ~~(7) to make recommendations to the board of directors on the appointment or reappointment of directors and succession of the chairman, the vice chairman and the president;~~ ~~(8) matters as delegated by the board of directors.~~	**Article 13** The Nomination Committee is responsible for formulating selection criteria and procedures for directors and senior executives, screening and reviewing candidates and their qualifications, and making recommendations to the Board of Directors on the following matters: (1) Nominating or appointing/removing directors; (2) The appointment or removal of senior management personnel; (3) Other matters stipulated by laws, administrative regulations, securities regulatory rules of the Company's share listing venue, and the Board's rules of procedure. Where the Board does not adopt or fully adopt the Nomination Committee's recommendations, it shall record the Nomination Committee's opinion and the specific reasons for non-adoption in the Board resolution and disclose such information.
Article 11 Main responsibilities of the ~~Audit C~~ committee ~~(1) to perform the duties of auditing and supervising the appointment and work of external auditors;~~ ~~(2) to review the integrity of the Company's annual report, interim report and quarterly report and~~	**Article 14** Main responsibilities of the audit and risk management committee: (1) to review the Company's financial information and its disclosure;

~~relevant financial statements and accounts, review the above statements and major comments on financial statements contained in the report;~~ ~~(3) to submit to the board of directors opinions on the Company's financial reports and related materials, taking full account of the matters raised by the Company's engaged accountants or external auditors;~~ ~~(4) according to the applicable domestic and overseas rules, inspect and monitor the work of the internal audit department;~~ ~~(5) to monitor the Company's financial reporting system and internal control procedures, and to review and evaluate the Company's financial, internal control and risk management related matters;~~ ~~(6) to receive, retain and handle complaints or anonymous reports about accounting, internal accounting controls or audit matters, and ensure their confidentiality;~~ ~~(7) report regularly to the board of directors on important matters that may affect the Company's financial position and business, as well as the committee and its performance of duties;~~ ~~(8) other matters as delegated by the board of directors.~~	(2) to oversee and evaluate external audit work, proposing the appointment or replacement of external audit firms; (3) to oversee and evaluate internal audit work, coordinating between internal and external audits; (4) to oversee and evaluate the Company's internal controls; (5) to exercise the powers of the board of supervisors as stipulated in the Companies Act; (6) to be responsible for other matters stipulated by laws and regulations, stock exchange self-regulatory rules, the Articles of Association, and as authorised by the board of directors.
Article 12	**Article 15**
Main responsibilities of the ~~I~~investment and ~~D~~development ~~C~~committee (1) to conduct research on the strategic plan ~~put forward by the president~~ and make recommendations to the directors; (2) to study the annual business development and investment plan, business development and investment adjustment plan, and to make comments to the board of directors; (3) to review the feasibility study report and pre-feasibility study report of major investment projects that need to be decided by the board of directors, and make recommendations to the directors. (4) other matters as delegated by the board of directors.	Main responsibilities of the investment and development committee: (1) to conduct research on the Company's strategic plan and make recommendations to the directors; (2) to study the Company's annual business development and investment plan, business development and investment adjustment plan, and to make comments to the board of directors; (3) to review the feasibility study report and pre-feasibility study report of major investment projects that need to be decided by the board of directors, and make recommendations to the directors. (4) other matters as delegated by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the board of directors.
Article 13	**Article 16**

~~Main responsibilities of the E~~Examination and ~~R~~Remuneration ~~C~~ommittee ~~(1) to be responsible for organizing the assessment of the president and submitting a report to the board of directors, supervise the assessment of senior vice presidents, vice presidents, chief financial officers and other senior managers led by the president; (2)~~ (2) ~~to study~~ the Company's incentive plan, ~~salary system and option plan, supervise and evaluate the implementation effect, and put forward suggestions for reform and improvement~~; ~~(3)~~ other matters as delegated by and the board of directors.	The examination and remuneration committee: shall establish evaluation criteria and conduct performance assessments for directors and senior officers, formulate and review remuneration policies of the directors and senior officers, including remuneration decision-making mechanisms, approval processes, payment and recovery arrangements, and make recommendations to the board of directors on the following matters: (1) the remuneration of directors and senior officers; (2) the formulation or amendment of the Company's incentive plan, employee stock ownership plans, determination of whether the incentive recipients have been granted rights and whether the conditions for exercising such rights have been fulfilled; (3) the arrangement of stock ownership plans for directors and senior management members in the event of a proposed spin-off of a subsidiary; (4)other matters as delegated by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the board of directors. Where the board of directors fails to adopt, or only partially adopts, the recommendations of the nomination and remuneration committee, the board resolution shall include the committee's opinions together with the specific reasons for such non-adoption, and the same shall be disclosed.
Article 14 Main responsibilities of the ~~S~~ustainable ~~D~~evelopment ~~C~~ommittee (1) to work on the sustainable development of the Company (including but not limited to environmental, social and governance matters), to identify and assess major risks and impacts on the sustainable development of the Company, to enhance risk management (including that in respect of environmental, social and corporate governance)~~, and to make relevant proposals to the board of directors~~; (2) to supervise Company's commitments and performance on addressing climate change, ensuring health and safety and environmental protection and fulfilling social responsibilities in relation to key issues~~, and to make relevant proposals to the board of directors~~;	**Article 17** Main responsibilities of the sustainable development committee: (1) to work on the sustainable development of the Company (including but not limited to environmental, social and governance matters), to identify and assess major risks and impacts on the sustainable development of the Company, to enhance risk management (including that in respect of environmental, social and corporate governance); (2) to supervise Company's commitments and performance on addressing climate change, ensuring health and safety and environmental protection and fulfilling social responsibilities in relation to key issues; (3) to examine the approach and strategies, goals, measures and relevant key issues in respect of the

(3) to examine the approach and strategies, goals, measures and relevant key issues in respect of the sustainable development of the Company, and to supervise and review the implementation of the sustainable development goals; (4) to review the environmental, social, and governance report and the health and safety and environmental protection report of the Company annually~~ and to make relevant proposals to the board of directors~~; (5) to monitor important information concerning sustainable development, assess significant impacts of environmental, social and governance issues on relevant stakeholders, monitor the Company's relevant safety and environmental risks, formulate response measures~~, and make relevant proposals to the board of directors~~; (6) other matters as delegated by the board of directors.	sustainable development of the Company, and to supervise and review the implementation of the sustainable development goals; (4) to review the environmental, social, and governance report and the health and safety and environmental protection report of the Company annually; (5) to monitor important information concerning sustainable development, assess significant impacts of environmental, social and governance issues on relevant stakeholders, monitor the Company's relevant safety and environmental risks, formulate response measures; (6) other matters as delegated by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the rules of the board of directors.
CHAPTER 4: BOARD SECRETARY	**CHAPTER 4: BOARD SECRETARY**
Article 15~~5~~ The Company shall have one (1) secretary of the board of directors. The secretary shall be appointed by the board of directors. The secretary of the board of directors shall be responsible for the daily work of the board of directors and shall be accountable to the board of directors; responsible for the meetings of the board of directors and other matters regarding the operation of the board of directors; responsible for the coordination and management of information disclosure of the Company; responsible for the communication with the investors, security regulatory authority of where the shares of the Company are listed and news media.	**Article 18** The Company shall have one (1) secretary of the board of directors. The secretary shall be nominated by the chairman of the board of directors and appointed or dismissed by the board of directors. The secretary of the board of directors shall be responsible for the daily work of the board of directors and shall be accountable to the board of directors; responsible for the general meetings, the meetings of the board of directors and other matters regarding the operation of the board of directors; responsible for the coordination and management of information disclosure of the Company; responsible for the communication with the investors, security regulatory authority of where the shares of the Company are listed and news media.
Article 16~~6~~ Main responsibilities of the secretary of the board of directors (1) Management support of the board of directors (i) management support of the board of directors. Organize and prepare board meetings and ~~shareholders'~~ meetings, prepare meeting documents, arrange relevant meeting affairs, be responsible for	**Article 19** Main responsibilities of the secretary of the board of directors: (1) Management support of the board of directors (i) management support of the board of directors. Organize and prepare board meetings and general meetings, prepare meeting documents, arrange relevant meeting affairs, be responsible for the

the minutes of meetings, and ensure the accuracy of the minutes; (ii) to be responsible for keeping the meeting documents and minutes, take the initiative to keep abreast of the implementation of the relevant resolutions of the board of directors~~, and remind the president to report to the board of directors and make recommendations on important issues in implementation before the next meeting of the board of directors~~; (iii) to coordinate the meetings of the special committees of the board of directors and prepare the minutes of the relevant meetings; (iv) to be responsible for coordinating the collection of required information by the board of directors and committees; (v) entrust to undertake the daily work of the board of directors and its relevant committees. (2) Information disclosure (i) to be responsible for the organization and coordination of the Company's information disclosure affairs, and manage the board of directors' information disclosure affairs shall specifically undertake the work of the Company's information disclosure; (ii) to be responsible for handling the disclosure of Company information and other related matters, responsible for the confidentiality of Company information disclosure, organizing and completing good confidentiality measures; (iii) the securities regulatory department shall promulgate and implement the laws and regulations on the information disclosure of listed companies and the relevant work requirements to notify the Company information in a timely manner to disclosure obligors and relevant staff. (3) Investor relations ~~The secretary of the board of directors is responsible for organizing and coordinating the investor relations management work, including~~ (i) Organizing, arranging and implementing the Company's investor relations management work plan;	minutes of meetings, and ensure the accuracy of the minutes; (ii) to be responsible for keeping the meeting documents and minutes, take the initiative to keep abreast of the implementation of the relevant resolutions of the board of directors; (iii) to coordinate the meetings of the special committees of the board of directors and prepare the minutes of the relevant meetings; (iv) to be responsible for coordinating the collection of required information by the board of directors and special committees; (v) entrust to undertake the daily work of the board of directors and its relevant special committees. (2) Information disclosure (i) to be responsible for the organization and coordination of the Company's information disclosure affairs, and manage the board of directors' information disclosure affairs shall specifically undertake the work of the Company's information disclosure; (ii) to be responsible for handling the disclosure of Company information and other related matters, responsible for the confidentiality of Company information disclosure, organizing and completing good confidentiality measures; (iii) the securities regulatory department shall promulgate and implement the laws and regulations on the information disclosure of listed companies and the relevant work requirements to notify the Company information in a timely manner to disclosure obligors and relevant staff. (3) Investor relations (i) Organizing, arranging and implementing the Company's investor relations management work plan; (ii) Arranging and participating in the Company's major investor relations and activities; (iii) Organizing the formulation of evaluation and examination body of the Company's investor relations work; (iv) Organizing and carrying out capital market research;

(ii) Arranging and participating in the Company's major investor relations and activities; (iii) Organizing the formulation of evaluation and examination body of the Company's investor relations work; (iv) Organizing and carrying out capital market research; (v) To train senior managers and investor relations staff of the Company as needed.	(v) To train senior managers and investor relations staff of the Company as needed.
CHAPTER 5： MEETINGS OF THE BOARD OF DIRECTORS AND ITS SUBORDINATE BODIES	**CHAPTER 5： MEETINGS OF THE BOARD OF DIRECTORS AND ITS SUBORDINATE BODIES**
Article ~~17~~ Board meetings are divided into regular meetings and ~~ad hoc~~ meetings. The board of directors shall hold regular meetings not less than five times a year. (1) the main topics of the first regular meeting of the year include but not limited to: ~~(i)~~ to review and approve the financial report and proposed profit distribution plan for the previous year ~~to be submitted to the shareholders' general meeting~~; (iii) to review and approve the annual report submitted by the President, including management and analysis of the financial position and operating results of the previous year; (iv) to review and approve the performance evaluation indicators of the members of the executive body of the Company and the salary plan for the current year; (v) to review and approve the performance appraisal report of the members of the executive body of the Company; (vi) to review and approve items relating to the convening of the annual general meeting of shareholders; (vii) to review and approve annual report and annual results announcement of the previous year; (viii) ~~viii~~ any other proposals (if any). (2) the main topics of the second regular meeting of the year include but not limited to: (i) to review the first quarterly report of the Company;	**Article 20** Board meetings are divided into regular meetings and extraordinary meetings. The board of directors shall hold regular meetings not less than five (5) times a year. (1) the main topics of the first regular meeting of the year include but not limited to: (i) to review and approve the annual report to be submitted to the general meeting; (ii) to review and approve the financial report and proposed profit distribution plan for the previous year ; (iii) to review and approve the annual report submitted by the President, including management and analysis of the financial position and operating results of the previous year; (iv) to review and approve the performance evaluation indicators of the members of the executive body of the Company and the salary plan for the current year; (v) to review and approve the performance appraisal report of the members of the executive body of the Company; (vi) to review and approve items relating to the convening of the annual general meeting of shareholders; (vii) to review and approve annual report and annual results announcement of the previous year; (viii) to review and approve the ESG report of the previous year; (ix) any other proposals (if any).

~~(ii) to review, approve and authorize the secretary of the board of directors to sign the 20-F annual report;~~ (ii~~i~~) any other proposals (if any). (3) the main topics of the third regular meeting of the year include but not limited to: (i) to review and approve the interim financial report and profit distribution plan; (ii) to review and approve the interim report and interim results announcement of the Company; (iii) any other proposals (if any). (4) the main topics of the fourth regular meeting of the year include but not limited to (i) to review the third quarterly report of the Company; (ii) any other proposals (if any). (5) the main topics of the fifth regular meeting of the year, include but not limited: (i) to review and approve the business plan and investment plan for the next year; (ii) to review and approve the financial budget plan for the next year; (iii) any other proposals (if any). In addition to the above-mentioned main topics, other periodic reports required by the regulatory authorities and shall be examined and approved by the board of directors at regular meetings.	(2) the main topics of the second regular meeting of the year include but not limited to: (i) to review <u>and approve</u> the first quarterly report of the Company; (ii) any other proposals (if any). (3) the main topics of the third regular meeting of the year include but not limited to: (i) to review and approve the interim financial report and profit distribution plan; (ii) to review and approve the interim report and interim results announcement of the Company; (iii) any other proposals (if any). (4) the main topics of the fourth regular meeting of the year include but not limited to (i) to review <u>and approve</u> the third quarterly report of the Company; (ii) any other proposals (if any). (5) the main topics of the fifth regular meeting of the year, include but not limited: (i) to review and approve the business plan and investment plan for the next year; (ii) to review and approve the financial budget plan for the next year; (iii) any other proposals (if any). In addition to the above-mentioned main topics, other periodic reports required by the regulatory authorities and shall be examined and approved by the board of directors at regular meetings.
<u>Article ~~18~~</u> An extraordinary meeting of the board of directors shall be convened under any of the following circumstances: (1) it is so requested by shareholders representing ten per cent (10%) or more of the voting rights; (2) it is so requested by ~~more than~~ one-third of the directors; ~~(3) it is so required by the Supervisory Committee;~~ ~~(4) it is deemed necessary by the chairman of the board of directors;~~ ~~(5) it is so required by the president;~~ (6) other circumstances as set forth in the Articles of Association.	**<u>Article 21</u>** An extraordinary meeting of the board of directors shall be convened under any of the following circumstances: (1) it is so requested by shareholders representing ten per cent (10%) or more of the voting rights; (2) it is so requested by <u>not less than</u> one-third of the directors; (3) <u>it is so requested by the audit and risk management committee;</u> (4) other circumstances as set forth in the Articles of Association.
<u>Article ~~19~~</u>	**<u>Article 22</u>**

~~Procedures for proposal of the extraordinary meetings~~ The ~~secretary~~ of the board of directors shall ~~promptly submit relevant proposals and documents to the chairman of the board of directors after receipt of the same, and the Company shall~~ convene the meeting of the board of directors ~~as soon as possible~~.	The chairman of the board of directors shall convene and chair the meeting of the board of directors within ten (10) days upon receiving the proposal for an extraordinary meeting.
Article 2~~0~~ ~~Regular meeting and working system of the Nomination Committee~~ The "Rules of Procedure for the Nomination Committee" shall be implemented upon the approval by the board of directors. The Nomination Committee shall meet regularly and at least once a year. The agenda of a regular meeting of the Nomination Committee shall mainly cover, including but not limited to: to review the structure, size and composition of the board of directors and its special committees and make recommendations to the board of directors. The Committee shall submit a resolution or proposal to the board of directors after discussion.	**Article 23** The "Rules of Procedure for the Nomination Committee" shall be implemented upon the approval by the board of directors. The Nomination Committee shall meet regularly and at least once a year. The agenda of a regular meeting of the Nomination Committee shall mainly cover, including but not limited to: to review the structure, size and composition of the board of directors and its special committees and make recommendations to the board of directors. The Committee shall submit a resolution or proposal to the board of directors after discussion.
Article 2~~1~~ ~~Regular meetings and working system of the Audit Committee~~ The "Rules of ~~p~~rocedures of the Audit Committee" shall be implemented with the approval of the board of directors. The ~~A~~udit ~~C~~ommittee shall hold not less than ~~four~~ regular meetings every year. The first regular meeting shall principally discuss the following matters, including but not limited to: (~~1~~) to discuss the financial report and the proposed profit distribution plan of the Company for the preceding year; (~~2~~) to discuss the annual report and annual results for the preceding year; (~~3~~) to discuss the internal audit report of the Company for the preceding year; (~~4~~) to discuss the internal control evaluation report of the Company for the preceding year; (~~5~~) to discuss the report on continuing connected transactions of the Company for the preceding year;	**Article 24** The "Rules of Procedures of the Audit and Risk Management Committee" shall be implemented with the approval of the board of directors. The audit and risk management committee shall hold not less than five (5) regular meetings every year. (1) The first regular meeting shall principally discuss the following matters, including but not limited to: (i) to discuss the financial report and the proposed profit distribution plan of the Company for the preceding year; (ii) to discuss the annual report and annual results for the preceding year; (iii) to discuss the internal audit report of the Company for the preceding year; (i) to discuss the internal control evaluation report of the Company for the preceding year; (ii) to discuss the report on continuing connected transactions of the Company for the preceding year; (iii) to discuss the proposal for engaging the Company's domestic and international accounting firms for the current year;

(~~6~~) to discuss the proposal for engaging the Company's domestic and international accounting firms for the current year; (~~7~~) to note the financial audit report for the preceding year prepared by the ~~external~~ accounting firm. The Committee shall submit a ~~submission~~ resolution or proposal to the board of directors after discussion. The second regular meeting shall principally discuss the following matters, including but not limited to: ~~(1)~~ to discuss first quarterly report of the Company~~; (2) to note the report submitted by the external accounting firm~~. The Committee shall submit a resolution or proposal to the board of directors after discussion. The third regular meeting shall principally discuss the following matters, including but not limited to: (~~1~~) to discuss the financial report and proposal for profit distribution of the Company for the interim period; (2) to discuss the interim report and interim results of the Company; (~~3~~) to discuss the interim report on the continuing connected transactions of the Company; (~~4~~) to discuss the internal audit report of the Company for the interim period; (~~5~~)-to discuss the internal control monitoring and evaluation ~~report~~ of the Company~~ for the interim period~~;(~~6~~) to discuss the report on the audit fees of the ~~independent~~ accounting firms; (~~7~~) to note the financial audit report for the interim period prepared by the~~ independent~~ accounting firm. The Committee shall submit a resolution or proposal to the board of directors after discussion. The fourth regular meeting ~~of the Audit Committee~~ shall principally discuss the following matters, including but not limited to: ~~(1) to~~ discuss the third quarterly report of the Company~~;~~ (~~2~~) to discuss the internal audit report of the Company; (~~3~~) to discuss the internal control~~ evaluation report of the Company;~~	(iv) to note <u>and review</u> the financial audit report for the preceding year prepared by the accounting firm. The Committee shall submit a resolution or proposal to the board of directors after discussion. <u>(2)</u> The second regular meeting shall principally discuss the following matters, including but not limited to: to discuss <u>the</u> first quarterly report of the Company. The Committee shall submit a resolution or proposal to the board of directors after discussion. <u>(3)</u> The third regular meeting shall principally discuss the following matters, including but not limited to: (<u>i</u>) to discuss the financial report and proposal for profit distribution of the Company for the interim period; (2<u>ii</u>) to discuss the interim report and interim results of the Company; (<u>iii</u>) to discuss the interim report on the continuing connected transactions of the Company; (<u>iv</u>) to discuss the internal audit report of the Company for the interim period; (<u>v</u>)to discuss the internal control monitoring and evaluation <u>working progress</u> of the Company; (<u>vi</u>) to discuss the report on the audit fees of the accounting firms; (<u>vii</u>) to note <u>and review</u> the financial audit report for the interim period prepared by the accounting firm. The Committee shall submit a resolution or proposal to the board of directors after discussion. <u>(4)</u> The fourth regular meeting shall principally discuss the following matters, including but not limited to: discuss<u>ing</u> the third quarterly report of the Company<u>.</u> <u>The Committee shall submit a resolution or proposal to the board of directors after discussion.</u> <u>(5) The fifth regular meeting shall principally discuss the following matters, including but not limited to:</u> <u>(i) to discuss the financial budget plan for the next year;</u>

(~~4~~) to note the report submitted by the ~~independent~~ accounting firm. The Committee shall submit a resolution or proposal to the board of directors after discussion. Financial reports, internal audit reports and internal control evaluation reports shall be prepared by the relevant business functional department; ~~independent~~ accountants shall audit (or review) the reports, prepared by the ~~independent~~ accounting firm engaged by the Company. The board of director office shall send a copy of the meeting to ~~each~~ members of the Committee seven ~~working~~ days before the meeting.	(ii) to discuss the internal audit working report of the Company; (iii) to discuss the internal control monitoring and evaluation working progress of the Company; (iv)to note and review the report submitted by the accounting firm. The Committee shall submit a resolution or proposal to the board of directors after discussion. Financial reports, internal audit reports and internal control evaluation reports shall be prepared by the relevant business functional department; accountants shall audit (or review) the reports, prepared by the accounting firm engaged by the Company. The board of director office shall send a copy of the meeting to all members of the Committee seven (7) days before the meeting.
Article 2~~2~~ ~~Regular meetings and working system of the Investment and Development Committee~~ The "Rules of Procedures of the Investment and Development Committee", which shall be implemented with the approval of the board of directors. Investment and Development Committee will hold regular meetings not less than once a year. The main topics include but not limited to: to discuss the Company's report on the completion of this year's investment plan and the next investment plan; to discuss the Company's annual business development and investment planning adjustment plan which shall be approved by the board of directors; to discuss the Company's pre-period work for major projects, report of feasibility study and project implementation subject to the approval of the board of directors. The Committee shall submit a resolution or proposal to the board of directors after discussion. The meeting materials for the regular meeting of the ~~Investment and~~ Development Committee shall be prepared by the Company's development department. The board of directors office shall send the meeting documents to ~~each~~ member of the Committee seven working days before the meeting of the Committee.	**Article 25** The "Rules of Procedures of the Investment and Development Committee", which shall be implemented with the approval of the board of directors. Investment and Development Committee will hold regular meetings not less than once a year. The main topics include but not limited to: to discuss the Company's report on the completion of this year's investment plan and the next investment plan; to discuss the Company's annual business development and investment planning adjustment plan which shall be approved by the board of directors; to discuss the Company's pre-period work for major projects, report of feasibility study and project implementation subject to the approval of the board of directors. The Committee shall submit a resolution or proposal to the board of directors after discussion. The meeting materials for the regular meeting shall be prepared by the Company's development department. The board of directors office shall send the meeting documents to all members of the Committee seven (7) days before the meeting of the Committee.
Article 2~~3~~	**Article 26**

~~Regular meetings and working system of the Examination and Remuneration Committee~~ The "Rules of Procedures of the Examination and Remuneration Committee" shall be implemented with the approval of the board of directors. The Examination and Remuneration Committee will hold a regular meeting not less than once a year. The main topics are, including but not limited to: (1) to discuss the report on the assessment of the performance indicators achieved by ~~the CEO team~~ in the previous year; (2) to discuss the report on the formulation of performance contracts of ~~the CEO team~~ senior officers for the current year. The Committee shall submit a resolution or proposal to the board of directors after discussion. The meeting materials for the regular meeting ~~of the Examination and Remuneration Committee~~ shall be prepared by the Company's human resources department. The board of directors office shall send the meeting documents to ~~each~~ member of the Committee seven ~~working~~ days before the meeting of the Committee.	The "Rules of Procedures of the Examination and Remuneration Committee" shall be implemented with the approval of the board of directors. The Examination and Remuneration Committee will hold a regular meeting not less than once a year. The main topics are, including but not limited to: (1) to discuss the report on the assessment of the performance indicators achieved by senior officers in the previous year; (2) to discuss the report on the formulation of performance contracts of senior officers for the current year. The Committee shall submit a resolution or proposal to the board of directors after discussion. The meeting materials for the regular meeting shall be prepared by the Company's human resources department. The board of directors office shall send the meeting documents to all members of the Committee seven (7) days before the meeting of the Committee.
Article 24 ~~Regular meetings and working system of the Sustainable Development Committee~~ The "Rules of Procedures of the Sustainable Development Committee" shall be implemented with the approval of the board of directors. The Sustainable Development Committee shall hold a regular meeting not less than once a year. The main topics, include but not limited to: to discuss the work report on environment, social and governance report of the previous year; to discuss the health, safety and environmental protection of the previous year. The Committee shall submit a resolution or proposal; to the board of directors after discussion. The information required for the regular meeting ~~of the Sustainable Development Committee~~ shall be prepared by the Company's business functional department. The board of director office shall send the meeting documents to ~~each~~ member of the committee seven ~~working~~ days before the meeting.	**Article 27** The "Rules of Procedures of the Sustainable Development Committee" shall be implemented with the approval of the board of directors. The Sustainable Development Committee shall hold a regular meeting not less than once a year. The main topics, include but not limited to: to discuss the work report on environment, social and governance report of the previous year; to discuss the health, safety and environmental protection of the previous year. The Committee shall submit a resolution or proposal; to the board of directors after discussion. The information required for the regular meeting shall be prepared by the Company's business functional department. The board of director office shall send the meeting documents to all members of the committee seven (7) days before the meeting. Special committee may, as necessary, convene ad hoc committee meetings.

Special committee may, as necessary, convene ad hoc committee meetings.	
CHAPTER 6: PROCEDURES FOR BOARD MEETINGS	**CHAPTER 6: PROCEDURES FOR BOARD MEETINGS**
Article 25 ~~Proposal for regular meetings~~ Before issuing the notice of convening a regular meeting of the board of directors, the board of director office shall fully solicit the opinions of the ~~directors~~ and submit the proposal to the chairman of the board of directors after the preliminary formation of the meeting. The chairman shall consult the ~~president, senior vice president, vice president, chief financial officer and other~~ senior officers as necessary before arranging the proposal.	**Article 28** Before issuing the notice of convening a regular meeting of the board of directors, the board of director office shall fully solicit the opinions of the relevant departments and submit the proposal to the chairman of the board of directors after the preliminary formation of the meeting. The chairman shall consult the senior officers as necessary before arranging the proposal.
Article 26 ~~Convening and presiding at meetings~~ Meetings of the board of directors shall be convened and presided over by the chairman of the board of directors; if the chairman of the board of directors is unable to perform his duties or is not performing his duties, the vice-chairman of the board of directors shall convene and preside over such meetings; if the vice-chairman of the board of directors is unable to perform his duties or is not performing his duties, one of the board of directors shall be convened and presided over by a director co-opted by ~~a majority~~ of the directors.	**Article 29** Meetings of the board of directors shall be convened and presided over by the chairman of the board of directors; if the chairman of the board of directors is unable to perform his duties or is not performing his duties, the vice-chairman of the board of directors shall convene and preside over such meetings; if the vice-chairman of the board of directors is unable to perform his duties or is not performing his duties, one (1) of the board of directors shall be convened and presided over by a director co-opted by not less than half of the directors.
Article 27 ~~Notice of meeting~~ Notice of regular meetings and extraordinary meetings of the board of directors shall be delivered ~~in person, by facsimile, by electronic means, by express delivery service or by registered mail~~. The notice of regular meetings and extraordinary meetings of the board of directors shall be delivered to the directors at least fourteen (14) days and ten (10) days respectively before the meetings. Where the circumstance is urgent and it is necessary to hold an extraordinary meeting of the board of directors, the notice on the meeting can be circulated at any time	**Article 30** Notice of regular meetings and extraordinary meetings of the board of directors shall be delivered by methods such as courier, electronic mail, mail, facsimile, etc. The notice of regular meetings and extraordinary meetings of the board of directors shall be delivered to the directors at least fourteen (14) days and ten (10) days respectively before the meetings. Where the circumstance is urgent and it is necessary to hold an extraordinary meeting of the board of directors, the notice on the meeting can be circulated at any time by phone or any other means, but the convener shall make explanations at the meeting.

by phone or any other ~~verbal~~ means, but the convener shall make explanations at the meeting. A notice for a meeting of the board of directors shall set out the followings: (1) time and venue of the meeting; (2) duration of the meeting; (3) reasons and agenda; (4) the delivery date of the notice.	A notice for a meeting of the board of directors shall set out the followings: (1) time and venue of the meeting; (2) duration of the meeting; (3) reasons and agenda; (4) the delivery date of the notice.
Article ~~28~~ ~~Convening of meeting~~ The convening of the meeting shall be held only if more than half of the directors ~~(including the board of directors entrusted to attend in accordance with Article 115 of the "Company's Articles of Association") shall~~ attend the board meeting. If the director refuses to attend the meeting or is unable to attend the meeting, the chairman of the board and the secretary of the board of directors ~~shall~~ promptly report to the regulatory authorities when the minimum number of persons required for the meeting cannot be met. ~~The supervisor may attend the board meeting as nonvoting delegates; i~~f the president and the secretary of the board of directors are not concurrently directors, they shall attend the board meeting as nonvoting delegates. The meeting host may notify other relevant personnel to attend the board meeting as necessary.	**Article 31** The convening of the meeting shall be held only if more than half of the directors attend the board meeting. If the director refuses to attend the meeting or is unable to attend the meeting, the chairman of the board and the secretary of the board of directors may promptly report to the regulatory authorities when the minimum number of persons required for the meeting cannot be met. If the president and the secretary of the board of directors are not concurrently directors, they shall attend the board meeting as nonvoting delegates. The meeting host may notify other relevant personnel to attend the board meeting as necessary.
Article ~~29~~ ~~Presence in person or by proxy~~ Directors shall~~, in principle,~~ attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may, after reviewing relevant documents and giving clear opinion, by a written power of attorney appoint another director to attend the meeting on his behalf. The power of attorney shall indicate: (1) the name of the appointor and ~~agent~~; (2) the scope of the authorization, instruction on the vote; (3) the signature of the appointor and date of the appointment.	**Article 32** 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, after reviewing relevant documents and giving clear opinion, by a written power of attorney appoint another director to attend the meeting on his behalf. The power of attorney shall indicate: (1) the name of the appointor and proxy; (2) the matter for the proxy; (3) the scope of the authorization, instruction on the vote and validity period; (4) the signature or stamp of the appointor and date of the appointment.

If a director appoints another director to execute the written opinion, special authorization is required in the power of attorney. The appointed director shall submit the written power of attorney to the chairman of the meeting.	If a director appoints another director to execute the written opinion, special authorization is required in the power of attorney. The appointed director shall submit the written power of attorney to the chairman of the meeting.
Article 3~~0~~ ~~Limitation on the proxy~~ The following principles shall be adhered to when attending the meetings of the board of directors in person or by proxy: (1) in considering and approving matters in relation to connected transactions, a ~~non-affiliated~~ director may not appoint a~~n affiliated~~ director to attend on his behalf; nor may a~~n affiliated~~ director accept the appointment of a ~~non-affiliated~~ director; (2) an independent director may not appoint a non-independent director to attend the meeting on his behalf, nor may a non-independent director accept the appointment of an independent director; (3) a director may not appoint another director to attend on his behalf without indicating his intention on the vote, nor may relevant director accept an entrustment with full power or an entrustment without clear authorization.	**Article 33** The following principles shall be adhered to when attending the meetings of the board of directors in person or by proxy: (1) in considering and approving matters in relation to connected transactions, a director with no connected relationship may not appoint a director with connected relationship to attend on his behalf; nor may a director with connected relationship accept the appointment of a director with no connected relationship; (2) an independent director may not appoint a non-independent director to attend the meeting on his behalf, nor may a non-independent director accept the appointment of an independent director; (3) a director may not appoint another director to attend on his behalf without indicating his intention on the vote, nor may relevant director accept an entrustment with full power or an entrustment without clear authorization.
Article 3~~1~~ ~~Method of meeting~~ Any ~~regular or extraordinary~~ meeting of the board of directors may be held by way of telephone conferencing or ~~similar~~ communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other. All such directors shall be deemed to be present in person at the meeting.	**Article 34** Any meeting of the board of directors may be held by way of telephone conferencing or other communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other. All such directors shall be deemed to be present in person at the meeting.
Article 3~~2~~ ~~Expression of opinions~~ The directors shall read the relevant meeting materials carefully and express their opinions independently and	**Article 35** The directors shall read the relevant meeting materials carefully and express their opinions independently and prudently on the basis of a full understanding of the situation.

prudently on the basis of a full understanding of the situation. The directors may, prior to the meeting, seek information necessary for decision-making from the board office, the convenor of the meeting, ~~the president, senior vice president, vice president, chief financial officer and~~ other senior management personnel, the specialized committees, accounting firms and law firms, and other relevant personnel and organizations, and may also propose to the presiding officer that he or she invite the representatives of the aforesaid personnel and organizations to participate in the meeting to explain the relevant situation during the course of the meeting.	The directors may, prior to the meeting, seek information necessary for decision-making from the board office, the convenor of the meeting, other senior management personnel, the specialized committees, accounting firms and law firms, and other relevant personnel and organizations, and may also propose to the presiding officer that he or she invite the representatives of the aforesaid personnel and organizations to participate in the meeting to explain the relevant situation during the course of the meeting.
Article 3~~3~~ ~~Voting~~ After full discussion, the convener may require the directors to vote. Each director shall have one (1) vote by a show of hands or in written form. ~~Where there is an equality of votes cast both for and against a resolution, the chairman of the board of directors shall have a casting vote.~~ The votes are divided into "For", "Against" and "Abstained". Each director shall have one vote. If a director does not make any choice or ~~give more than~~ two choices, the chairman shall request the director to vote again, and the director shall be deemed as "Abstained" if he refuses to do so; if a director leaves the meeting halfway without giving a choice, he shall be deemed as "Abstained".	**Article 36** After full discussion, the convener may require the directors to vote. Each director shall have one (1) vote by a show of hands or in written form. The votes are divided into "For", "Against" and "Abstained". Each director shall have one vote. If a director does not make any choice or two (2) or more choices, the chairman shall request the director to vote again, and the director shall be deemed as "Abstained" if he refuses to do so; if a director leaves the meeting halfway without giving a choice, he shall be deemed as "Abstained".
Article 3~~4~~ ~~Formation of resolution~~ Except as set forth in Article ~~35~~ of these Procedural Rules, a ~~proposal~~ of the board of directors must be ~~reviewed and~~ passed ~~as a resolution~~ by more than half of all of the directors of the Company, unless otherwise regulated by laws, administrative regulations and the Articles of Association. ~~A resolution of the board of directors relating to connected transactions shall be signed by independent (non-executive) directors before coming into effect.~~	**Article 37** Except as set forth in Article 38 of these Procedural Rules, a resolution of the board of directors must be passed by more than half of all of the directors of the Company, unless otherwise regulated by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association. If a director has a connected relationship with an enterprise or individual involved in a matter on which a resolution is to be made at a meeting of the board of directors, such director shall promptly submit a written report to the board of directors. Such related director

~~A director shall not vote on any board resolution in which he or any of his associates or a substantial shareholder has a material interest nor shall he be counted in the quorum present at the same board meeting. The relevant transaction shall be dealt with by way of a board meeting and not by way of circulation of written board resolution. If an independent non-executive director (and whose associates) has no material interests in the transaction, he should be present at such board meeting.~~ ~~For the purpose of this Article, a substantial shareholder and an associate shall have the same meaning ascribed to them under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. If the listing rules of other stock exchanges where the shares of the Company are listed set out stricter provisions on the abstaining of directors, such stricter provisions shall apply.~~ ~~In respect of any matter which needs to be determined by the board of directors at an extraordinary meeting of the board of directors~~ and where the board of directors has already sent out written notice of matters to be decided at such meeting and the number of directors who have signified their consent thereto reaches the amount set out in the first paragraph of this Article of Association, a valid resolution shall be deemed to be passed ~~and there is no need to hold a board of directors' meeting~~.	may not exercise his/her right to vote regarding such resolution, nor may he/she exercise the voting right of another director as such director's proxy thereon. Such a board meeting may be held only if more than half of the directors without a connected relationship are present, and the resolutions made at such a board meeting shall require approval by a proportionate number of directors without a connected relationship. If the board meeting is attended by less than three (3) directors without a connected relationship, the matter shall be submitted to the general meeting for consideration. For matter to be resolved by the board of directors at a meeting of them, and where the board of directors has already sent out written notice of matters to be decided at such meeting and the number of directors with voting rights who have signified their consent thereto reaches the amount set out in the first paragraph of this Article of Association, a valid resolution shall be deemed to be passed .
Article 3~~5~~ ~~Abstaining from voting~~ A director shall abstain from voting under any of the following circumstances: (1) where the director is required to abstain from voting in accordance with the regulatory rules of the places where the Company ~~is~~ listed; (2) other circumstances where the director believes he should abstain from voting; (3) other circumstances where the director, due to his affiliated relationship with the enterprise involved, is required to abstain from voting in the motion in accordance with the Articles. ~~If any director abstains from voting, a meeting of the board of directors may be convened a majority of the~~	**Article 38** A director shall abstain from voting under any of the following circumstances: (1) where the director is required to abstain from voting in accordance with the security regulatory rules of the places where the Company's shares are listed; (2) other circumstances where the director believes he should abstain from voting; (3) other circumstances where the director, due to his affiliated relationship with the enterprise involved, is required to abstain from voting in the motion in accordance with the Articles.

~~directors without affiliated relationship and the resolution shall be passed by the affirmative vote of a majority of directors without affiliated relationship. If the number of directors without affiliated relationship present at the meeting is less than three, the matter shall be submitted to the shareholders' general meeting for approval.~~	
Article 3~~6~~ ~~Acting within powers~~ The board of directors shall act within the scope of its powers granted by the ~~shareholders'~~ general meeting and the Articles and may not exceed such powers.	**Article 39** The board of directors shall act within the scope of its powers granted by the general meeting and the Articles and may not exceed such powers.
Article ~~37~~ ~~Resolutions not passed~~ In the event that a resolution is not passed, the board of directors shall not reconsider the resolution with the same content at a board meeting for a period of one month in the absence of significant changes in the relevant conditions and factors.	**Article 40** In the event that a resolution is not passed, the board of directors shall not reconsider the resolution with the same content at a board meeting for a period of one (1) month in the absence of significant changes in the relevant conditions and factors.
Article ~~38~~ ~~Recording of meetings~~ Meetings of the board held on-site or by video or telephone may be recorded as necessary.	**Article 41** Meetings of the board held on-site or by video or telephone may be recorded as necessary.
Article ~~39~~ ~~Minutes of the meeting~~ The board of directors office arranges the staff of the secretary of the board of directors to take minutes of the meeting of the board of directors. The minutes of the meeting shall include the following contents: (1) the ~~time, place and manner~~ of the meeting; (2) ~~the issuing of the notice of the meeting~~ (3) ~~the convener and moderator of the meeting~~ (4) ~~the personal and entrusted attendance of the directors~~ (5) ~~the proposal considered at the meeting, the highlights and main opinions of each director on the relevant matters, and the intention to vote on the proposal;~~ (6) ~~the voting method and result of each proposal (indicating the specific number of votes agreed, opposed and abstained)~~ (7) other matters that	**Article 42** The board of directors office arranges the staff of the secretary of the board of directors to take minutes of the meeting of the board of directors. The minutes of the meeting shall include the following contents: (1) the date and venue of the meeting and the name of the convenor; (2) the names of the attending directors and the names of the directors (proxies) attending the meeting upon appointment by other directors; (3) the meeting agenda; (4) the highlights of the statements of the directors; (5) the voting method for, and outcome of, each matter that was the subject of a resolution (the results of the vote shall state the number of votes for, votes against and abstentions); (6)other matters that the directors at the meeting consider should be recorded.

the directors at the meeting consider should be recorded.	
Article 4~~0~~ ~~Record of resolutions~~ The Company shall also make a separate record of the resolutions formed at the meeting based on the statistical voting results.	**Article 43** The Company shall also make a separate record of the resolutions formed at the meeting based on the statistical voting results.
Article 4~~1~~ ~~Directors' signature~~ The attending directors shall sign and confirm the meeting minutes and resolution records on behalf of themselves and the directors who authorize them to attend the meeting on their behalf. If a director has different opinions on the minutes or resolutions of the meeting, they may provide a written explanation when signing. ~~When necessary, timely reports should be made to regulatory authorities, and public statements can also be made.~~ ~~If a director neither signs for confirmation in accordance with the provisions of the above paragraph, nor provides written explanations or reports to regulatory authorities or makes public statements, it shall be deemed that they fully agree with the contents of the meeting minutes, and resolution records.~~	**Article 44** The attending directors shall sign and confirm the meeting minutes and resolution records on behalf of themselves and the directors who authorize them to attend the meeting on their behalf. If a director has different opinions on the minutes or resolutions of the meeting, they may provide a written explanation when signing.
CHAPTER 7: DISCLOSURE ~~OF INFORMATION CONCERNING BOARD MEETINGS~~, IMPLEMENTATION AND DOCUMENTATION OF BOARD RESOLUTIONS	**CHAPTER 7: DISCLOSURE, IMPLEMENTATION AND DOCUMENTATION OF BOARD RESOLUTIONS**
Article 4~~2~~ ~~Announcement of resolutions~~ The resolutions of the board meeting shall be announced by the secretary of the board of directors in accordance with relevant laws, regulations, the ~~Articles and relevant~~ security regulatory ~~requirements~~ of the place where the Company ~~is~~ listed. Before the announcement of the resolutions, the directors and other persons attending the meeting shall be liable to keep the confidentiality of the resolutions.	**Article 45** The resolutions of the board meeting shall be announced by the secretary of the board of directors in accordance with relevant laws, administrative regulations, the security regulatory rules of the places where the Company's shares are listed and the Articles of Association. Before the announcement of the resolutions, the directors and other persons attending the meeting shall be liable to keep the confidentiality of the resolutions.
~~**CHAPTER 8: EXECUTION AND DOCUMENT MANAGEMENT OF BOARD RESOLUTIONS**~~	

Article ~~43~~ ~~Implementation of resolutions~~ The chairman of the board of directors shall supervise the implementation of the resolutions of the board of directors by the relevant personnel, check the implementation of the resolutions and report on the implementation of the resolutions formed at subsequent board meetings.	**Article 46** The chairman of the board of directors shall supervise the implementation of the resolutions of the board of directors by the relevant personnel, check the implementation of the resolutions and report on the implementation of the resolutions formed at subsequent board meetings.
Article ~~44~~ ~~Retention of meeting files~~ Files of the board of directors' meetings, including notices of meetings and meeting materials, authorization letters for directors to attend on their behalf, audio-recorded materials of meetings, signature sheets, minutes of meetings confirmed by the signatures of the directors attending the meetings, minutes of resolutions, announcements of resolutions, etc., shall be retained as corporate records for a period of not less than years.	**Article 47** Files of the board of directors' meetings, including notices of meetings and meeting materials, authorization letters for directors to attend on their behalf, audio-recorded materials of meetings, signature sheets, minutes of meetings confirmed by the signatures of the directors attending the meetings, minutes of resolutions, announcements of resolutions, etc., shall be retained as corporate records for a period of not less than ten (10) years.
CHAPTER ~~9~~: SUPPLEMENTARY PROVISIONS	**CHAPTER 8: SUPPLEMENTARY PROVISIONS**
Article ~~45~~ In these Rules, "or more" (以上) shall include the number itself.	**Article 48** In these Rules, "not less than" "or more" (以上) and "no less than (不少於)" shall include the number itself; "exceeds (過)", "over (超過)", "below (低於)" shall not include the number itself.
Article ~~46~~ These rules ~~and the amendments will be effective after being formulated by the board and approved by the shareholders'~~ general meeting.	**(Adjusted to Article 50)**
~~**Article 48**~~ ~~In case of a difference between the stipulations of these Procedural Rules and laws, administrative regulations, other relevant regulatory documents promulgated from time to time and the Articles of Association, such laws, administrative regulations, other relevant regulatory documents and the Articles of Association shall prevail. For matters not included herein, such matters~~	**Article 50** These rules shall come into effect on the date of approval at the general meeting.

~~shall be governed by relevant laws and regulations and the requirement of the Articles of Association.~~	

Following the above amendments, the number of articles of the Rules of Procedures of the Board of Directors will be increased from 48 to 50 and relevant articles will be renumbered accordingly.

** The Rules of Procedures of the Board of Directors is written in Chinese without an official English version. Therefore, the English translation above is for reference only. In case of inconsistency, the Chinese version shall prevail.*